TOWER ENERGY LTD.

INDEX TO THE FINANCIAL STATEMENTS APRIL 30, 2011

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TOWER ENERGY LTD. BALANCE SHEETS APRIL 30, 2011 AND OCTOBER 31, 2010

	April 30, 2011		Octob	er 31, 2010
ASSETS				
CURRENT				
Cash	\$	2,243,990	\$	1,161,864
Accounts receivable		20		-
Promissory note receivable (Note 2)		29,079		27,706
Harmonized sales tax recoverable		6,541		5,200
		2,279,630		1,194,770
Equipment (Note 3)		4,068		2,964
Oil and gas properties (Note 4)		1		1
	\$	2,283,699	\$	1,197,735
LIABILITIES AND SHAREHOLDERS' EQUITY		,		
CURRENT				
Accounts payable and accrued liabilities	\$	31,443	\$	47,781
Due to related parties (Note 5)		12,170		6,454
Asset retirement obligations		13,000		13,000
		56,613		67,235
SHAREHOLDERS' EQUITY				
SHARE CAPITAL (Note 6)		9,257,642		7,332,642
SHARES SUBSCRIBED		-		710,000
CONTRIBUTED SURPLUS (Note 6)		417,833		373,249
DEFICIT		(7,448,389)		(7,285,391)
ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)		-		
_		2,227,086		1,130,500
	\$	2,283,699	\$	1,197,735

NATURE OF BUSINESS AND CONTINUED OPERATION (Note 1) SUBSEQUENT EVENT (Note 9)

Approved on behalf of the Board:

<u>Mark Vanry"</u> <u>"Steve Vanry"</u> *Mark Vanry, Director* <u>Steve Vanry, Director</u>

TOWER ENERGY LTD. STATEMENTS OF OPERATIONS AND DEFICIT FOR THE THREE AND SIX MONTHS ENDED APRIL 30, 2011 AND 2010

	Three months ended			Six month	onths ended				
	Aj	oril 30, 2011	Ap	ril 30, 2010	Ap	oril 30, 2011	Ap	ril 30, 2010	
GENERAL AND ADMINISTRATIVE EXPENSES									
Accounting and audit	\$	8,636	\$	13,830		15,815		20,351	
Consulting		7,050		-		13,050		-	
Amortization		-		8,725		-		13,725	
Filing fees		8,628		7,720		11,991		8,479	
Legal fees		5,301		5,149		18,684		5,149	
Management fees		-		9,000		-		18,000	
Management fees - stock-based		20,146		858		44,584		858	
Parking		2,025		688		3,768		1,096	
Office and miscellaneous		7,507		4,779		18,714		9,158	
Property examination costs		11,531		-		17,781		4,528	
Telephone		2,349		1,938		3,748		2,980	
Transfer agent		1,925		2,398		6,318		3,760	
Travel and promotion		1,184		10		11,271		10	
LOSS BEFORE OTHER ITEMS		76,282		55,094		165,724		88,094	
OTHER ITEMS									
OTHER ITEMS		7		(104)		50		(217)	
Net oil and gas loss (revenue)		7		(194)		52		(317)	
loss (gain) on disposal of equipment		-		((10)		(2.779)		238	
Interest income (note 2)		(676)		(610)		(2,778)		(1,240)	
		(669)		(804)		(2,726)		(1,319)	
LOSS (INCOME) BEFORE INCOME									
TAXES		75,613		54,290		162,998		86,775	
				•		•		•	
NET LOSS (INCOME) FOR THE		75.612		54.200		1.62.000		06.775	
PERIOD		75,613		54,290		162,998		86,775	
DEFICIT – BEGINNING OF PERIOD		7,372,776		5,998,901		7,285,391		5,966,416	
DEFICIT – END OF PERIOD	\$	7,448,389	\$	6,053,191	\$	7,448,389	\$	6,053,191	
								-	
BASIC AND FULLY DILUTED LOSS									
PER SHARE	\$	0.00	\$	0.00	\$	0.00	\$	0.00	
WEIGHTED AVERAGE BASIC AND DILUTED SHARES OUTSTANDING		86,646,638		51 772 725		88,309,189		51 772 725	
DILUTED SHAKES OUTSTANDING		00,040,038		51,772,725		00,309,189		51,772,725	

