
GOLD POINT ENERGY CORP.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED
SEPTEMBER 30, 2007

(Expressed in Canadian dollars unless otherwise stated)
(Unaudited - Prepared by Management)

**MANAGEMENT'S COMMENTS ON UNAUDITED
INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

The accompanying unaudited interim consolidated financial statements of Gold Point Energy Corp. for the nine months ended September 30, 2007 have been prepared by and are the responsibility of the Company's management. These statements have not been reviewed by the Company's external auditors.

GOLD POINT ENERGY CORP.
INTERIM CONSOLIDATED BALANCE SHEETS
(Expressed in Canadian dollars unless otherwise stated)
(Unaudited - Prepared by Management)

	September 30, 2007 \$	December 31, 2006 \$
ASSETS		
CURRENT ASSETS		
Cash	3,273,610	2,773,678
Amounts receivable	120,565	23,082
Prepays and deposits	<u>18,102</u>	<u>37,956</u>
	3,412,277	2,834,716
CAPITAL ASSETS , net of accumulated depreciation of \$6,293 (2006 - \$4,070)	20,569	20,605
OIL AND GAS PROPERTIES (Note 4)	4,098,212	3,020,110
OTHER ASSETS (Note 5)	<u>126,430</u>	<u>91,094</u>
	<u><u>7,657,488</u></u>	<u><u>5,966,525</u></u>
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	217,559	1,529,445
Drilling advances	37,030	306,513
Asset retirement obligation (Note 6)	<u>-</u>	<u>36,707</u>
	<u>254,589</u>	<u>1,872,665</u>
COMMITMENTS (Notes 4 and 10)		
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (Note 7)	13,975,575	8,025,452
SHARE SUBSCRIPTIONS (Note 7(a)(i))	-	86,000
CONTRIBUTED SURPLUS (Note 9)	2,004,500	863,259
DEFICIT	<u>(8,577,176)</u>	<u>(4,880,851)</u>
	<u>7,402,899</u>	<u>4,093,860</u>
	<u><u>7,657,488</u></u>	<u><u>5,966,525</u></u>

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

SUBSEQUENT EVENT (Note 4(d))

APPROVED BY THE DIRECTORS

“Jack Steinhauer” , Director

“Nick DeMare” , Director

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

GOLD POINT ENERGY CORP.
INTERIM CONSOLIDATED STATEMENTS OF LOSS

(Expressed in Canadian dollars unless otherwise stated)
(Unaudited - Prepared by Management)

	<u>Three Months Ended</u> <u>September 30,</u>		<u>Nine Months Ended</u> <u>September 30,</u>	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
	\$	\$	\$	\$
REVENUES				
Petroleum sales	21,180	-	133,007	-
Gain on sale of oil and gas properties (Note 4(d))	<u>41,878</u>	<u>-</u>	<u>41,878</u>	<u>722,165</u>
	<u>63,058</u>	<u>-</u>	<u>174,885</u>	<u>722,165</u>
EXPENSES				
Impairment of oil and gas properties	-	-	300,937	-
General and administrative	554,230	270,956	1,448,611	1,070,725
Operating costs	(11,479)	-	47,404	-
Exploration	193,579	198,479	686,907	516,339
Depreciation, depletion and amortization	66,030	-	123,485	1,293
Dry-hole costs	(19,524)	486	227,338	767,928
Stock-based compensation (Note 8)	<u>24,700</u>	<u>130,900</u>	<u>759,775</u>	<u>305,790</u>
	<u>807,536</u>	<u>600,821</u>	<u>3,594,457</u>	<u>2,662,075</u>
LOSS FROM OPERATIONS	<u>(744,478)</u>	<u>(600,821)</u>	<u>(3,419,572)</u>	<u>(1,939,910)</u>
OTHER ITEMS				
Interest and other income	29,245	26,399	79,489	79,631
Foreign exchange	<u>(204,557)</u>	<u>245</u>	<u>(356,242)</u>	<u>(172,115)</u>
	<u>(175,312)</u>	<u>26,644</u>	<u>(276,753)</u>	<u>(92,484)</u>
NET LOSS FOR THE PERIOD	<u>(919,790)</u>	<u>(574,177)</u>	<u>(3,696,325)</u>	<u>(2,032,394)</u>
BASIC AND DILUTED LOSS PER SHARE	<u>\$(0.02)</u>	<u>\$(0.03)</u>	<u>\$(0.11)</u>	<u>\$(0.13)</u>
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	<u>41,597,698</u>	<u>17,094,507</u>	<u>33,636,668</u>	<u>15,596,210</u>

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

GOLD POINT ENERGY CORP.
INTERIM CONSOLIDATED STATEMENTS OF DEFICIT

(Expressed in Canadian dollars unless otherwise stated)
(Unaudited - Prepared by Management)

	<u>Three Months Ended</u> <u>September 30,</u>		<u>Nine Months Ended</u> <u>September 30,</u>	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
	\$	\$	\$	\$
DEFICIT - BEGINNING OF PERIOD	(7,657,386)	(2,853,924)	(4,880,851)	(14,512,148)
ELIMINATION OF DEFICIT	<u>-</u>	<u>-</u>	<u>-</u>	<u>13,116,441</u>
	(7,657,386)	(2,853,924)	(4,880,851)	(1,395,707)
NET LOSS FOR THE PERIOD	<u>(919,790)</u>	<u>(574,177)</u>	<u>(3,696,325)</u>	<u>(2,032,394)</u>
DEFICIT - END OF PERIOD	<u>(8,577,176)</u>	<u>(3,428,101)</u>	<u>(8,577,176)</u>	<u>(3,428,101)</u>

