BIRD RIVER RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE AUDITED ANNUAL PERIOD ENDING JULY 31, 2012

This Management Discussion and Analysis ("MD&A") reviews the financial condition and results of operations of Bird River Resources Inc. ("BDR" or the "Company") for the audited Annual Period ending July 31, 2012. The MD&A was prepared as of November 10, 2012 and should be read in conjunction with the related unaudited interim condensed financial statements, including the notes thereto, and the audited annual financial statements for the years ended July 31, 2011 and 2010, including the notes thereto, and the MD&A's for these prior periods.

BDR's financial statements will be filed on the SEDAR website (www.sedar.com) where additional disclosure relating to the company is also located.

The financial statements for the fiscal year ended July 31, 2012 were prepared in accordance with the newly adopted International Financial Reporting Standards ("IFRS") for publicly accountable profit-oriented enterprises. The changeover to IFRS for financial statements for fiscal years commencing on or after January 1st, 2011 represents a change due to the implementation of these new accounting standards. In 2010, the Corporation started an IFRS conversion plan to address the impact of the changes in accounting policies, restatement of comparative periods, internal controls, and any required changes to business processes. As discussed in this Management Discussion and Analysis, these new accounting standards have resulted in reclassifications on the Corporation's statement of financial position and operations and comprehensive loss.

Overview

Bird River Resources Inc. (formerly Bird River Mines Inc.) is a Manitoba-based resource exploration company that is listed on the Canadian National Stock Exchange (CNSX) and trades under the symbol **BDR**. The Company was posted for trading on March 16, 2006. On January 31, 2011, Bird River Mines Inc. announced in a news release that further to a special resolution passed by the Company's shareholders, the Company's name has been changed from Bird River Mines Inc. to Bird River Resources Inc. thereby more appropriately reflecting the diverse resource activities of the Company. The common shares of the Company commenced trading on the CNSX under its new name of Bird River Resources Inc. on February 4, 2011. There was no change in the Company's trading symbol BDR.

The Company previously held an exploration property, known as the Ore Fault Property, which was located in the Bird River Sill area of Manitoba. On October 29, 2007, the Company entered into an Option and Joint Venture Agreement with Marathon PGM Corporation (MAR-TSX) ("Marathon"). On August 19, 2008, BRM announced that its joint venture partner Marathon PGM Corporation had acquired 100% ownership of the Ore Fault Property for a final payment of $1,450,000. BRM retains a 1% net smelter interest in the Ore Fault Property.

Bird River Resources Inc. is actively pursuing opportunities in oil and gas business in south western Manitoba. In March 2009 the Company entered into an agreement with Antler River Resources of Melita, Manitoba to participate in oil well drilling projects in south western Manitoba. Over the following three years, BDR has participated in the drilling of eleven wells with Antler River Resources. Presently, nine of the eleven wells are in production, whereas two of the eleven wells are only in the initial stages of production. The Company holds a 5% gross interest (4% net) in eight of the wells and 2.5% gross interest (2% net) in the remaining other three wells.. The wells are all located in southwest Manitoba near the towns of Sinclair, Pierson and Waskada.

Additionally, BDR has invested in eight lease holdings with interests ranging from 25% to 100% interest. The description of the eight lease holdings are as follows:

(1) Northwest quarter 23-1-28 25% owned with a three-year lease term.
(2) Southwest quarter 23-1-28, 25% owned with a three year lease term;

(3) Northeast quarter 14-4-22 100% owned with a five year lease term;
(4) Northeast quarter 17-1-27 25% owned with a three year lease term;
(5) Northeast quarter 23-1-28, 25% owned with a three year lease term;
(6) Northeast quarter 30-1-27 25% owned with a three year lease term;
(7) Northeast quarter 2-3-26 17.5% owned with a two year lease term;
(8) Southeast quarter 2-3-26 17.5% owned with a two year lease term;

The wells drilled to date have been into the Lodgepole, the Bakken and the Spearfish formations and is light sweet crude. This major oil reservoir is part of the Williston Basin which is found in Saskatchewan, south-western Manitoba, North Dakota and Montana.

During 2012 BDR acquired two quarter section oil leases in south west Manitoba of which BDR holds 17.5% interest in each. The two leases were acquired from private vendors.

The Company also holds a Quarry Lease, located 85 km southwest of Winnipeg near Miami, Manitoba. The 8 hectare lease hosts a narrow bed of bentonite. BDR also engages in secondary activities, from time to time, involving the purchase or acquisition of certain industrial minerals – typically diatomaceous earth and bentonite – for distribution and re-sale or for use in an abandoned water well sealing operation.

On June 12, 2009, Bird River Mines Inc. announced the declaration of Special Dividend of Three Cents ($0.03) per common share. The Special Dividend is payable to the common shareholders of Bird River Mines Inc. of record on June 30, 2009 with the payment date of the Special Dividend being July 10, 2009. This Special Dividend is being made as a result of the sale of the Company's Ore Fault Property to Marathon PGM Corporation. The Company retains a 1.0 % net smelter return royalty (the "NSR") in all minerals and metals extracted from the Ore Fault Property. This Special Dividend is not a recurring dividend and the Company does not expect to declare any other dividends in the foreseeable future. As at July 31, 2012 $17,553.88 of dividends remained unclaimed.

On June 18, 2010, the Board of Director awarded 900,000 incentive stock options to officers and directors of the Company. The stock options are exercisable into common shares at $0.10 per share for a term expiring June 10, 2015.

On November 30, 2010 Bird River Mines Inc's Annual and Special Meeting of Shareholders was held at the Canad Inn, 2100 McPhillips Street, Winnipeg, Manitoba. At the meeting the shareholders approved a special resolution to file articles of amendment in order to effect the change of the name of the Corporation from Bird River Mines Inc. to Bird River Resources Inc.

On January 14, 2011 Bird River Mines Inc. closed a non-brokered private placement to accredited investors in the amount of $74,975 by the issuance of 999,667 common shares at $0.075 per share.

On March 24, 2011 Bird River Resources Inc. reported the test production results for the its fifth horizontal oil well, located at 11-26-1-28W near the town Pierson in south western Manitoba. The operator of the well is Atikwa Resources (ATK–TSX-V) and the initial production over the first ten days for the well averaged 150 barrels per day. BDR has a 5% gross and 4% net participation in the well.

On August 17, 2011 Bird River Resources Inc. reported that, after a long wet spring in south west Manitoba, the oil wells, that had been shut down due to inclement weather and massive water problems, are now back on pump. The weather and water issues delayed the drilling program for BDR and its joint venture partners for nearly five months. The first well of the planned six well drilling program is now expected to start in mid-September. This horizontal well will be located on the north half of 15-8-28W1 and will be completed with a one mile leg. The operator for the well is Antler River Resources and Bird River Resources will have a 5% participation. The second well will be also horizontal and is expected to be drilled on the north east quarter of 30-1-27W1.