TOWER ENERGY LTD. STATEMENTS OF COMPREHENSIVE INCOME (LOSS) FOR THE THREE AND SIX MONTHS ENDED APRIL 30, 2011 AND 2010

	onths ended 1 30, 2011	Six months ended April 30, 2010		
Net income (loss)	\$ (162,998)	\$	(86,775)	
Unrealized gain (loss) on CPH Shares	-		71,300	
Other comprehensive income (loss)	-		71,300	
Comprehensive income (loss)	\$ (162,998)	\$	(15,475)	

TOWER ENERGY LTD. STATEMENTS OF CASH FLOWS FOR THE THREE AND SIX MONTHS ENDED APRIL 30, 2011 AND 2010

April 30, 2011 April 30, 2010 April 30, 2011 April 30, 2010		Three months ended				Six months ended			
OPERATING ACTIVITIES		Ap	ril 30, 2011	Apı	ril 30, 2010	Ap	ril 30, 2011	Apr	ril 30, 2010
Income (loss) for the period Adjustments for items not affecting eash: Stock-based compensation	CASH PROVIDED BY (USED FOR):								
Income (loss) for the period Adjustments for items not affecting eash: Stock-based compensation	OPERATING ACTIVITIES								
Adjustments for items not affecting cash: Stock-based compensation Loss on disposal of equipment Accrued interest (676) (610) (1.374) (1.239) Net changes in non-cash working capital items: Harrnonized sales tax recoverable Prepaid expenses 612 1,989 - 836 Accounts payable and accrued liabilities (20) (88) (20) 144 Net cash provided by (used in) operating activities FINANCING ACTIVITIES Issuance of share capital for cash Related party advances (net of repayments) 9,107 5,852 5,716 7,998 Net cash provided by (used in) investing activities Note receivable Net cash provided by (used in) investing activities Note receivable Net cash provided by (used in) investing activities Note receivable Net cash provided by (used in) investing activities Note receivable Net cash provided by (used in) investing activities Note receivable Note rece		¢	(75.612)	¢	(54.200)		(162 008)		(86 775)
Stock-based compensation Loss on disposal of equipment	`	Ф	(73,013)	Ф	(34,290)		(102,998)		(80,773)
Loss on disposal of equipment Accrued interest	•		20 146		850		44 584		858
Accrued interest (676) (610) (1,374) (1,239)	-		20,140		-				
Net changes in non-cash working capital items:			(676)		(610)		(1 374)		
Net changes in non-cash working capital items: Harrnonized sales tax recoverable 2,338 (253) (1,340) (1,411) Prepaid expenses 612 1,989 - 836 Accounts payable and accrued liabilities (9,415) (6,055) (16,338) (10,008) Accounts receivable (20) (88) (20) 144 Net cash provided by (used in) operating activities (62,628) (58,449) (137,486) (97,357) FINANCING ACTIVITIES Issuance of share capital for cash 15,000 - 1,215,000 488,053 Related party advances (net of repayments) 9,107 5,852 5,716 7,998 Net cash provided by (used in) financing activities 24,107 5,852 1,220,716 496,051 INVESTING ACTIVITIES Note receivable Net cash provided by (used in) investing activities Net cash provided by (used in) investing activities 2,243,990 413,266 52,243,990 5 413,266 SUPPLEMENTAL CASH FLOW INFORMATION: Cash paid for interest \$ - \$ - \$ - \$ - \$ - \$ Cash paid for interest \$ - \$ - \$ - \$ - \$ - \$							• • • • • • • • • • • • • • • • • • • •		
Harmonized sales tax recoverable Prepaid expenses 612 1,989 - 836 Accounts payable and accrued liabilities (9,415) (6,055) (16,338) (10,008) Accounts receivable (20) (88) (20) 144 Net cash provided by (used in) operating activities (62,628) (58,449) (137,486) (97,357) FINANCING ACTIVITIES Issuance of share capital for cash 15,000 - 1,215,000 488,053 Related party advances (net of repayments) 9,107 5,852 5,716 7,998 Net cash provided by (used in) financing activities 24,107 5,852 1,220,716 496,051 INVESTING ACTIVITIES Note receivable Net cash provided by (used in) investing activities	Net changes in non-cash working capital		(30,113)		(31,011)		(11),700)		(00,717)