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

GOLD POINT ENERGY CORP.
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in Canadian dollars unless otherwise stated)
(Unaudited - Prepared by Management)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007 \$	2006 \$	2007 \$	2006 \$
CASH PROVIDED FROM (USED FOR)				
OPERATING ACTIVITIES				
Net loss for the period	(919,790)	(574,177)	(3,696,325)	(2,032,394)
Adjustment for items not affecting cash				
Depreciation, depletion and amortization	66,030	431	123,485	1,293
Impairment of oil and gas properties	-	-	300,937	-
Professional fees	150,000	-	150,000	-
Corporate finance fee	-	(40,000)	-	-
Dry-hole costs	(19,524)	64,418	227,338	662,747
Gain on sale of oil and gas properties	(41,878)	-	(41,878)	(722,165)
Stock-based compensation	24,700	130,900	759,775	305,790
	<u>(740,462)</u>	<u>(418,428)</u>	<u>(2,176,668)</u>	<u>(1,784,729)</u>
Decrease (increase) in amounts receivable	(29,385)	3,191	(97,483)	(7,994)
Decrease (increase) in prepaids and deposits	26,809	23,599	19,854	(8,847)
Increase (decrease) in accounts payable and accrued liabilities	1,571,642	30,234	179,210	6,154
Increase (decrease) in drilling advances	(13,654)	(618)	(269,483)	160,852
Decrease in asset retirement obligation	<u>(36,707)</u>	<u>-</u>	<u>(36,707)</u>	<u>-</u>
	<u>778,243</u>	<u>(362,022)</u>	<u>(2,381,277)</u>	<u>(1,634,564)</u>
INVESTING ACTIVITIES				
Proceeds from sale of oil and gas properties	63,882	-	63,882	1,122,047
Additions to capital assets	-	(3,018)	(2,187)	(3,892)
Oil and gas properties expenditures	(1,378,430)	(131,656)	(3,240,739)	(1,713,839)
Other assets	<u>(42,340)</u>	<u>9,272</u>	<u>(35,336)</u>	<u>(36,402)</u>
	<u>(1,356,888)</u>	<u>(125,402)</u>	<u>(3,214,380)</u>	<u>(632,086)</u>
FINANCING ACTIVITIES				
Issuance of common shares	-	-	6,835,850	4,474,875
Share issue costs	<u>-</u>	<u>(5,000)</u>	<u>(740,261)</u>	<u>(351,950)</u>
	<u>-</u>	<u>(5,000)</u>	<u>6,095,589</u>	<u>4,122,925</u>
INCREASE (DECREASE) IN CASH DURING THE PERIOD				
	(578,645)	(492,424)	499,932	1,856,275
CASH - BEGINNING OF PERIOD	<u>3,852,255</u>	<u>2,880,204</u>	<u>2,773,678</u>	<u>531,505</u>
CASH - END OF PERIOD	<u><u>3,273,610</u></u>	<u><u>2,387,780</u></u>	<u><u>3,272,610</u></u>	<u><u>2,387,780</u></u>

SUPPLEMENTAL CASH FLOW INFORMATION - Note 13

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

GOLD POINT ENERGY CORP.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007
(Expressed in Canadian dollars unless otherwise stated)
(Unaudited - Prepared by Management)

1. NATURE OF OPERATIONS AND GOING CONCERN

Gold Point Energy Corp. ("the Company") is an independent oil and gas exploration company and its petroleum activities are currently conducted in the United States and Argentina. These interim consolidated financial statements have been prepared on a going concern basis in accordance with Canadian generally accepted accounting principles, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

As at September 30, 2007, the Company had incurred a net loss of \$3,696,325 and had an accumulated deficit of \$8,577,176. The Company's current revenues, cash balances and working capital are not sufficient to fund all of its obligations with respect to its ongoing work program requirements related to its oil and gas properties (Note 4). The Company's ability to meet its obligations and continue as a going concern is dependent upon its ability to obtain additional financing, the discovery, development or sale of oil and gas reserves and achievement of profitable operations. The Company is planning to meet its future expenditures and obligations through the development of proven reserves, raising funds through private placements or by farm-outs of oil and gas properties. It is not possible to predict whether these efforts will be successful or whether the Company will attain profitable levels of operation.

Accordingly, the interim consolidated financial statements do not reflect any adjustments in the carrying values of the assets and liabilities, the reported expenses, and the balance sheet classifications used that would be necessary if the going concern assumption were not appropriate. Such adjustments could be material.

See also Note 4(d).

2. SIGNIFICANT ACCOUNTING POLICIES

The interim consolidated financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the amounts reported in the interim consolidated financial statements and accompanying notes. Actual results could differ from those estimates. The interim consolidated financial statements have, in management's opinion, been properly prepared using careful judgement with reasonable limits of materiality. These interim consolidated financial statements should be read in conjunction with the most recent annual consolidated financial statements. The significant accounting policies follow that of the most recently reported annual consolidated financial statements.

3. CHANGES IN ACCOUNTING POLICIES

Effective January 1, 2007, the Company has adopted two new accounting standards related to financial instruments that were issued by the Canadian Institute of Chartered Accountants. These accounting policy changes were adopted on a prospective basis with no restatement of prior period financial statements. The new standards and accounting policy changes are as follows:

Financial Instruments - Recognition and Measurement (Section 3855)

In accordance with this new standard, the Company now classifies all financial instruments as either held-to-maturity, available-for-sale, held-for-trading, loans and receivables, or other financial liabilities. Financial

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3. CHANGES IN ACCOUNTING POLICIES (continued)

assets held-to-maturity, loans and receivables and financial liabilities other than those held-for-trading are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Instruments classified as held-for-trading are measured at fair value with unrealized gains and losses recognized on the statement of loss.

Upon adoption of this new standard, the Company has designated its cash and cash equivalents as held-for-trading, which are measured at fair value. Exploration advances and other receivables are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. As at September 30, 2007, the Company did not have any financial assets classified as available-for-sale and therefore the adoption of the standards noted above had no effect on the presentation of the Company's financial statements.

Comprehensive Income (Section 1530)

Comprehensive income is the change in shareholders' equity during a period from transactions and other events and circumstances from non-owner sources. In accordance with this new standard, the Company now reports a statement of comprehensive income and a new category, accumulated other comprehensive income, in the shareholders' equity section of the balance sheet. The components of this new category will include unrealized gains and losses on financial assets classified as available-for-sale.

4. OIL AND GAS PROPERTIES

	September 30, 2007 \$	December 31, 2006 \$
Database	173,340	173,340
Unproved leasehold costs	1,686,547	694,588
Drilling in progress	2,521,739	1,947,926
Proved leasehold costs	<u>558,052</u>	<u>558,052</u>
	4,939,678	3,373,906
Accumulated depletion, amortization and impairment	<u>(841,466)</u>	<u>(353,796)</u>
	<u><u>4,098,212</u></u>	<u><u>3,020,110</u></u>

(a) Costs of unproved properties excluded from costs subject to depletion and depreciation at September 30, 2007, were \$4,208,286.