On September 29, 2011 Bird River Resources Inc. reported that it is participating in the drilling of a new horizontal oil well located at 12-15-8-28W1 east of Sinclair, Manitoba. This is the first well of a planned six well drilling program. The operator of the well and joint venture partner is Antler River Resources Ltd. Based on the geological data the horizontal well will have approximately a one mile leg and will be cased all the way. Drilling has already started and is expected to be completed by mid October. Bird River Resources will have a five percent gross participation in the well.

On October 13, 2011 Bird River Resources Inc. reported that the drilling portion of the new well northeast of Sinclair, Manitoba at 12-15-8-28W1 has been completed. The well was drilled into the Bakken formation at 926 meters and has a horizontal leg of 1300 meters. The well has been cased for the entire length of the leg and is awaiting fracking. There will be 27 fracking ports approximately 50 meters apart. The operator of this well is Antler River Resources and Bird River has a 5% gross interest. Meanwhile, a drill rig has been moved to 13-23-1-28W east of Pierson, Manitoba. This is a horizontal well with a 600 meter leg drilled into the Spearfish formation. With drilling at 20 to 25 meters an hour the drilling portion is near completion. The operator of this well is Atikwa Resources with a 50% interest. Antler River and Bird River have 25% interest each in the lease.

On January 4, 2012 Bird River Resources Inc. reported that the new Antler River horizontal well at 12-15-8-28 northeast of Sinclair, Manitoba is now on pump. The well was drilled into the Bakken formation at 926 meters and has a horizontal leg of 1300 meters and is now pumping 30 cubes of fluid with a 35% oil cut. This works out to about 65 barrels of oil a day. (a cube is about 6.28 US barrels). BDR has a 5% gross interest.

Meanwhile the recently completed well at 15-30-1-27 east of Pierson, Manitoba drilled into the Spearfish formation is pumping 200 barrels of fluid a day with an initial 20% oil cut which is expected to increase.
The other well at 13-23-1-28 is expected to be put on pump within the next couple of days. The operator of these two wells is Atikwa Resources (ATK-TSX) with a 50% interest. Antler River Resources and Bird River Resources have a 25% interest each in the lease. This brings to a close our oil well drilling participation for 2011.

On February 15, 2012 Bird River Resources Inc. announced that the board of directors accepted the resignation of Dr. Mel de Quadros as a director of the Company. The members of the board thanked Dr. de Quadros for his many years of valued contributions to the Company. Dr. Quadros, however, will continue to assist BDR in the future as a resource consultant. The Board has approved the appointment of Greg Barrows, BSc., to the board of directors of Bird River Resources. Mr. Barrows is a graduate of Brandon University and has extensive experience in various business areas including finance, real estate and the oil and gas industry, particularly in southwest Manitoba where BDR is active. Mr. Barrows is President of Shamrock Resources Ltd. and President of Lodgepole Investments Ltd., private companies engaged in the oil and gas business.

On February 16, 2012 Bird River Resources Inc. reported an update of the last five oil wells drilled and their current production.

(1) Well 12-15-8-28HZ drilled into the Bakken Formation with a 1300 meter leg. Production has levelled out at 80 barrels of oil per day.
(2) Well 11-26-1-28HZ drilled into the Spearfish Formation with a 600 meter leg is producing 40 barrels of oil per day.
(3) Well 15-30-1-27HZ drilled into the Spearfish Formation with a 600 meter leg was recently put on pump and is producing 100 barrels per day of fluid of which 50 barrels is oil.
(4) Well 7-34-1-28HZ drilled into the Spearfish Formation with a 600 meter leg is producing 130 barrels of oil per day.
(5) Well 13-23-1-28HZ drilled into the Spearfish Formation with a 1300 meter leg has just been put on pump and is producing 240 barrels of fluid of which 15 barrels is oil. The oil cut should increase dramatically as the fracking fluid is pumped out.

These five wells completed BDR's oil well drilling participation for 2011 and plans were subsequently prepared for the 2012 drilling program.

On April 9, 2012 the Board of Directors of Bird River Resources approved the grant of 200,000 stock options to two directors of the corporation. The options granted are pursuant to the existing stock option plan and have a strike price of 10 cents per share expiring June 10, 2015.

On July 30, 2012 Bird River Resources Inc. reported, with its joint venture partner Antler River Resources, that another double success has been achieved with the drilling and fracking of two new horizontal oil wells. The wells are located east of Sinclair Manitoba at 16-16-7-28 and 3-15-8-28 and are now on pump. Each well was drilled with 600 metre leg and is fully cased. The wells are now producing 75 barrels per day for each well. The operator of the wells is Antler River Resources of Pierson, Manitoba. Bird River Resources has 2.5% interest (2% net) in each of the new wells. BDR now has an interest in 11 production wells.

The proceeding information was based on news release issued by the Company and the information available at that date.

Results of Operations

The net loss and comprehensive loss for the 2012 fiscal year fourth quarter (3-months) ended July 31, 2012 was $18,196 as compared to a net loss and comprehensive loss of $18,360 for the 3-months ended July 31, 2011. Revenue for the 3-months period ended July 31, 2012 was $104,755 compared to $8,884 in the same period of the prior year. The current year revenue includes $91,944 from producing oil wells compared to $Nil in the same period of the prior year. Expenses for the period were $160,376 (2011-$57,123) an increase of $103,253 in expenses over the same period last year. The increase in expenses in the quarter is largely attributable to a charge in recognition of depletion of the producing wells, increased activity in the joint venture operations, and an impairment charge relating to deferred oil well costs.

BDR has a joint venture agreement with Antler River Resources Ltd. in oil and gas drilling programs in south west Manitoba for a participation of five percent interest on average. Through this joint venture BDR has participated in eleven oil wells as of July 31, 2012. Deferred expenditures include costs of surface access, building location, drilling, completing, equipping and operating or abandoning the oil wells. The cash flows of the joint operations include the expenditures as outlined above as well as the company's proportionate share of the joint venture's revenues and operating expenses. As at July 31, 2012, the company has capitalized $200,415 as exploration and evaluation assets, of which $73,712 was spent on exploration and evaluation activities and $126,703 on lease holdings. In addition, the company has transferred $278,721 previously capitalized to exploration and evaluation assets to property and equipment as a result of certain wells becoming productive. This amount is currently being depleted using the unit of productions method which resulted in $13,850 of depletion expense. The company has also recognized a decommissioning liability in the amount of $6,269 relating to these producing oil wells. During the three month period ended July 31, 2012 the company recognized $91,944 of gross revenues from the nine producing oil wells.