Prepaid expenses									
Accounts payable and accrued liabilities							(1,340)		
Accounts receivable (20) (88) (20) 144							- (1 (220)		
Net cash provided by (used in) operating activities (62,628) (58,449) (137,486) (97,357)									
Related party advances (net of repayments) 15,000 - 1,215,000 488,053	Accounts receivable		(20)		(88)		(20)		144
Related party advances (net of repayments) 15,000 - 1,215,000 488,053	Net cash provided by (used in) operating								
Issuance of share capital for cash 15,000 - 1,215,000 488,053 Related party advances (net of repayments) 9,107 5,852 5,716 7,998			(62,628)		(58,449)		(137,486)		(97,357)
Issuance of share capital for cash 15,000 - 1,215,000 488,053 Related party advances (net of repayments) 9,107 5,852 5,716 7,998									
Related party advances (net of repayments) 9,107 5,852 5,716 7,998 Net cash provided by (used in) financing activities 24,107 5,852 1,220,716 496,051 INVESTING ACTIVITIES Note receivable			4.5.000						400.050
Net cash provided by (used in) financing activities 24,107 5,852 1,220,716 496,051	<u> •</u>				-				
Activities 24,107 5,852 1,220,716 496,051	Related party advances (net of repayments)		9,107		5,852		5,716		7,998
Activities 24,107 5,852 1,220,716 496,051	Net cash provided by (used in) financing								
Note receivable _			24,107		5,852		1,220,716		496,051
Note receivable _									
Net cash provided by (used in) investing activities -									
CASH - END OF PERIOD \$ 2,243,990 \$ 413,266 \$ 2,243,990 \$ 413,266	Note receivable		-				-		-
CASH - END OF PERIOD \$ 2,243,990 \$ 413,266 \$ 2,243,990 \$ 413,266	Not each manifed by (read in) imposting								
NET INCREASE (DECREASE) IN CASH (39,625) (52,597) 1,082,126 398,694 CASH – BEGINNING OF PERIOD 2,283,615 465,863 1,161,864 14,572 CASH – END OF PERIOD 2,243,990 413,266 2,243,990 413,266 SUPPLEMENTAL CASH FLOW INFORMATION: Cash paid for interest - <t< td=""><td></td><td></td><td>_</td><td></td><td>_</td><td></td><td>_</td><td></td><td>_</td></t<>			_		_		_		_
CASH (39,625) (52,597) 1,082,126 398,694 CASH – BEGINNING OF PERIOD 2,283,615 465,863 \$ 1,161,864 14,572 CASH – END OF PERIOD \$ 2,243,990 \$ 413,266 \$ 2,243,990 \$ 413,266 SUPPLEMENTAL CASH FLOW INFORMATION: Cash paid for interest \$ - \$ - \$ - \$ - \$ - \$ -	detivities								
CASH – BEGINNING OF PERIOD 2,283,615 465,863 \$ 1,161,864 14,572 CASH – END OF PERIOD \$ 2,243,990 \$ 413,266 \$ 2,243,990 \$ 413,266 SUPPLEMENTAL CASH FLOW INFORMATION: Cash paid for interest \$ - <									
CASH - END OF PERIOD \$ 2,243,990 \$ 413,266 \$ 2,243,990 \$ 413,266 SUPPLEMENTAL CASH FLOW INFORMATION: Cash paid for interest \$ - \$ - \$ - \$ - \$ -	CASH		(39,625)		(52,597)		1,082,126		398,694
SUPPLEMENTAL CASH FLOW INFORMATION: Cash paid for interest \$ - \$ - \$ -	CASH – BEGINNING OF PERIOD		2,283,615		465,863	\$	1,161,864		14,572
SUPPLEMENTAL CASH FLOW INFORMATION: Cash paid for interest \$ - \$ - \$ -	CASH – END OF PERIOD	\$	2,243,990	\$	413,266	\$	2,243,990	\$	413,266
INFORMATION: Cash paid for interest \$ - \$ - \$ -	SUPPLEMENTAL CASH FLOW								,
Cash paid for income taxes	Cash paid for interest	\$		\$		\$		\$	_
	Cash paid for income taxes				<u> </u>				

TOWER ENERGY LTD.