(b) On August 8, 2006, the Company entered into a letter of intent with Petrolero del Comahue S.A. ("PDC"), which was subsequently superseded in November 2006 by two farm-in agreements, whereby the Company can earn a 50% interest in the 292 square kilometre General Roca Block and the 66.5 square kilometre Blanco de los Olivos Block, located on the southeastern flank of the Neuquen Basin in Rio Negro Province, Argentina.

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4. OIL AND GAS PROPERTIES (continued)

During the nine months ended September 30, 2007, the Company announced the cancellation of the second farm-in agreement, due to PDC's inability to obtain an extension from the Province of Rio Negro to the underlying concession. The Company has earned a 12.5% working interest in production from two wells in the Flor Roca Field under the first farm-in agreement.

The Company wrote-off, as at September 30, 2007, \$289,582 (US \$247,168) of seismic data processing costs incurred on the property.

- (c) On October 4, 2006, the Company entered into a farm-out agreement with APCO Argentina Inc. ("APCO") and Antrim Argentina S.A. ("Antrim") to earn a 25% working interest in the Martinez del Tineo Oeste Prospect (the "Martinez Project") in the Yacimiento Norte 1/B Block in Salta Province, Argentina by funding 50% of Phases 1 and 2 of the work program. The Martinez Project covers approximately 54 square kilometres of the 2,023 square kilometres that comprise the total Capricorn License.

Under the terms of the farm-out agreement the Company has committed to pay US \$500,000 for Phase 1 and US \$1.0 million for Phase 2. If costs exceed the estimated costs, then the Company will be obligated to fund 50% of the first US \$100,000 in excess costs under Phase 1 and the first US \$200,000 in excess costs under Phase 2. Thereafter, the Company will be obligated to fund only 25%.

During fiscal 2006, the Company advanced \$576,500 (US \$500,000) to APCO and Antrim for the first stage of its obligations under the farm-out agreement. During the nine months ended September 30, 2007, the Company advanced a further \$850,725 (US \$750,000) to APCO and Antrim for the second stage of its obligations under the farm-out agreement.

- (d) The Company has acquired interests in leases in South Dakota, United States (the "South Dakota Assets"), as follows:

- i) an initial 100% interest in a leasehold covering approximately 60,800 acres and 135 miles of 3-D seismic data in South Cedar Creek, Harding County, ("South Cedar Creek Project").

On October 18, 2005, as amended November 17, 2005 and December 2, 2005, the Company entered into an exploration and development agreement with Spyglass Cedar Creek, LP ("Spyglass"), an arm's-length party, to jointly develop the South Cedar Creek Project. Under the terms of the agreement, Spyglass paid the Company a total of US \$1,122,381 for, amongst other items, a 70% working interest in the South Cedar Creek Project, with the Company retaining the remaining 30% working interest.

The Company has assigned an overriding royalty interest, ranging from 0.5% to 1.5%, on the South Cedar Creek Project to the President of the Company as a condition of his engagement as the President of the Company;

- ii) an initial 95% interest, with Silver Tip Energy LLC ("Silver Tip") holding a 5% interest, in leases totalling 50,325 acres in the North Short Pine Hills Oil and Gas Exploration Project ("North Short Pine Hills Project"), located in South Dakota.

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4. OIL AND GAS PROPERTIES (continued)

Effective January 25, 2006, the Company entered into an exploration and development agreement with Spyglass NSPH, LLC (“Spyglass NSPH”) and Silver Tip, entities which are arm’s-length to the Company, to jointly develop the North Short Pine Hills Project. Under the terms of the agreement, the Company assigned a 25% working interest to Spyglass NSPH for \$494,785 (US \$376,071), after adjustments, with the Company retaining the remaining 70% working interest; and

- iii) an initial 70% interest in a leasehold covering approximately 5,364 acres in Harding County, South Dakota (“Saddle Butte Project”).

On May 1, 2006, as amended August 10, 2007, the Company entered into an exploration and development agreement with Silver Tip and Grizzly Energy LLC (“Grizzly”), entities which are arms-length to the Company, to jointly develop the Saddle Butte Project. Under the terms of the agreement the Company assigned a 37.5% working interest to Grizzly for \$63,882, recording a gain of \$41,878, with the Company retaining a 37.5% working interest.

On August 28, 2007, the Company and Spyglass entered into a letter of intent whereby the Company agreed to dispose of all of its working interests in the South Dakota Assets for US \$2,750,000. On October 11, 2007 a formal agreement was entered into and on October 17, 2007, the Company completed the sale and received the US \$2,750,000.

5. OTHER ASSETS

	September 30, 2007	December 31, 2006
	\$	\$
Rent deposit	7,341	7,341
Deposit (Note 11)	50,000	15,000
Exploration bonds	69,089	68,753
	<u>126,430</u>	<u>91,094</u>

6. ASSET RETIREMENT OBLIGATION

	September 30, 2007	December 31, 2006
	\$	\$
Balance, beginning of period	36,707	-
Obligations incurred during the period	-	36,707
Reclamation expenditures incurred	(36,707)	-
Balance, end of period	<u>-</u>	<u>36,707</u>

The Company has obligations to plug and abandon petroleum and natural gas wells at the end of their useful lives. The reclamation obligation incurred during fiscal 2006 relate to the Woody Creek Prospect. During the nine months ended September 30, 2007, the Company completed the reclamation expenditures on the Woody Creek Prospect and, as of September 30, 2007, has no further asset retirement obligations.

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7. SHARE CAPITAL

Authorized - unlimited common shares without par value

Issued:	<u>Nine Months Ended September 30, 2007</u>		<u>Year Ended December 31, 2006</u>	
	Shares	\$	Shares	\$
Balance, beginning of period	21,685,507	8,025,452	12,010,757	15,632,292
Reduction of capital	-	-	-	(13,116,441)
	<u>21,685,507</u>	<u>8,025,452</u>	<u>12,010,757</u>	<u>2,515,851</u>
Issued during the period				
For cash				
Private placements	19,628,858	6,921,850	8,430,000	5,718,000
Exercise of warrants	-	-	1,133,750	564,875
For corporate finance fee	-	-	111,000	55,620
For shares for debt	<u>500,000</u>	<u>90,000</u>	<u>-</u>	<u>-</u>
	20,128,858	7,011,850	9,674,750	6,338,495
Less share issue costs	<u>-</u>	<u>(1,061,727)</u>	<u>-</u>	<u>(828,894)</u>
	<u>20,128,858</u>	<u>5,950,123</u>	<u>9,674,750</u>	<u>5,509,601</u>
Balance, end of period	<u><u>41,814,365</u></u>	<u><u>13,975,575</u></u>	<u><u>21,685,507</u></u>	<u><u>8,025,452</u></u>

(a) During the nine months ended September 30, 2007, the Company:

- i) completed the remaining tranche of the brokered private placement and issued 285,000 units for gross proceeds of \$114,000. Each unit comprised one common share and one share purchase warrant, with each warrant entitling the holder to purchase an additional common share at a price of \$0.50 per share on or before January 25, 2009. The Company paid a cash commission of \$9,120 and issued agent's warrants to purchase 22,800 shares at a price of \$0.50 per share on or before January 25, 2009. The Company incurred \$37,803 in legal and other costs on the private placement.