The net loss and comprehensive loss for the 12-months ended July 31, 2012 was $51,280 as compared to a net loss and comprehensive loss of $102,808 for the 12-months ended July 31, 2011. The decrease of $51,528 in the net loss for the period is primarily attributable to the increase in revenue of $160,609 during the period. Revenue for the 12 months period ended July 31, 2012 was $190,525 compared to $29,916 in same period of the prior year. This increase is largely attributable to the revenue from the producing oil wells in the amount of $141,646. Expenses for the period were $288,025 (2011 - $176,180) which represents an increase of $111,845 over the same period last year. This increase in expenses for the 2012 fiscal year is largely attributable to depletion of wells, impairment charge relating to deferred oil well costs, and increased activity in the joint venture operations.

The net loss and comprehensive loss for the 12-months ended July 31, 2011 was $102,808 as compared to a net loss and comprehensive loss of $84,788 for the 12-months ended July 31, 2010. The increase of $18,020 in the net loss for the period is primarily attributable to the decrease in revenue of $15,201 during the period. Revenue for the 12 months period ended July 31, 2011 was $29,916 compared to $45,117 in same period of the prior year. In the fiscal 2011 the gross profit was $10,458 an increase from the 2010 gross profit of $6,726. Expenses for the period were $156,722 (2010 - $135,970) an increase of $20,752 over the same period last year. This increase in expenses for the 2011 fiscal year is largely attributable to the increase in director's fees of $5,000 and the increase in stock based compensation of $16.045.

The net loss for the 12-months ended July 31, 2010 was $84,788 as compared to a net income of $836,489 for the 12-months ended July 31, 2009. The decrease of $921,277 in the net income for the period is primarily attributable to the sale in the 1st quarter of the 2009 fiscal year of the Ore Fault Property to Marathon in the amount of $1,450,000 which resulted in a net gain on sale of mineral properties of $1,406,165. This was a non recurring event. The net income of $836,489 takes into account current and future income tax expense of $441,000 and prior to the payment of the special dividend of $283,817. Revenue for the 12 months period ended July 31, 2010 was $45,117 compared to $27,607 in same period of the prior year. In the current period the gross profit was $6,726 a decrease from the 2009 gross profit of $6,994. Expenses for the period were $135,970 (2009 $145,762) a decrease of $9,792 over the same period last year. This decrease in expenses is largely attributable to the decline in professional fees of $5,987 and a decrease in stock-based compensation of $12,505.

Currently, BRM's mineral property portfolio consists of a quarry license providing the right to exploit calcium bentonite beds located near Miami, Manitoba, 85 kilometres southwest of Winnipeg. The Company engages in secondary activities, from time to time, involving the purchase or acquisition of certain industrial minerals, typically diatomaceous earth and bentonite, for distribution and re-sale. Additionally the company also operates a service business which provides the sealing and closing of abandoned water wells for the Manitoba Government. The Company's revenue and gross margin are attributable to these secondary activities.

In March 2009, the Company entered into a Joint Venture Agreement with Antler River Resources of Pierson Manitoba to participate in a 4% net (5% gross) interest in the drilling of a three oil well drilling program near the towns of Sinclair and Pierson in south western Manitoba. The first well drilled was a vertical well near Sinclair and the second well drilled was a horizontal well near Pierson. The Company's cost to participate in two well programs was an initial payment of $35,000. In the 4th quarter of 2009 an additional payment of $12,671 was made to cover well completion costs. All three wells are now producing. During October 2010 BDR participated in the drilling of a fourth well 13-15-8-28 with Antler River Resources. This well is located north east of Sinclair Manitoba and now in production. In February, 2011 BDR participated in the drilling of a fifth_horizontal oil well at 11-26-1-28W with its joint venture partners Antler River Resources and Atikwa Resources. The well was successful and is now in production.

The management and board of directors are continually reviewing the Company's business strategy while monitoring the current market and economic conditions. Additionally management continues to assess new potential resource property acquisitions as they are presented. As a result of lower number of abandoned water well sealing projects during fiscal year 2011 the Company's well sealing services operation experienced a significant decline compared to previous years. The decline in the well sealing business was largely due to the frequent occurrence of inclement weather. The Province of Manitoba had persistent wet weather during the fall of 2010 and also in the spring months of 2011. The well sealing service ensures the protection of various pollutants from moving into the aquifer. Also, larger diameter water wells are a serious safety hazard to children and animals before being sealed. The Company's absorbent distribution business continues to show consistent sales during the year. During 2012 the sale of absorbents increased to normal levels and contributed to the Company's revenue in the amount of $48,879. Sales for the previous two years were 2011-$29,916 and 2010-$45,117.

The Company's 2011 Annual General and Special Shareholders Meeting was held on November 30, 2011 in Winnipeg, Manitoba. The Shareholders approved the following:

- The number of directors for the ensuing year was set at five.
- Messrs Nelson Shodine, Jon Bridgman, Edward Thompson, Mel de Quadros and Shane Shodine were elected as Directors.
- Magnus Chartered Accountants LLP, were appointed auditors of the Company and the directors were authorized to fix their remuneration.
- Shareholders approved and ratify the Company's Stock Option Plan for the ensuing year.

Liquidity and Capital Resources

At July 31, 2012, the Company had working capital of $377,327 a decrease of $76,172 over the previous 3 months period ended April 30, 2012. This decrease was largely due to the company capitalizing on certain opportunities and investing in additional exploration and evaluation assets.. The Company incurs ongoing general operating expenses on a monthly basis relating to the management of a public reporting issuer, such as office rent, telephone, internet services, stock transfer & filing fees, stock exchange fees and professional fees. The working capital position is largely a result of the sale of the Company's Ore Fault Property to Marathon PGM for $1,450,000 in 2008. This positive cash position enables the Company to carry on its activities as a listed company in good standing. The Company is a junior exploration and development company. BDR is actively pursuing oil and gas exploration opportunities in southwestern Manitoba. Presently BDR holds percentage interests (5% and 2.5% gross (4% and 2% net) in ten producing wells. The Company also owns 25% to 100% interests in eight oil and gas leases (properties) which are to be drilled in the future. During the twelve months ended July 31st of the 2012 Fiscal Year the Company had total oil revenue of $141,646 from its producing oil wells.

BDR will continue to acquire leases with strong potential for oil and gas production. The Company continues to review business opportunities from, time to time, that have synergy with the Company's existing operations and that may provide BDR with stable ongoing cash flow.

The Company's ability to raise additional funds and its future performance is largely tied to the financial markets as it relates to resource exploration companies. Financial markets have improved over the past 12 months; however, there continues to be ongoing concern about the global economy and the capital markets. The demand by China and India for raw materials has been a major stabilizing factor to the global commodity markets. Additionally, historic low interest rates have also contributed to the improved stability in the credit markets. The revenue and profitability of domestic and international oil companies has steadily improved during this period due to the continued demand for crude oil throughout the world, particularly in Asia. Notwithstanding the foregoing the Company's strategy will be to continue to make expenditures and investments in oil and gas properties in the most prudent manner.