SCHEDULES OF DEFERRED EXPLORATION AND DEVELOPMENT COSTS OIL AND GAS PROPERTIES FOR THE SIX MONTHS ENDED APRIL 30, 2011 AND THE YEAR ENDED OCTOBER 31, 2010

Sarcee Well	Six months of April 30,		Year ended er 31, 2010
Miscellaneous	\$		\$ 3,571
Total costs incurred during the period		-	3,571
Balance, beginning of period		-	883,552
		-	887,123
Write-off of capitalized costs		-	(887,123)
Balance, end of period	\$	-	\$ -

1. NATURE OF BUSINESS AND CONTINUED OPERATIONS

Tower Energy Ltd. ("the Company") is incorporated under the laws of British Columbia, Canada and is primarily engaged in the acquisition, exploration and development of oil and gas properties located in Canada.

The Company's financial statements have been prepared in accordance with Canadian generally accepted accounting principles with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The operations of the Company are primarily funded by the issue of share capital and by loans from related parties. The continued operations of the Company are dependent on its ability to receive continued support from related parties, complete sufficient public equity financing or generate profitable operations in the future. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

The Company had the following deficits and working capital as at the following dates:

	Ap	ril 30, 2011	Octob	er 31, 2010
Deficit	\$	(7,448,389)	\$	(7,285,391)
Working capital	\$	2,236,017	\$	1,140,535

2. PROMISSORY NOTE RECEIVABLE

On October 1, 2009 the Company lent \$25,000 to a holding company in exchange for a \$25,000 unsecured promissory note payable on demand. The promissory note pays interest at ten percent per annum. The President of the holding company was related by common directorships in another public company to a former director of the Company. The Company recorded interest receivable of \$2,500 in the year ended October 31, 2010 and \$676 and \$1,374 in the three and six months ended April 30, 2011.

3. EQUIPMENT

	Cost	Accumulated Amortization		-	30, 2011 ook Value
Computer hardware	\$ 5,056	\$	988	\$	4,068
	Cost		Accumulated Amortization		er 31, 2010 ook Value
Computer hardware	\$ 3,952	\$	988	\$	2,964

3. EQUIPMENT (cont'd)

On January 31, 2010 the Company wrote off computer equipment that originally cost \$7,437. On October 31, 2010 the Company purchased computer equipment for \$3,952. On April 30, 2011 the Company purchased computer equipment for \$1,104.

4. OIL & GAS PROPERTIES

			Aj	pril 30, 2011				
				Wr	te-off of Capit	alized		
	Acquisition Costs		Deferred	Costs	Costs		Tota	.1
Poplar Winstar Strachan	\$	1	\$	-	\$	-	\$	1
Sarcee 12-13-23-4W5M well		-		-		-		-
	\$	1	\$	-	\$	-	\$	1

		October 31, 2010						
				Wr	te-off of	Capitalized		
	Acquisition	Costs	Deferr	ed Costs	Cos	ts	Total	
Poplar Winstar Strachan	\$	1	\$	-	\$	-	\$	1
Sarcee 12-13-23-4W5M well		10,000		887,123		(897,123)		-
	\$	10,001	\$	887,123	\$	(897,123)	\$	1

SARCEE 12-13-23-4W5M WELL- DEEP FOOTHILLS TEST WELL AND SURROUNDING LANDS

On June 13, 2005 the Company entered into an agreement with CPH for a 10% participating interest in the drilling of a well located at 12-13-23-4 W5M (the "Mississippian Test Well") on the Tsui T'ina First Nations land immediately west of Calgary. The Company paid \$534,283 - 10% of the total well anticipated costs, to earn a 5% working interest in this well and 2,560 surrounding acres ("The Mississippian Block"). The Company paid an additional \$340,112, \$5,270, \$926, \$2961 and \$3,571 in well costs in the years ended October 31, 2006 through 2010 respectively. In addition the Company has accrued \$3,750; \$6,250; and \$nil in asset retirement obligations in the years ended October 31, 2006; 2007; and 2008 respectively.