The fair value of the agent's warrants have been estimated using the Black-Scholes option pricing model. The assumptions used were: dividend yield - 0%; expected volatility - 93%; a risk-free interest rate of 4.07%; and an expected life of 2 years. The value assigned to the agent's warrants was \$4,560.

As at December 31, 2006, the Company had received \$86,000 of share subscriptions on the private placement;

- ii) completed a non-brokered private placement and issued 750,000 units for gross proceeds of \$300,000. Each unit comprised one common share and one share purchase warrant, with each warrant entitling the holder to purchase an additional common share at a price of \$0.50 per share on or before February 9, 2009. The Company incurred \$16,661 in legal and other costs on the private placement;

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7. SHARE CAPITAL (continued)

- iii) completed a brokered private placement with Union Securities Ltd. (the "Agent") for 18,593,858 units at \$0.35 per unit for gross proceeds of \$6,507,850. Each unit comprised one common share and one transferable common share purchase warrant. Each warrant entitles the holder to acquire one additional common share at an exercise price of \$0.45 per share on or before April 24, 2009.

In consideration for the services provided by the Agent, the Company paid the Agent \$519,508 in cash commission, a \$10,000 work fee, and granted 1,859,386 options entitling the Agent to acquire 1,859,386 units at a purchase price of \$0.35 per unit for a period of two years. Each unit comprises one common share and one non-transferable common share purchase warrant entitling the Agent to acquire one additional common share at an exercise price of \$0.45 per share for a period of two years.

The fair value of the agent's options have been estimated using the Black-Scholes option pricing model. The assumptions used were: dividend yield - 0%; expected volatility - 89%; a risk-free interest rate of 4.07%; and an expected life of 2 years. The value assigned to the agent's options was \$316,906.

The Company incurred \$156,289 in legal and other costs on the private placement; and

- iv) issued 500,000 units at a deemed value of \$0.30 to settle an outstanding debt of \$150,000. Each unit comprised one common share and one share purchase warrant, with each warrant entitling the holder to purchase an additional common share at a price of \$0.35 on or before August 10, 2009. The fair value of the warrants have been estimated using the Black-Scholes option pricing model. The assumptions used were: dividend yield - 0%; expected volatility - 89%; a risk-free interest rate of 4.56%; and an expected life of 2 years. The value assigned to the warrants was \$60,000.

- (b) A summary of the number of common shares reserved pursuant to the Company's outstanding warrants at September 30, 2007 and 2006, and the changes for the nine months ending on those dates is as follows:

	2007		2006	
	Number	Weighted Average Exercise Price \$	Number	Weighted Average Exercise Price \$
Balance, beginning of period	10,329,400	0.66	4,269,250	0.50
Issued	20,151,658	0.45	2,253,800	1.24
Exercised	-		(1,133,750)	0.50
Expired	<u>(3,123,000)</u>	0.50	<u>(12,500)</u>	0.50
Balance, end of period	<u>27,358,058</u>	0.52	<u>5,376,800</u>	0.81

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7. SHARE CAPITAL (continued)

The following table summarizes information of the number of common shares reserved pursuant to the warrants outstanding and exercisable at September 30, 2007:

Number	Exercise Price \$	Expiry Date
712,500	1.25	February 28, 2008
114,000	1.15	February 28, 2008
1,242,500	1.25	March 7, 2008
184,800	1.15	March 7, 2008
4,952,600	0.50	December 28, 2008
307,800	0.50	January 25, 2009
750,000	0.50	February 8, 2009
18,578,858	0.45	April 24, 2009
15,000	0.45	May 1, 2009
<u>500,000</u>	0.35	August 10, 2009
<u><u>27,358,058</u></u>		

8. STOCK OPTIONS AND STOCK-BASED COMPENSATION

The Company has established a rolling stock option plan (the "Plan"), in which the maximum number of common shares which can be reserved for issuance under the Plan is 10% of the issued and outstanding shares of the Company. The exercise price of the options is set at the Company's closing share price on the day before the grant date, less allowable discounts in accordance with the policies of the TSXV. During the nine months ended September 30, 2007, the Company granted 2,436,500 (2006 - 771,000) stock options to directors, employees and consultants, and recorded compensation expense of \$547,820 (2006 - \$274,840). In addition the Company also recorded \$15,350 (2006 - \$30,950) on stock options vested.

The fair value of stock options granted to directors, employees and consultants and the vesting of certain stock options is estimated on the date of grant or vesting using the Black-Scholes option pricing model with the following assumptions used for the grants and vesting made during the nine months ended September 30, 2007 and 2006:

	<u>2007</u>	<u>2006</u>
Risk-free interest rate	4.07% - 4.56%	3.91% - 4.47%
Estimated volatility	87% - 89%	95% - 105%
Expected life	2 years - 5 years	2 years - 5 years
Expected dividend yield	0%	0%

The weighted average fair value of all stock options granted during the nine months ended September 30, 2007 to the Company's directors, employees and consultants was \$0.22 (2006 - \$0.36) per option.

During the nine months ended September 30, 2007, the Company also extended the terms of 914,500 existing stock options which were to expire from February 1, 2008 to July 4, 2008, to now expire on December 31, 2008. Furthermore, the Company amended the exercise prices of 656,000 existing stock options, with original exercise prices ranging from \$0.70 to \$1.00 per share, to an amended price of \$0.40 per share. The fair value

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8. STOCK OPTIONS AND STOCK-BASED COMPENSATION (continued)

of the extensions and amendments to the stock options have been estimated using the Black-Scholes option pricing model. The assumptions used were: dividend yield - 0%; expected volatility - 89%; a risk-free rate of 4.07%; and an expected life ranging from 1.5 years to 3 years. The value assigned to the extension and amendments of the stock options was \$196,605

Option-pricing models require the use of estimates and assumptions including the expected volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measure of the fair value of the Company's stock options.