Share Capitalization

The Company is authorized to issue an unlimited number of Common voting Shares of which 10,570,225 were outstanding as at July 31, 2012.

On November 21, 2011 an officer and director of the Company exercised 100,000 stock options at $0.10 per share for a total consideration of $10,000. Thereby increasing the total number of common shares issued from 10,470,225 to 10,570,225 shares outstanding.

The Company's incentive stock option plan has granted 1,000,000 stock options to officers and directors. The last grant was 200,000 options approved at a meeting of the Board of Directors on April 9, 2012. The stock options are exercisable into common shares at 10 cents per share for a term expiring June 10, 2015.

On a fully diluted basis there would be 11,570,225 common shares issued and outstanding. There are no warrants presently outstanding.

Selected Annual Information

The following selected financial information is derived from the financial statements of the Company and should be read in conjunction with such statements, including the notes thereto:

Statement of Operations and Deficit Data

Audited for the Year ending July 31	**2012**	**2011**	**2010**
	($)	($)	($)
Revenue	190,525	29,916	45,117
Expenses	288,025	176,180	174,361
Interest income	7,405	10,656	8,656
Write-off of mineral properties	-	-	
Loss on settlement of advance payable			(1,000)
Gain on sale of mineral properties	-	-	
(Loss) before income taxes	(90,095)	(135,608)	(121,588)
Current income tax (expense) recovery	38,815	32,800	36,800
Future income tax (expense) recovery	-	-	
Net (loss) income and comprehensive (loss) income for the year	(51,280)	(102,808)	(84.788)
Basic and diluted comprehensive (loss) income per share	(0.01)	($0.01)	($0.01)

Balance Sheet Data

Audited for the Year ending July 31	**2012**	**2011**	**2010**
	($)	($)	($)
Current Assets	425,782	654,753	851,572
Property and equipment	276,421	6,881	9,000
Exploration and evaluation assets	200,415	263,432	67,944
	-		
Total Assets	902,618	925,066	928,516
Current liabilities	48,455	47,504	41,656
Total liabilities	54,724	47,504	41,656
Shareholders' equity	847,894	877,562	886,860
Cash Dividends	-	-	

Quarterly Information

The following is a summary of selected financial information of the Company for the quarterly periods indicated:

2012 Unaudited	1st Quarter ($)	2nd Quarter ($)	3rd Quarter ($)	4th Quarter ($)
Revenue	17,126	10,350	8,592	104,755
Expenses	46,621	49,181	31,847	160,376
Mineral properties written off	-	-	-	
Interest income	5,437	22,453	26,792	2,425
Gain on sale of mineral property	-	-	-	
Income taxes recovery (expense)	-	3,815	-	35,000
Income (loss) for the quarter	(24,058)	(12,563)	3,537	(18,196)
Income (loss) per common share (basic & fully diluted)	(0.01)	(0.01)	0.01	(0.01)

2011 Unaudited	1st Quarter ($)	2nd Quarter ($)	3rd Quarter ($)	4th Quarter ($)
Revenue	5,801	7,617	7,614	8,884
Gross Profit	3,006	5,189	583	1,680
Administrative expenses	31,128	38,113	30,358	57,123
Interest income	1,799	2,435	2,139	4,283
Income (loss) for the quarter	(26,323)	(30,489)	(27,636)	(18,360)
Income (loss) per common share (basic & fully diluted)	(0.01)	(0.01)	(0.01)	(0.01)
2010 Unaudited				
Revenue	11,902	8,843	10,805	13,567
Gross Margin	5,371	1,978	254	(877)
Administrative expenses	34,806	23,307	31,360	46,776
Interest income	749	307	722	6,877
(Loss) on settlement of advances payable	(1,000)	-	-	-
Income taxes recovery (expense)	-	-	-	36,800
Income (loss) for the quarter	(29,686)	(20,742)	(30,384)	(3,976)
Income (loss) per common share (basic & fully diluted)	(0.00)	(0.01)	(0.01)	(0.01)

Financial Trend

Over the past eight quarterly periods the administrative expenses have varied within a range reflecting the Company's costs associated with oil and gas investments, new business development, the well sealing service and related costs in maintaining the Company's listing as a reporting issuer in good standing. Additional information is provided in the Results of Operations section.

Transactions with Related Parties

The following is a summary of the related party transactions of the Company during the 2012 Fiscal Year ended July 31, 2012. These amounts are recorded at the exchange amount which is the amount agreed upon by both parties. During the year ended July 31, 2012, the Company paid management fees of $30,000 (2011 - $30,000) to a director and officer of the Company and $16,600 (2011 - $15,300) to another director and officer. The Company also paid rent in the amount of $9,600 (2011 - $9,600) to a director and officer during the year.

As at July 31, 2012 included in the accounts payable are amounts owing to directors and officer of the company in the amount of $9,000 (2011 - $23,800). These amounts are unsecured, non-interest bearing with no specified terms of repayment.

Exploration and evaluation assets

The company has capitalized the following amounts:

	July 31 2012	July 31 2011	August 1 2010
Petroleum and natural gas properties:			
Interest in joint venture (i)	$73,439	$176,671	$67,671
Lease holdings (ii)	126,703	86,488	-
	200,142	263,159	67,671
Mineral exploration properties (iii)	273	273	273
	$200,415	$263,432	$67,944

A summary of the exploration and evaluation asset activity for the period is as follows:

Balance, August 1, 2010	$67,944
Costs incurred during the period	195,488
Balance, July 31, 2011	$263,432
Costs incurred during the period	255,529
Transfers to property and equipment (iv)	(278,721)
Impairment as a result of transferring certain assets to property and equipment (iv)	(39,825)
Balance, July 31, 2012	$200,415

(i) The company has entered into a jointly controlled operation with Antler River Resources Ltd. The joint operation has no liabilities or revenues and the assets are limited to eleven oil wells (LSD 6-13-7-29, LSD 2-29-2-28, LSD 14-15-8-28, HZ 13-15-8-28, HZ 11-26-1-28, HZ 12-15-8-28, HZ 7-34-1-28, HZ 13-23-1-28, HZ 15-30-1-27, HZ 3-15-8-28, and HZ 16-16-7-28). Expenditures are limited to costs of surface access, building location, drilling, completing, equipping and operating or abandoning the oil wells. The related expenditures are deferred in the accounts of the company. The cash flows of the joint operations are limited to the expenditures as outlined above and are equal to the amounts of these expenditures. The company has earned an interest equal to 80% of their contribution to the costs of surface access, building location, drilling, completing, equipping and operating or abandoning the oil wells, which represents, approximately, a 4% interest in the joint venture operations.