No depletion was calculated in the years as the property was in the preproduction stage.

During the year ended October 31, 2010 management of the Company resolved to relinquish its interest in the property and write off the entire capitalized cost of \$897,123.

POPLAR WINSTAR STRACHAN

4. OIL & GAS PROPERTIES (cont'd)

On December 4, 2006 the Company entered into an agreement with Poplar Point Energy Ltd. ("Poplar"), to participate in a Participation Agreement between Poplar and Winstar Resources Ltd. ("Winstar"), dated October 20, 2006 wherein Poplar agreed to participate in the Winstar Strachan 8-10-38-10 W5M well in the West Central area of Alberta. Tower paid \$300,000 of the drilling, completion and tie in costs of the well to earn an equalization interest of 1.2366423 %. In addition, the Company has accrued \$3,000 in asset retirement obligations in the year ended October 31, 2008.

During the year ended October 31, 2009 management of the Company resolved to write down the value of the property to the estimated recoverable amount of \$1.

Asset retirement obligations have been recorded based on the Company's proportionate share of obligations estimated by the operators of the properties. The estimated values of the obligations have not been discounted as they are immaterial and an estimate of the timing of the future cash flows is not determinable. The carrying cost has been written off.

5. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the three and six months ended April 30, 2011:

- a) Management fees totaling \$nil were paid or accrued to a company controlled by a former director of the Company (2010 \$9,000 and \$18,000).
- b) Consulting fees totaling \$nil and \$4,000 were paid or accrued to a director of the Company and \$6,000 and \$8,000 to a company controlled by the director (2010 \$6,000 and \$11,000 to the director).
- c) "Office and miscellaneous" includes rent totaling \$2,250 and \$4,500, paid to a company related by common directors and officers (2010 \$3,000 and \$6,000).
- d) The Company incurred out-of-pocket expenses of \$3,968 and repaid net \$1,861 to a director; incurred out-of-pocket expenses of \$2,510 to a company controlled by the director; incurred net \$3,214 and net \$6,030 of out-of-pocket expenses to another director; incurred net \$43 of out-of-pocket expenses to a third director.
- e) The Company incurred \$10 and repaid net \$403 in expenses to a company with a director in common.

The Company entered into the following transactions with related parties during the year ended October 31, 2010:

5. RELATED PARTY TRANSACTIONS (Cont'd)

- f) Management fees totaling \$33,000 were paid or accrued to a company controlled by a former director of the Company
- g) Consulting fees totaling \$23,000 were paid or accrued to a director of the Company
- h) Office and miscellaneous includes rent totaling \$13,600 paid to a company related by common directors and officers

The above transactions have been in the normal course of operations and, have been valued in the financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

As of April 30, 2011 the Company owed \$12,170 (October 31, 2010 - \$6,454) to the following related parties:

	April 3	0, 2011	October 31, 2010		
i. Company with a director in common for expenses	\$	10	\$	414	
ii. Company controlled by a director for expenses		2,511		-	
iii. Directors for expenses		9,434		5,824	
iv. Former director for loans		216		216	
	\$	12,170	\$	6,454	

Amounts due to related parties are unsecured, non-interest-bearing and have no specific terms of repayment; accordingly, fair market value cannot be determined.

6. SHARE CAPITAL

The authorized share capital of the Company is unlimited common shares without par value and 100,000,000 Preference Shares with a par value of \$1.00 each.