A summary of the Company's stock options at September 30, 2007 and 2006, and the changes for the nine months ended on those dates is presented below:

	2007		2006	
	Number of Options Outstanding	Weighted Average Exercise Price \$	Number of Options Outstanding	Weighted Average Exercise Price \$
Balance, beginning of period	1,695,500	0.38	1,184,500	0.46
Granted	2,436,500	0.40	771,000	0.89
Expired / Cancelled	<u>(218,000)</u>	0.33	<u>(250,000)</u>	1.00
Balance, end of period	<u><u>3,914,000</u></u>	0.40	<u><u>1,705,500</u></u>	0.58

The following table summarizes information about the stock options outstanding and exercisable at September 30, 2007:

Number Outstanding	Number Exercisable	Exercise Price \$	Expiry Date
440,000	440,000	0.36	December 31, 2008
245,500	245,500	0.45	December 31, 2008
229,000	229,000	0.38	December 31, 2008
40,000	40,000	0.40	September 25, 2008
148,000	148,000	0.40	March 17, 2009
2,000	2,000	0.40	April 21, 2009
30,000	30,000	0.40	June 21, 2009
38,000	38,000	0.40	August 2, 2009
100,000	50,000	0.40	February 20, 2010
165,000	165,000	0.40	September 27, 2010
200,000	200,000	0.40	July 4, 2011
2,156,500	1,911,500	0.40	May 2, 2012
<u>120,000</u>	<u>120,000</u>	0.40	September 6, 2012
<u><u>3,914,000</u></u>	<u><u>3,619,000</u></u>		

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9. CONTRIBUTED SURPLUS

Contributed surplus for the nine months ended September 30, 2007 and 2006 is comprised of the following:

	2007 \$	2006 \$
Balance, beginning of period	863,259	278,335
Stock-based compensation (Note 8)	759,775	305,790
Stock-based compensation on agent's options and warrants (Notes 7(a)(i) and (iii))	321,466	170,316
Stock-based compensation on warrants for shares for debt	<u>60,000</u>	<u>-</u>
Balance, end of period	<u><u>2,004,500</u></u>	<u><u>754,441</u></u>

10. COMMITMENTS

The Company has engaged Grosso Group Management Ltd. (the "Grosso Group") to provide general administrative support and corporate development services to the Company. The Grosso Group is a private corporation which was incorporated to provide geological, corporate development, administrative and management services to the Company and other public companies which have certain common directors, officers and shareholders. The Grosso Group intends to provide its services to its clients on a cost recovery basis. The Grosso Group is owned by its client companies, each of which owns one share.

During the nine months ended September 30, 2007, the Company was billed a total of \$203,116 (2006 - \$167,251) by the Grosso Group. As at September 30, 2007, \$229 (2006 - \$54,096) remains outstanding and is included in accounts payable and accrued liabilities. The Company has also paid a deposit of \$50,000 to the Grosso Group.

11. RELATED PARTY TRANSACTIONS

- (a) During the nine months ended September 30, 2007, the Company:
- i) was charged \$50,625 (2006 - \$52,800) for accounting, management and administrative services provided by a director and Chase Management Ltd. ("Chase") a private corporation owned by a director of the Company; and
 - ii) paid a total of \$115,311 (2006 - \$133,190) for compensation, management fees, bonus and benefits to the President of the Company in his capacity as President. See also Note 4(b).

As at September 30, 2007, \$5,816 (2006 - \$4,057) remains outstanding and is included in accounts payable and accrued liabilities.

- (b) See also Note 10.

Unless otherwise stated, related party transactions are measured at the exchange amount, being the amount of consideration established and agreed to by the related parties.

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12. SEGMENTED INFORMATION

As of September 30, 2007, the Company holds oil and gas interests in the United States and Argentina and its corporate assets are located in Canada. Identifiable assets, revenues and net loss in each of these geographic areas are as follows:

	September 30, 2007			December 31, 2006		
	Identifiable Assets \$	Revenues \$	Net Income (Loss) \$	Identifiable Assets \$	Revenues \$	Net Income (Loss) \$
Argentina	1,749,505	133,007	(149,117)	1,027,778	9,080	(424,563)
United States	2,772,577	41,878	(865,732)	2,365,569	722,165	(1,543,596)
Canada	3,135,406	-	(2,681,476)	2,573,178	-	(1,516,985)
	<u>7,657,488</u>	<u>174,885</u>	<u>(3,696,325)</u>	<u>5,966,525</u>	<u>731,245</u>	<u>(3,485,144)</u>

13. SUPPLEMENTAL CASH FLOW INFORMATION

Non-cash activities were conducted by the Company during the nine months ended September 30, 2007 and 2006 as follows:

	2007 \$	2006 \$
Operating activity		
Increase in accounts payable	<u>99,816</u>	<u>-</u>
Financing activities		
Shares issued for finder's fees	-	40,000
Contributed surplus	321,466	-
Share issue costs	<u>(321,466)</u>	<u>(40,000)</u>
	<u>-</u>	<u>-</u>
Investing activity		
Oil and gas properties expenditures	<u>(99,816)</u>	<u>-</u>

14. FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair values of financial instruments at September 30, 2007, were estimated based on relevant market information and the nature and terms of financial instruments. Management is not aware of any factors which would significantly affect the estimated fair market amounts, however, such amounts have not been comprehensively revalued for purposes of these financial statements. Disclosure subsequent to the balance sheet dates and estimates of fair value at dates subsequent to September 30, 2007, may differ significantly from that presented.

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14. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

Fair value approximates the amounts reflected in the financial statements for cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities.

The Company may be subject to currency risk due to the fluctuations of exchange rates between the Canadian dollar and other foreign currencies. However, the Company is not subject to significant interest and credit risks arising from these instruments.

GOLD POINT ENERGY CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007

Background

This discussion and analysis of financial position and results of operation is prepared as at November 27, 2007 and should be read in conjunction with the unaudited interim consolidated financial statements for the nine months ended September 30, 2007 and audited consolidated financial statements for the years ended December 31, 2006 and 2005 of Gold Point Energy Corp. (the "Company") where necessary. Those financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities, can be found on SEDAR at www.sedar.com.

Company Overview

The Company is an independent oil and gas exploration and development company with oil and gas interests in Western United States and Argentina. The Company is a reporting issuer in British Columbia and Alberta and trades on the TSX Venture Exchange ("TSXV") under the symbol "GPE".

Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Property Updates

South Cedar Creek Anticline Project

Location: Harding County, South Dakota
Acreage: 60,319 gross / 28,562 net acres
Working Interest: BPO 30%; APO 47.5%
Operator: Spyglass Cedar Creek, LP

The Company, through its wholly-owned subsidiary, GPE Energy Inc., entered into an exploration and development agreement (as amended November 17, 2005 and December 2, 2005) (collectively the "Spyglass E&D Agreement") with Spyglass Cedar Creek, LP ("Spyglass") of New Braunfels, Texas, to jointly develop the South Cedar Creek Anticline Project.

On August 28, 2007, the Company and Spyglass entered into a letter of intent whereby the Company agreed to dispose of all of its working interests in South Dakota, including interests in the South Cedar Creek Anticline Project, the North Short Pine Hills Prospect and the Saddle Butte Prospect, for US \$2,750,000. On October 11, 2007 a formal agreement was entered into and on October 17, 2007 the Company completed the sale and received the US \$2,750,000.

North Short Pine Hills Prospect

Location: Harding County, South Dakota
Acreage: 47,335 gross / 33,135 net acres
Working Interest: BPO 61.667% / APO 70%
Operator: GPE Energy Inc.

On January 25, 2006, the Company, through its wholly-owned subsidiary, entered into an exploration and development agreement (the "Spyglass Silver Tip Agreement") with Spyglass NSPH, LLC of Phoenix, Arizona ("Spyglass NSPH")

and Silver Tip Energy, LLC of Red Lodge, Montana (“Silver Tip”) to jointly develop the North Short Pine Hills Prospect.

See reference to sale of North Short Pine Hills Prospect assets above.

Saddle Butte Prospect

Location: Harding County, South Dakota
Acreage: 5,156 gross / 1,933 net acres
Working Interest: BPO 37.5%; APO 37.5%
Operator: GPE Energy Inc.

On May 1, 2006 the Company, through its wholly-owned subsidiary, entered into an exploration and development agreement with Silver Tip Energy, LLC of Red Lodge, Montana (“Silver Tip”) to jointly develop the Saddle Butte Prospect, which prospect is a southern extension of the Cedar Creek Anticline in Harding County, South Dakota. The Company has amended and re-stated the exploration and development agreement to include Grizzly Energy, LLC as the operator and an additional working interest partner. The Company has a working interest of 37.5%, Grizzly Energy has 37.5%, and Silver Tip has 25%.

See reference to sale of Saddle Butte Prospect Assets above.

Woody Creek Prospect

Location: Big Horn County, Crow Tribal Lands, Montana
Acreage: 1,840 gross and 736 net acres
Working Interest: 70%
Operator: GPE Energy Inc.

An initial exploratory well was drilled to evaluate the Tensleep formation and a decision was made to plug and abandon the well due to insufficient development of the reservoir facies. Based upon the initial well result no additional wells are planned and the Company has relinquished its Indian Mineral Development Act Oil and Gas Exploration Lease with the Crow Indian Tribe.

The Company is working through the reclamation process on the land and well site with the Federal Bureau of Land Management and the Bureau of Indian Affairs and expects conclusion in the late spring of 2008.

Kaycee Dome Prospect

Location: Johnson County, Wyoming
Acreage: 1,597 gross and 558.95 net acres
Working Interest: 35%
Operator: GPE Energy Inc.

In late 2006, early 2007, a well was drilled in the Kaycee Dome Prospect to the primary objective of the Tensleep formation at 1720 feet of depth. Based upon oil shows encountered during drilling plus interpretation of logs by an independent professional petrophysicist, a decision was made to set casing and attempt a completion. Production testing indicated the well was not capable of commercial oil production.

The Company has sold its interest in the Kaycee Dome Prospect to other working interest partners and is pending completion paperwork from the Federal Bureau of Land Management to close out its interest.

Capricorn License Farm-In

Location: Yacimiento 1/B Block, Salta Province, Argentina
Acreage: 500,000 gross acres
Working Interest: Option to earn a 25% working interest in portions of the Block
Operator: APCO Argentina Inc. (Sucursal Argentina)

The Company has entered into a farm-out agreement dated October 4, 2006 with APCO and Antrim Argentina S.A. to earn a 25% interest in portions of the Yacimiento Norte 1/B Block, also known as the Capricorn License, in Salta Province, Argentina. The Capricorn License is strategically located along an oil producing trend in the Yacoraite sandstone. It is situated adjacent to the Puesto Guardian Block which has estimated ultimate production of 22 MMBO from the upper Cretaceous Yacoraite in five fields according to reserve estimates maintained by the Argentine Secretariat of Energy. The Company's strategy is to utilize 3-D seismic to guide a drilling program in search of any extensions of the hydrocarbon bearing Yacoraite sandstone onto the Capricorn License.

Under the terms of the farm-out agreement the Company has committed to pay 50% of a US \$1 million, 60 square kilometer 3-D seismic program (Phase 1) plus 50% of a US \$2 million, 2,300 meter exploration well (Phase 2) to earn a 25% working interest in the Martinez del Tineo Oeste Prospect. Exploration costs on the prospect after completion of Phase 1 and Phase 2 will be funded as to 25% by the Company and as to 75% by APCO/Antrim. The Martinez del Tineo Oeste Prospect covers approximately 54 square kilometers of the 4,050 square kilometers that comprise the total Capricorn License. This License was contracted to 2,023 square kilometers effective January 1, 2007 under the requirements of the exploration license agreement, and will be contracted again by 50% at the end of 2007.

The Company has advanced US \$500,000 to fulfill its initial seismic program funding commitment. Field acquisition of the 3-D seismic data for the Martinez del Tineo Oeste Prospect was completed in Q3-06. The data has been processed and interpreted and a location selected for drilling scheduled in Q4-07. The Company has previously funded its US \$750,000 share of the drilling portion of the initial test well for the Martinez del Tineo Oeste Prospect.

On April 21, 2007 the Company committed to a second earning program in the Capricorn license consisting of a 3D seismic program of up to 150 square kilometers and the drilling of two wells in the Estacion Pizarro Area in the southern portion of the Capricorn license area. Under this earning program, the Company will earn a 25% interest in the Estacion Pizarro Area by funding 50% of the seismic program and the costs of two exploratory wells. The Estacion Pizarro Exploration Program was developed by APCO, the operator of the Capricorn license, based upon a combination of 2D seismic and geologic data which indicate the presence of two large structures that represent potential traps for oil in the Yacoraite.