(ii) The company has invested in eight lease holdings as follows:

1) Northwest quarter 23-1-28, 25% owned with a three-year lease term.
2) Southwest quarter 23-1-28, 25% owned with a three-year lease term.
3) Northeast quarter 14-4-22, 100% owned with a five-year lease term.
4) Northeast quarter 17-1-27, 25% owned with a three-year lease term.
5) Northeast quarter 23-1-28, 25% owned with a three-year lease term.
6) Northeast quarter 30-1-27, 25% owned with a three-year lease term.
7) Northeast quarter 2-3-26, 17.5% owned with a two-year lease term.
8) Southeast quarter 2-3-26, 17.5% owned with a two-year lease term.

(iii) The company holds one Quarry Lease, QL - 1530, located 85 kilometres southwest of Winnipeg near Miami, Manitoba. The 8 hectare lease hosts a narrow bed of bentonite.

The company previously held an exploration property known as the Ore Fault property located on the Bird River Greenstone Belt, 125 kilometres northeast of Winnipeg, Manitoba. On August 19, 2008 Marathon PGM acquired the balance of the Ore Fault property consisting of 19 claims which covers 446 hectares. Under the joint venture agreement Marathon had an option to earn 100% of the Ore Fault property once their interest reached 70%. Marathon exercised its option to require the company to sell the remaining 30% interest in the property for a purchase price of $1,450,000. Bird River Resources Inc. retains a 1% net smelter return ("NSR") royalty on the Ore Fault Property.

(iv) Impairment test

During the year ended July 31, 2012, the technical and commercial viability of extracting resources has been demonstrated for the following nine oil wells: LSD 6-13-7-29, LSD 2-29-2-28, LSD 14-15-8-28, HZ 13-15-8-28, HZ 11-26-1-28, HZ 12-15-8-28, HZ 7-34-1-28, HZ 3-15-8-28, and HZ 16-16-7-28. As a result, the company transferred the costs associated with these oil wells to property and equipment. Prior to the transfer, the company assessed the recoverability of its investment by performing an impairment test at the cash-generating unit level. The recoverable amount of each cash-generating unit was estimated based on the higher of the value in use and the fair value less cost to sell. The estimated fair value less cost to sell was used and was determined using estimated future cash flows based on estimated reserves, discounted at 10%, with prices as noted below. Based on the impairment test, the carrying amount of the investments was impaired in the amount of $39,825 as at July 31, 2012 (2011 - $Nil) and $278,721 (2011 - $Nil) was transferred to property and equipment.

The benchmark and company's forecast prices used in the impairment test calculations were primarily based on future commodity prices and are as follows:

	Light oil (Cdn$/bbl)
2013	91.13
2014	89.55
2015	87.55
Thereafter, 2% increase for inflation	

International Financial Reporting Standards (IFRS) Conversion Plan

The AcSB has confirmed that IFRS will replace current Canadian GAAP for publicly accountable enterprises, effective for fiscal years beginning on or after January 1, 2011. Accordingly, the Company will report interim and annual financial statements (with comparatives) in accordance with IFRS beginning with the quarter ended October 31, 2011.

As the analysis of each of the key areas progresses, other elements of the Company's IFRS implementation plan will also be addressed, including: the implication of changes to accounting policies and processes; financial statement note disclosures on information technology; internal controls; contractual arrangements; and employee training. The table below summarizes the expected timing of activities related to the Company's transition to IFRS.

Initial analysis of key areas for which changes to accounting policies may be required	Done
Detailed analysis of all relevant IFRS requirements and identification of areas requiring accounting policy changes or those with accounting policy alternatives	Done
Assessment of first-time adoption (IFRS 1) requirements and alternatives	Done
Final determination of changes to accounting policies and choices to be made with respect to first-time adoption alternatives	Done
Resolution of the accounting policy change implications on information technology, internal controls and contractual arrangements	Done
Management and employee education and training	Ongoing
Quantification of the Financial Statement impact of changes in accounting policies	Done

STATEMENT of COMPLIANCE with the INTERNATIONAL FINANCIAL REPORTING STANDARDS

The consolidated financial statements for the year ended July 31, 2012 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These are the company's first annual financial statements prepared in accordance with IFRS. Previously, the company prepared its annual financial statements in accordance with Canadian generally accepted accounting principles ("GAAP").

Reconciliations between the company's previously reported statement of financial position, statement of loss and comprehensive loss and cash flows under GAAP and those reported under IFRS are provided in Note 17.

The financial statements of Bird River Resources Inc. for the year ended July 31, 2012 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 27, 2012.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of measurement

These financial statements have been prepared on a historical cost basis except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value.

The accounting policies set out below have been applied consistently in the financial statements and in preparing the opening IFRS statement of financial position at August 1, 2010 for the purpose of the transition to IFRS, unless otherwise indicated.

(b) Going concern of operations

The going concern assumption implies that the company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. There is doubt about the appropriateness of the use of the going concern assumption because the company has experienced ongoing losses and negative cash flows from operations over a number of years.

The company has not yet determined whether its exploration and evaluation assets contain reserves that are economically recoverable, and accordingly, the success of any further exploration or development prospects cannot be assured. If the company's exploration and development programs are successful, additional funds may be required, and the company may not have sufficient funds to conduct the exploration required. The primary source of future funds available to the company is through the sale of additional equity capital, which may dilute the interests of existing shareholders.

(c) Basis of consolidation

These consolidated financial statements include the accounts of the company and its wholly-owned subsidiary 2411181 Manitoba Ltd. All significant inter-company transactions have been eliminated.

Variable interest entities ("VIE's"), which include, but are not limited to, special purpose entities, trusts, partnerships, and other legal structures are entities in which equity investors do not have the characteristics of a "controlling financial interest" or there is not sufficient equity at risk for the entity to finance its activities without additional subordinated financial support. VIE's are subject to consolidation by the primary beneficiary who will absorb the majority of the entities' expected losses and/or expected residual returns. The company does not have any entities that qualify for treatment under this guidance.

(d) Inventory

Inventory is valued at the lower of cost and net realizable value. The cost of inventory is assigned using the first-in, first-out costing formula. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of selling. In the current period, the company recognized $35,308 of inventory as an expense (2011 - $18,326) and no inventory has been valued at net realizable value.

(e) **Property and equipment**

Recognition and measurement

Equipment is recorded at historical cost less accumulated depreciation and impairment losses. Residual values, depreciation methods and useful economic lives are reviewed and adjusted as necessary at the end of the reporting period.

Cost includes expenditures that are directly attributable to the acquisition of the asset. When components of equipment have different useful lives, they are accounted for as a separate item of equipment.

Petroleum and natural gas properties represent the cost of developing the commercial reserves and bringing them into production. These assets include the exploration and evaluation costs that are reclassified to property and equipment in accordance with the accounting policy for exploration and evaluation assets as described in Note 2(f).