	Six month April 30		Year en October 31	
	Number of Shares	Value	Number of Shares	Value
Balance, beginning of period	51,772,725	\$ 7,332,642	26,772,725	\$ 6,844,589
Issued for cash by private placement	30,000,000	1,500,000	25,000,000	500,000
Warrants exercised Options exercised	8,200,000 150,000	410,000 15,000	-	-
Share issue costs		<u> </u>		(11,947)
Balance, end of period	90,122,725	\$ 9,257,642	51,772,725	\$ 7,332,642

6. SHARE CAPITAL (cont'd)

On November 30, 2009 the Company closed a private placement of 25,000,000 units at a price of \$0.02 per unit for gross proceeds of \$500,000. Each unit is comprised of one common share and one share purchase warrant which entitles the holder to purchase one additional common share of the Company for \$0.05 up to December 1, 2010 and for \$0.10 for four years thereafter. The Company paid share issue costs totaling \$11,917 related to this transaction.

On November 2, 2010 the Company closed a private placement of 30,000,000 units at a price of \$0.05 per unit and has received the sum of \$1,500,000 as gross proceeds of the private placement. Each unit is comprised of one common share and one share purchase warrant which entitles the holder to purchase one additional common share of the company for \$0.10 up to November 2, 2015. The shares forming part of the units or which may be purchased upon exercise of the warrants forming part of the units are subject to a hold period expiring on March 3, 2011.

On November 30, 2010 8,200,000 warrants from the earlier private placement were exercised at \$0.05 for proceeds of \$410,000.

In February 2011 50,000 options were exercised at \$0.10 for proceeds of \$5,000.

On April 21, 2011 100,000 options were exercised at \$0.10 for proceeds of \$10,000.

Stock Options

On November 19, 2010 the Company adopted a new incentive stock option plan (the "Plan"). The essential elements of the Plan provide that the aggregate number of shares of the Company's capital stock issuable pursuant to options granted under the Plan may not exceed ten percent of the issued and outstanding common shares of the Company at the time an option is granted. Options granted under the Plan will have a maximum term of ten years. The exercise price of options granted under the Plan shall be set by the Board of Directors on the effective date of the option and will not be less than the Discounted Market Price as defined by the TSX Venture Exchange. Vesting of the Options shall be at the discretion of the Board of Directors. All outstanding options granted prior to November 19, 2010 have been rolled into and deemed granted under the Plan.

On April 28, 2010 the Company granted 100,000 options to a Director, exercisable at \$0.10. The options expire on April 28, 2011. They vest in equal quarterly instalments over four quarters. The total fair value of \$6,866 was estimated using the Black-Scholes option pricing model assuming an expected life of 5 years, a risk-free interest rate of 3.00% and an expected volatility of 133%. The Company recorded a stock-based management fee of \$2,575 during the year ended October 31, 2010 being the fair value of the options vested in the period. The Company recorded a stock-based management fee of \$4,291 during the six months ended April 30, 2011 being the fair value of the options vested in the period. The options were exercised on April 21, 2011.

6. SHARE CAPITAL (cont'd)

On November 10, 2010 the Company granted 1,900,000 incentive stock options to two directors and one consultant of the Company. The options are exercisable at \$0.10 until November 10, 2013 with 12.5% vesting at the date of grant and an additional 12.5% vesting every three months thereafter. The total fair value of \$161,169 was estimated using the Black-Scholes option pricing model assuming an expected life of 3 years, a risk-free interest rate of 1.73% and an expected volatility of 164%. The Company recorded a stock-based management fee of \$20,146 and \$40,292 during the three and six months ended April 30, 2011 being the fair value of the options vested in the period. 50,000 of the options were exercised by a director in February 2011.

A summary of the status of the Company's stock option plan as of April 30, 2011 and October 31, 2010 and changes during the periods then ended is as follows:

	Thre A		Year ended October 31, 2010					
	Number of Common Shares Subject to Options	Av Exe Pri	ighted erage ercise ce per hare	Weighted Average Remaining Life in Years	Number of Common Shares Subject to Options	Av Ex Pri	righted verage ercise ce per hare	Weighted Average Remaining Life (Years)
Outstanding, beginning of year	100,000	\$	0.10	0.49	_	\$		
Granted	1,900,000	Ф	0.10	3.00	100,000	Þ	0.10	1.00
Exercised Expired/cancelled	(150,000)		0.10	-	-		-	-
Outstanding, end of year	1,850,000	\$	0.10	2.53	100,000	\$	0.10	0.49