Drilling on the Peña Azul x-1 well on the Estacion Pizarro Oeste Prospect was commenced in late October, 2007. By late November, 2007, the well had been drilled to total depth, evaluated and plugged & abandoned based upon the recommendation of the Project Operator. Drilling operations are expected to commence on the Lomas de Guayacán x-1 well on the Martinez del Tineo Oeste Prospect by early December. Results of the second well are expected by late December, 2007.

Roca-Olivos Farm-Ins

Location:	General Roca and Blanco de los Olivos Blocks, Neuquen Basin, Rio Negro Province, Argentina
Acreage:	88,000 gross acres
Working Interest:	Option to earn a 50% working interest in all or portions of the Block
Operator:	Petrolera Comahue S.A. of Buenos Aires, Argentina

The Company has entered two farm-in agreements to earn a 50% interest in the General Roca and Blancos de los Olivos Blocks located on the southeastern flank of the Neuquen Basin in Rio Negro Province, Argentina referred to herein as the "Roca-Olivos Farm-ins".

Under the terms of the first Roca-Olivos farm-in agreement, the Company earned a 12.5% interest of PDC's 90% interest in existing and future production of the Flor de Roca Field within the General Roca Block by funding a work over program on two wells. The work over program required by the first Roca-Olivos farm-in agreement was funded by the Company and completed on the AN-X-1 and GR-X-6 wells in Q4-06, resulting in a production rate of over 120 BOPD.

Under the terms of the second Roca-Olivos farm-in agreement, the Company could earn a 50% interest in PDC's 90% interest in both by completing a staged work program of seismic processing and interpretation and drilling estimated to cost US \$6.0 million. The Company has cancelled the second of two farm-in agreements with Petrolera del Comahue of Buenos Aires (PDC) due to delay of approval by the Province of Rio Negro of a proposed extension of the exploration license covering the General Roca and Blancos de los Olivos Blocks located on the southeastern flank of the Neuquen Basin in Rio Negro Province, Argentina.

Selected Financial Data

The following selected financial information is derived from the unaudited interim consolidated financial statements of the Company prepared in accordance with Canadian GAAP.

	Fiscal 2007				Fiscal 2006				Fiscal 2005
	Sep. 30 \$	Jun 30 \$	Mar. 31 \$	Dec. 31 \$	Sep. 30 \$	Jun. 30 \$	Mar. 31 \$	Dec. 31 \$	
Operations:									
Revenues	21,180	56,472	55,355	9,080	Nil	18,931	703,234	Nil	
Expenses	(807,536)	(1,624,202)	(1,162,719)	(1,528,899)	(600,821)	(639,843)	(1,421,411)	(568,002)	
Other items	(175,312)	(134,690)	33,249	67,069	26,644	(88,931)	(30,197)	6,051	
Net income (loss)	(919,790)	(1,702,420)	(1,074,115)	(1,452,750)	(574,177)	(709,843)	(748,374)	(561,951)	
Basic and diluted income (loss) per share	(0.02)	(0.05)	(0.05)	(0.09)	(0.03)	(0.04)	(0.06)	(0.06)	
Dividends per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
Balance Sheet:									
Working capital	3,157,688	3,763,942	223,751	962,051	2,116,727	2,665,557	4,223,533	410,617	
Total assets	7,657,488	8,372,393	4,263,364	5,966,525	4,114,375	4,573,036	4,774,738	1,551,048	
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	

Results of Operations

During the nine months ended September 30, 2007 (the "2007 period") the Company incurred a net loss of \$3,696,325, (\$0.11 per share) compared to a net loss of \$2,032,394 (\$0.13 per share) for the nine months ended September 30, 2006 (the "2006 period"), an increase in loss of \$1,663,931. The increase in loss is attributable to the recognition of impairment and depletion, increase in stock-based compensation and overall increase in general and administrative expenses.

The Company has two producing wells in Argentina. During the 2007 period, the Company reported petroleum sales of \$133,007 and operating costs of \$47,704. The Company's net share of oil produced is 3,703 barrels. The average price received for oil is \$35.92 per barrel and the average production costs is \$12.80 per barrel. In addition the Company recorded depletion of \$77,927 based on units of production.

General and administrative expenses for the nine months ended September 30, 2007 and 2006 are as follows:

	2007 \$	2006 \$
Accounting and administrative	253,742	220,051
Audit	32,478	-
Consulting	429,180	273,790
Corporate development	71,579	21,920
Investor relations	-	28,974
Legal	95,698	176,068
Management fees	-	55,444
Office	124,348	44,460
Regulatory fees	12,748	11,617
Rent	26,394	26,295
Salaries and benefits	235,614	121,158
Transfer agent fees	9,734	7,428
Travel	157,096	83,520
	<u>1,448,611</u>	<u>1,070,725</u>

General and administrative expenses increased by \$377,886 from \$1,070,725 in the 2006 period to \$1,448,611 in the 2007 period. Specific expenses of note during the 2007 and 2006 periods are as follows:

- \$ the Company paid a total of \$115,311 (2006 - \$133,190) for salaries, management fees, bonuses and benefits to Mr. Jack Steinhauser, the Company's President, \$63,118 (2006 - \$43,998) for salaries and benefits to an administrative assistant and \$57,185 for salaries for staff in the Argentina office;