Subsequent costs

The cost of replacing a component of an item of equipment is recognized in the carrying amount of the item if it is probable that the future economic benefit embodied within the component will flow to the company, and its costs can be reliably measured. The carrying amount of the replaced component is derecognized. The costs of servicing equipment are recognized in profit or loss as incurred.

Depletion and depreciation

Equipment is depreciated based on the cost of an asset less its residual value. Depreciation methods and rates are applied consistently within each asset except where significant individual assets have been identified which have different depreciation patterns. Depreciation is recognized in profit or loss. The following rates and method are used:

	Rate	Method
Exploration and evaluation equipment	20%	Declining balance
Vehicles	30%	Declining balance
Petroleum and natural gas properties	-	Unit of production

In the year of acquisition, depreciation is provided at one-half the declining balance rate. Depreciation methods and useful lives are reviewed at each reporting date and adjusted as required.

An item of equipment is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the statements of income or loss.

Petroleum and natural gas properties are depleted using the unit of production method based on the ratio of production in the year to the related proven and probable reserves, taking into account estimated future development costs necessary to bring those reserves into production.

(f) Exploration and evaluation expenditures

Costs incurred prior to obtaining the legal right to undertake exploration and evaluation activities on a project are expensed as incurred.

Capitalized costs

Exploration and evaluation expenditures, which include petroleum and natural gas properties and mineral exploration properties, are defined as costs incurred after having obtained the legal right to explore the property and before the technical and commercial viability of extracting resources are demonstrated.

The company follows the full cost method whereby all costs associated with the acquisition, exploration and development of reserves are capitalized in cost centers from the time the company obtains legal right to undertake exploration and evaluation activities on a project. Such costs include land and lease acquisitions, geological and geophysical expenditures, drilling of productive and non-productive wells, production and gathering equipment and facilities, carrying costs directly related to unproven properties, and corporate costs directly related to the acquisition. These expenditures are capitalized when the company expects that future economic benefits will flow to the company and when the amounts can be reliably measured. For properties which do not yet have proven reserves, the amounts shown represent costs to date and are not intended to represent present or future values. The recoverability of the costs is dependent upon the discovery of economically recoverable reserves, confirmation of the company's interests in the underlying claims, the ability to obtain necessary financing to complete development and the development of future profitable production from the properties or realization of sufficient proceeds from the disposition of the properties.

If technical feasibility and commercial viability have been established, the carrying amount of the related exploration and evaluation asset is tested for impairment as discussed below. The carrying value, net of any impairment loss, is then reclassified to property and equipment as mineral exploration properties or petroleum and natural gas properties. If the company decides not to continue the exploration and evaluation activity, then the accumulated costs are expensed as impairment in the period in which the event occurs

Impairment test

Exploration and evaluation assets are reviewed for impairment only when facts and circumstances suggest that the carrying amount may exceed the recoverable amount or when technical feasibility and commercial viability have been established. The recoverable amount of an asset or cash-generating unit is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive income.

When an impairment loss subsequently reverses, excluding impairment losses for exploration and evaluation assets reclassified to property and equipment as petroleum and natural gas properties, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or cash-generating unit in prior years.

(g) Borrowing costs

The company capitalizes borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset when it is probable that these costs will result in future economic benefits and when they can be reliably measured. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are expensed as incurred.

(h) Provisions

General

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. The expense relating to any provision is presented in profit or loss net of any reimbursement.

Decommissioning obligations

The company recognizes the fair value of a liability for decommissioning obligations in the period in which the company is legally or constructively required to remediate, if a reasonable estimate of fair value can be made, based on an estimated future cash settlement of the decommissioning obligation, discounted at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. The decommissioning obligation is capitalized as part of the carrying amount of the associated long-lived asset and a liability is recorded. The decommissioning obligation is amortized on the same basis as the related asset. The liability is adjusted for the accretion of the discounted obligation and any changes in the amount or timing of the underlying future cash flows. Significant judgments and estimates are involved in forming expectations of the amounts and timing of decommissioning obligation cash flows. The company has assessed each of its exploration and evaluation assets and determined that a decommissioning obligation exists at year end in the amount of $6,269 (2011 - $Nil).

(i) Jointly controlled operations

A portion of the company's exploration activities is conducted jointly with others wherein the company enters into agreements that provide for specified percentage interest in petroleum and natural gas properties and exploration and evaluation assets. The company accounts for its investment in joint ventures using the proportionate consolidation method

(j) Loss per share

Diluted loss per share is calculated using the treasury stock method which assumes all common share equivalents, such as options and warrants had been exercised at the beginning of the reporting period of issue and that the funds obtained therefrom were used to purchase common shares of the company at the estimated average trading price of the common shares during the year.

(k) Revenue recognition

Revenue from sales of precious metals and petroleum and natural gas is recognized when the significant risks and rewards of ownership are transferred to the buyer, which is when legal title passes to the buyer and when collection is reasonably assured. This is generally at the time product enters the pipeline or is delivered to the refinery.

Revenue from the sale of industrial minerals is recognized when goods are shipped and when collection is reasonably assured.

Interest income is recognized as accrued.

(l) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that the tax relates to items recognized directly in equity or in other comprehensive income.

(i) Current income tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustments to tax payable in respect of previous years.

(ii) Deferred income tax

Deferred tax is recognized in respect of temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax is measured at the enacted or substantially enacted tax rates expected to be recovered or settled .The effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period that includes the date of enactment or substantive enactment.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(m) Share-based payments

The company has implemented a stock option plan to allow the company to grant options to directors, officers, employees and service providers. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors and officers of the company. The maximum number of common shares which may be issued pursuant to those granted under the stock option plan are limited to 1,892,000 common shares at a price determined by the Board of Directors. In addition, the number of options issued to any one individual may not exceed 5% of the issued common shares on a yearly basis. For any person providing ongoing services or employed in investor relations activities, the number of options granted may not exceed 2% of the issued common shares on a yearly basis.

The company uses the fair value-based approach to account for share-based payments under their stock option plan. Compensation expense is recognized for these stock options over their vesting period based on their estimated fair values on the date of grant as determined by the Black-Scholes option-pricing model. The fair value of the options is adjusted by the estimate of the number of options that are expected to vest as a result of non-market conditions. At each balance sheet date, the company revises its estimate of the number of options that are expected to vest.

The fair values of the options issued, if any, are credited to share-based payments reserve in the period they vest. Upon exercise of the share purchase options, consideration paid together with the amount previously recognized in share-based payments reserve is recorded as an increase in share capital. Charges to share purchase options that are forfeited before vesting are reversed from share-based payments reserve. For those share purchase options that expire or are forfeited after vesting, the amount previously recorded in share-based payments reserve is transferred to retained earnings or deficit.

Share-based payments granted to non-employees are measured at the fair value of the goods or services received. In the event the company cannot reasonably estimate the fair value of goods or services received, the transaction is recorded at the estimated value of the share-based payment.