The Company had outstanding options entitling the holder to purchase an aggregate of common shares as follows:

	Exercise Price Per Share (\$)	Expiry Date	Number of Options	April 30, 2011 Vested and Exercisable	Weighted Average Contractual Life Remaining (in Years)	Number of Options	Vested and Exercisable	Weighted Average Contractual Life Remaining (in Years)
November 10, 2011	0.10	November 10, 2013	1,850,000	475,000	2.53	-	-	-
April 28, 2010	0.10	April 28, 2011	-	-	-	100,000	75,000	0.49
	0.10		1,850,000	475,000	2.53	100,000	75,000	0.49

6. SHARE CAPITAL (cont'd)

Warrants:

A summary of the status of the Company's warrants as of April 30, 2011 and October 31, 2010 and changes during the years then ended is as follows:

	S	ix mo	nths ended	i	Year ended				
		April	30, 2011		October 31, 2010				
	Number of Common		eighted verage	Weighted Average	Number of Common	•	ghted rage	Weighted Average	
	Shares Subject	Exerc	eise Price	Remaining	Shares Subject	Exercis	se Price	Remaining	
	to Warrant	pei	Share	Life in Years	to Warrant	per S	Share	Life in Years	
Outstanding,									
beginning of period	25,000,000	\$	0.10	4.09	-	\$	-	-	
Granted	30,000,000		0.10	5.00	25,000,000		0.10	5.00	
Exercised	(8,200,000)		0.10	<u>-</u>	=		-	=	
Outstanding, end of									
period	46,800,000	\$	0.10	4.18	25,000,000	\$	0.10	4.09	

The Company had outstanding warrants entitling the holders to purchase an aggregate of 46,800,000 common shares as follows:

				April 30), 2011	October 31, 2010		
	Exercise						Weighted Average	
Date Issued		ce Per hare	Expiry Date	Number of Shares	Life in Years	Number of Shares	Life in Years	
December 2, 2009 ¹	\$	0.10	December 1, 2014	16,800,000	3.59	25,000,000	4.09	
November 2, 2010		0.10	November 2, 2015	30,000,000	4.51	-		
				46,800,000	4.18	25,000,000	4.09	

¹Warrants issued December 2, 2009 are exercisable at \$.10 to December 1, 2014.

Contributed Surplus:

	Six	months ended	Year ended		
	1	April 30, 2011	Octo	ber 31, 2010	
Balance, beginning of period	\$	373,249	\$	370,674	
Stock-based compensation expense		44,584		2,575	
Balance, end of period	\$	417,833	\$	373,249	

7. MANAGEMENT OF FINANCIAL RISK

The Company's financial instruments are exposed to certain financial risks, which include credit risk, concentration risk, market risk and liquidity risk.

Credit Risk

The Company is exposed to industry credit risks arising from its cash holdings and accounts receivable. The Company manages credit risk by placing cash with major Canadian financial institutions. The Company's receivables consist of oil and gas revenues receivable and HST due from the Federal Government of Canada. Management believes that credit risk related to these amounts is nominal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital and replacement debt structures to continue its operations and discharge its commitments as they become due.

Market risk

The Company is no longer exposed to market risk with respect to its investment in the CPH shares.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As the Company's cash earns interest at floating rates, the Company is exposed to interest rate risk. A 1% increase or decrease in interest rates will result in appropriately \$22,000 annualized increase or decrease in net loss.

8. CAPITAL MANAGEMENT

The Company manages its cash, amounts due to and from related parties and common shares as capital. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue the development of its properties and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, or acquire or dispose of assets. In order to maximize ongoing development efforts, the Company does not pay out dividends.

8. CAPITAL MANAGEMENT (Cont'd)

There were no changes in the Company's approach to capital management during the year ended October 31, 2010 or the six months ended April 30, 2011. The Company is not subject to externally imposed capital requirements.

9. NEW ACCOUNTING STANDARDS NOT YET ADOPTED

International Financial Reporting Standards

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of November 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended October 31, 2011.

The Company has begun to assess its requirements and first time adoption methodologies, including its internal training and resource needs and first time adoption implications.

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