(n) Financial instruments

(i) Non-derivative financial assets

Financial assets are classified into the following categories: financial assets at fair value through profit or loss ("FVTPL"), held-to-maturity, available-for-sale financial assets and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All financial assets are recognized on the trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the time frame established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as FVTPL which are initially measured at fair value.

Financial assets at fair value through profit or loss

A financial asset is classified at fair value through profit or loss if it is considered to be held-for-trading or is designated as such upon initial recognition. Financial assets are designated at fair value through profit or loss if the company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the company's risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in profit or loss as incurred. Financial assets at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss.

Held-to-maturity

A financial asset is classified as held-to-maturity if the asset has fixed or determinable payments and fixed maturities that the company's management has the intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. Any changes to the carrying amount of the asset, including impairment losses, are recognized in other comprehensive income.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale and that are not classified as loans and receivables, held-to-maturity or financial assets at fair value through profit or loss. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses, are recognized in other comprehensive income and presented within equity in the fair value reserve. Equity instruments that do not have an active market are recorded at cost. When an investment is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

De-recognition of financial assets

The company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

(ii) Non-derivative financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

Financial liabilities at fair value through profit or loss

A financial liability is classified at fair value through profit or loss if it is considered to be held-for-trading or is designated as such upon initial recognition. Upon initial recognition, attributable transaction costs are recognized in profit or loss as incurred. Financial liabilities at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss.

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortized cost using the effective interest method, with interest recognized on an effective yield basis.

De-recognition of financial liabilities

The company de-recognizes financial liabilities when the company's obligations are discharged, cancelled or they expire.

(iii) The company's financial instruments consist of the following:

Financial instrument	Classification	Measurement
Cash and cash equivalents	FVTPL	Fair value
Trade receivables	Loans and receivables	Amortized cost
Goods and services tax recoverable	Loans and receivables	Amortized cost
Note receivable	Loans and receivables	Amortized cost
Trade payables	Other financial liabilities	Amortized cost
Other payables	Other financial liabilities	Amortized cost

(o) Impairment of long-lived assets

(i) Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flow.

Financial assets measured at amortized cost

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Financial assets carried at cost

An impairment loss of a financial asset carried at cost, where its fair value cannot be reliably measured, is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the current market rate of similar financial assets. Such impairment losses are not reversed.

Available-for-sale financial assets

An impairment loss of an available-for-sale investment security is recognized by transferring the cumulative loss that has been recognized in other comprehensive income, and presented in the fair value reserve in equity, to profit or loss. The cumulative loss that is removed from other comprehensive income and recognized in profit or loss is the difference between acquisition cost, net of any principal repayment and amortization, and the current fair value, less any impairment loss previously recognized in profit or loss.

If, in a subsequent period, the fair value of an impaired available-for-sale debt security increases, the impairment loss is reversed, with the amount of the reversal recognized in profit or loss. If, however, the fair value of an impaired available-for-sale equity security increases, the amount of reversal is recognized in other comprehensive income.

(ii) Non-financial assets

At each reporting date, the company reviews the carrying amounts of its tangible and intangible assets, other than exploration and evaluation assets, to determine whether there is an indication that those assets have been impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash generating unit to which the assets belong.

The recoverable amount of an asset or cash-generating unit is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive income.

When an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or cash-generating unit in prior years.

(p) Use of estimates and judgments

The preparation of financial statements requires management to make accounting estimates and assumptions requiring judgment in applying the company's accounting policies. These estimates and assumptions may affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant areas requiring the use of management estimates are as follows:

Depletion and valuation of property and equipment

The amounts recorded for depletion of petroleum and natural gas properties and the valuation of petroleum and natural gas properties are based on estimates. These estimates include proven and probable reserves, future production rates, future petroleum and natural gas prices, remaining lives and period of future benefits of the related assets and other relevant assumptions.

The company's reserve estimates are evaluated annually. Assumptions that are valid at the time of reserve estimation may change significantly when new information becomes available. Changes in forward price estimates, production costs, future development costs or recovery rates may change the economic status of reserves and may ultimately result in reserves being restated. Changes in reserve estimates impact the financial results of the company as reserves and estimated future development costs are used to calculate depletion and are also used in impairment calculations.

The determination of cash-generating units, used in impairment tests, requires judgement in defining the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Cash-generating units are determined by similar geological structure, shared infrastructure, geographical proximity, commodity type, similar exposure to market risks and materiality.

The discount rate used to calculate the net present value of cash flows for impairment testing is based on estimates of market conditions, recent asset sales and an approximate industry peer group weighted average cost of capital. Changes in the general economic environment could result in significant changes to this estimate.

Valuation of exploration and evaluation assets

The value of exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves which in turn is dependent on future petroleum and natural gas prices, future capital expenditures and environmental and regulatory restrictions.

The decision to transfer assets from exploration and evaluation assets to property and equipment is based on estimated proved and probable reserves which are in part used to determine a project's technical feasibility and commercial viability.

Income taxes

The amounts recorded for deferred income taxes are based on estimates as to the timing of the reversal of temporary differences and tax rates currently substantively enacted. They are also based on estimates of the probability of the company utilizing certain tax pools and assets which, in turn, is dependent on estimates of proved and probable reserves, production rates, future petroleum and natural gas prices and changes in legislation, tax rates and interpretations by taxation authorities. The availability of tax pools is subject to audit and interpretation by taxation authorities. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as the amounts recognized in profit or loss in the period in which the change occurs.

Share based payments

The amounts recorded relating to the fair value of stock options and warrants issued are based on estimates of the future volatility of the company's share price, market price of the company's shares at grant date, expected lives of the options, expected forfeiture rate, expected dividends and other relevant assumptions.

FUTURE CHANGES in ACCOUNTING POLICIES as per recent accounting announcements

Standards issued but not yet effective up to the date of issuance of the company's financial statements are listed below. This listing is of the standards and interpretations issued, which the company reasonably expects to be applicable at a future date. The company intends to adopt those standards when they become effective. The company does not expect the impact of such changes on the financial statements to be material.

IFRS 9 *Financial Instruments: Classification and measurement*

IFRS 9, as issued, reflects the first phase of the International Accounting Standards Board's ("IASB's") work on the replacement of IAS 39 and applies to classification and measurement of financial assets as defined in IAS 39. The standard is effective for annual periods beginning on or after January 1st, 2015. In subsequent phases, the IASB will address classification and measurement of financial liabilities, hedge accounting and de-recognition. The adoption of the first phase of IFRS 9 may have an effect on the classification and measurement of the company's financial assets.

IFRS 10 *Consolidated Financial Statements*

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. IFRS 10 replaces SIC-12 Consolidation - *Special Purpose Entities* and parts of IAS 27 *Consolidated and Separate Financial Statements*. The standard is effective for annual periods beginning on or after January 1st, 2013.

IFRS 11 *Joint Arrangements*

IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. IFRS 11 supersedes IAS 31 *Interests in Joint Ventures* and SIC-13 *Jointly Controlled Entities - Non-Monetary Contributions by Venturers*. The standard is effective for annual periods beginning on or after January 1st, 2013.

IFRS 12 *Disclosure of Interests in Other Entities*

IFRS 12 applies to entities that have an interest in a subsidiary, a joint arrangement, an associate or an unconsolidated structured entity. This standard is effective for annual period beginning on or after January 1st, 2013.

IFRS 13 *Fair Value Measurements*

IFRS 13 defines fair value, sets out in a single IFRS framework for measuring value and requires disclosure about fair value measurements. IFRS 13 applies to IFRSs that require or permit fair value measurements or disclosures about fair value measurement, except in specified circumstances. The standard is effective for annual periods beginning on or after January 1st, 2013.

IAS 1 *Presentation of Financial Statements* (Amended)

The amendments retain the option to present profit or loss and other comprehensive income either in one continuous statement or in two separate but consecutive statements. Items of other comprehensive income are required to be grouped into those that will and will not be subsequently classified to profit or loss. Tax on items of other comprehensive income is required to be allocated on the same basis. The measurement and recognition of items of profit or loss and other comprehensive income are not affected by the amendments. The amendment is effective for annual periods beginning on or after July 1st, 2012.

IAS 19 *Employee Benefits* (Amended)

The amendments require the recognition of changes in the defined benefit obligation and in plan assets when those changes occur, eliminating the corridor approach and accelerating the recognition of past service costs. The amendment is effective for annual periods beginning on or after January 1st, 2013.

IAS 27 *Separate Financial Statements* (Amended)

IAS 27 was re-issued by the IASB on May 12th, 2011 in order to conform to changes as a result of the issuance of IFRS 10, IFRS 11, and IFRS 12. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements as the consolidation guidance will now be included in IFRS 10. The amendment is effective for annual periods beginning on or after January 1st, 2013.

IAS 28 *Investment in Associates and Joint Ventures* (Amended)

IAS 28 was re-issued by the IASB on May 12th, 2011 in order to conform to changes as a result of the issuance of IFRS 10, IFRS 11, and IFRS 12. IAS 28 continues to prescribe the accounting for investments in associates, but is now the only source of guidance describing the application of the equity method. The amended IAS 28 will be applied by all entities that are investors with joint control of, or significant influence over, an investee. The amendment is effective for annual periods beginning on or after January 1st, 2013.

Risks and Uncertainties

Oil and gas exploration and mineral exploration are speculative ventures. There is no certainty that expenditures on exploration and development will result in the discovery of an economic hydrocarbon reserve. At the present time, the Company holds interests in small number of producing oil wells. The Company's viability and potential success lie in its ability to develop, exploit and generate revenue out of its resource properties. Revenues, profitability and cash flow from any future resource operations involving the Company will be influenced by oil, gas and /or metal prices and by the relationship of such prices to production costs. Such prices have fluctuated widely and are affected by numerous factors beyond the Company's control.

The Company has limited financial resources and there is no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under applicable agreements. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interests of the Company with the possible dilution or loss of such interests.

BDR is very dependent upon the personal efforts and commitment of its existing management who are not full-time employees of the Company. To the extent that management's services would be unavailable for any reason, the Company's operations could be disrupted. The Company is also reliant upon the services of outside consultants.

Financial Instruments and Risk Management

In the normal course of operations the company is exposed to various financial risks. Management's close involvement in the operations allows for the identification of risks and variances from expectations. The company does not meaningfully participate in the use of financial instruments to control these risks. The company has no designated hedging transactions. The financial risks and management's risk management objectives and policies are as follows:

> In regard to currency risk, the Company does not hold any assets or liabilities demanded in a foreign currency.
>
> In regard to interest rate risk the company is not exposed to any meaningful interest rate risk due to the short term nature of its interest generating assets.
>
> In regard to other price risk the company is exposed to price risk with respect to commodity prices. The company monitors commodity prices of oil and gas in order to manage its exposure to these risks. An annual average change of 1% in crude oil prices would affect the reported net income by $1,416. Additionally, the company also monitors precious metals prices and the stock market to determine the timing, nature and extent of any planned equity transactions.
>
> In regard to credit risk the company is exposed to credit risk on cash, trade receivables and other receivables. Cash is held with a reputable Canadian bank and the company's other receivables are from Canadian government entities, from which management believes the risk of loss to be remote. The

company does not have any derivatives or similar instruments that mitigate the maximum exposure to credit risk.

The carrying amount of financial assets recorded in the financial statements in the amount of $412,870 represents the maximum exposure to credit risk at the reporting date.

In regard to liquidity risk management monitors the company's liquidity by assessing forecast and actual cash flows and by maintaining adequate cash on hand. It is management's opinion that it is unlikely that the company will encounter difficulty in raising funds to meet commitments associated with financial instruments. As at July 31, 2012 the company has working capital in the amount of $377,327.

The Company has cash and cash equivalents subject to interest rate risk of approximately $316, 192. In regard to sensitivity analysis, a 1% change in the primary interest rate would affect the reported net income, on an annualized basis, by $3,162.

Capital Management

The Company considers its capital structure to consist of share capital, stock options and warrants. When managing capital, the company's objective is to ensure that it will have sufficient financial capacity to fund its current obligations and pursue exploration opportunities as they arise as well as maintain optimal returns to shareholders and benefits for other stakeholders. Management regularly monitors its available working capital and as necessary, adjusts to changing economic circumstances in order to support the acquisition, exploration and development of resource properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the company's management to sustain future development of the business. As at July 31, 2012 the company had managed capital (being total shareholder's equity) of $847,894 (July 31, 2011 - $877,562).

The properties in which the company currently has an interest are in the exploration stage. As such the company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the company will spend its existing working capital and raise additional amounts as needed. The company will continue to assess new properties and seek to acquire an interest in additional properties it if feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the company, is reasonable.

There were no changes in the Company's approach to capital management during the three months ended July 31, 2012. The company is not subject to externally imposed capital requirements.

Disclosure and Internal Financial Controls

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the unaudited interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited interim financial statements and that (ii) the unaudited interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited interim financial statements.

In contrast to the certificate required under Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (MI 52-109), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in MI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The Company’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in MI 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.

Forward Looking Statements

This MD&A includes certain "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Company's businesses, operations, plans and other such matters are forward-looking statements. When used in this MD&A, the words "estimate", "plan", "anticipate", "expect", ‘‘intend’’, "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks related to joint venture operations, actual results of current exploration activities, changes in project parameters as plans continue to be refined, unavailability of financing, fluctuations in precious and/or base metals prices and other factors. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended.

There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.