- \$ the Company incurred \$50,625 (2006 - \$52,800) for accounting and administrative services provided by Chase Management Ltd. (“Chase”) a private corporation owned by Mr. Nick DeMare, a director of the Company. In addition the Company incurred \$203,117 (2006 - \$167,251) for administrative services provided by Grosso Group Management Ltd. (“Grosso Group”), a private corporation in which the Company has a one quarter share of Grosso Group. See “Commitments”;
- \$ incurred audit fees of \$32,478 on the audit of December 31, 2006 consolidated financial statements;
- \$ consulting fees increased by \$155,390, from \$273,790 during the 2006 period to \$429,180 during the 2007 period. During the 2007 period, the Company paid consultants to assist the Company in raising financing and reviewing and evaluating oil and gas properties in the United States, Argentina and Columbia;
- \$ legal expense decreased by \$80,370, from \$176,068 during the 2006 period to \$95,698 during the 2007 period. During the 2006 period, the Company paid for services in the acquisition, review and evaluation of the Company’s current petroleum interests;
- \$ office expenses increased by \$79,888 from \$44,460 in the 2006 period to \$124,348 in the 2007 period due to supplies and office furnishings acquired for the Denver and Buenos Aires office and an overall general increase in activities during the 2007 period;
- \$ travel expenses increased by \$73,576, from \$83,520 in the 2006 period to \$157,096 in the 2007 period relating to travel and accommodations associated with on-going review of potential oil and gas property acquisitions and current properties and participation in investment conferences in Canada, South America, USA and Europe;
- \$ effective September 21, 2005, the Company entered into an investor relations agreement with Pascal Geraths Gesellschaft Fur Presse (“Pascal Geraths”) to provide market awareness and investor relations activities in Europe on a monthly basis. Pascal Geraths is paid a monthly fee of EUR \$7,500. During the 2006 period, the Company paid \$28,974 for investor relations to Pascal Geraths. The agreement with Pascal Geraths was terminated March 21, 2006; and
- \$ corporate development increased by \$49,659 from \$21,920 in the 2006 period to \$71,579 in the 2007 period. During the 2007 period, the Company participated in investment conferences in Canada, USA and Europe, and incurred costs for an on-going market awareness program.

During the 2007 period, the Company recorded a total of \$759,775 (2006 - \$305,790) stock-based compensation expense attributed to the granting of 2,436,500 (2006 - 771,000) stock options, the amendment and extension of 1,570,500 (2006 - nil) stock options and the vesting of stock options previously granted.

During the 2007 period, the Company reported interest and other income of \$79,489 compared to \$79,631 in the 2006 period. The interest income is derived from short-term deposits held with financial institutions based on levels of cash.

The Company’s operations and capital activities are funded by the sale of equity. During the 2007 period the Company issued 19,628,858 common shares for gross proceeds of \$6,921,850. The Company incurred cash costs totalling \$740,261 and recorded a further \$321,466 for the value attributed to broker and finder warrants, as share issue costs. The net financing of \$5,860,123 in the 2007 period was \$1,947,514 higher than in the 2006 period when the Company recorded a net financing of \$3,912,609.

During the 2007 period the Company incurred \$3,240,739 on the acquisition and exploration of its oil and gas properties, an increase of \$1,526,900 from the \$1,713,839 incurred during the 2006 period. See “Property Updates”.

Financial Condition / Capital Resources

The Company’s current revenues from its oil and gas properties, cash balances and working capital are not sufficient to fund all of its obligations with respect to its ongoing work program requirements and anticipated acquisitions. The Company’s ability to meet these obligations and anticipated capital expenditures is dependent upon its ability to obtain additional financing, the discovery, development or sale of oil and gas reserves and achievement of profitable operations.

During the 2007 period the Company raised gross proceeds of \$6,921,850 from the private placements of its common stock. As at September 30, 2007, the Company had working capital of \$3,157,688. Subsequent to September 30, 2007, the Company disposed of all of their working interest in South Dakota, USA for US \$2,750,000. The Company has sufficient financial resources to undertake all of its anticipated exploration activities and ongoing level of corporate activities for the ensuing year. However, exploration activities may change due to ongoing results and recommendations or the Company may acquire additional mineral properties, which may entail significant funding or exploration commitments. In the event that the occasion arises, the Company may be required to obtain additional financing. The

Company has relied solely on equity financing to raise the requisite financial resources. While it has been successful in the past, there can be no assurance that the Company will be successful in raising future financings should the need arise.

Commitments

The Company has engaged Grosso Group Management Ltd. (the “Grosso Group”) to provide general administrative support and corporate development services to the Company. The Grosso Group is a private corporation which was incorporated to provide geological, corporate development, administrative and management services to the Company and other public companies which have certain common directors, officers and shareholders. The Grosso Group intends to provide its services to its clients on a cost recovery basis. The Grosso Group is owned by its client companies, each of which owns one share.

During the 2007 period, the Company was billed a total of \$203,116 (2006 - \$167,251) by the Grosso Group. As at September 30, 2007, \$229 (2006 - \$54,096) remains outstanding and is included in accounts payable and accrued liabilities. The Company has also paid a deposit of \$50,000 to the Grosso Group.

The Company also has a number of projects in which it is earning interests or is participating. See “Property Updates”.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

There are no proposed transactions which will have an impact on the Company’s financial condition.

Critical Accounting Estimates

A detailed summary of all the Company’s significant accounting policies is included in Note 2 to the annual consolidated financial statements for the year ended December 31, 2006.

Changes in Accounting Principles

Effective January 1, 2007 the Company has adopted two new accounting standards related to financial instruments that were issued by the Canadian Institute of Chartered Accountants. These accounting policy changes were adopted on a prospective basis with no restatement of prior period financial statements. The new standards and accounting policy changes are as follows:

Financial Instruments - Recognition and Measurement ((Section 3855)

In accordance with this new standard, the Company now classifies all financial instruments as either held-to-maturity, available-for-sale, held-for-trading, loans and receivables, or other financial liabilities. Financial assets held-to-maturity, loans and receivables and financial liabilities other than those held-for-trading are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Instruments classified as held-for-trading are measured at fair value with unrealized gains and losses recognized on the statement of loss.

Upon adoption of this new standard, the Company has designated its cash and cash equivalents as held-for-trading, which are measured at fair value. Exploration advances and other receivables are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. As at September 30, 2007, the Company did not have any financial assets classified as available-for-sale and therefore the adoption of the standards noted above had no effect on the presentation of the Company’s financial statements.

Comprehensive Income (Section 1530)

Comprehensive income is the change in shareholders’ equity during a period from transactions and other events and circumstances from non-owner sources. In accordance with this new standard, the Company now reports a statement of

comprehensive income and a new category, accumulated other comprehensive income, in the shareholders' equity section of the balance sheet. The components of this new category will include unrealized gains and losses on financial assets classified as available-for-sale.

Transactions With Related Parties

During the nine months ended September 30, 2007, the Company:

- i) was charged \$50,625 (2006 - \$52,800) for accounting, management and administrative services provided by a director and Chase Management Ltd. ("Chase") a private corporation owned by a director of the Company; and
- ii) paid a total of \$115,311 (2006 - \$133,190) for compensation, management fees, bonus and benefits to the President of the Company in his capacity as President. See also Note 4(b).

As at September 30, 2007, \$5,816 (2006 - \$4,057) remains outstanding and is included in accounts payable and accrued liabilities.

The transaction with the Grosso Group is described in "Commitments".

Unless otherwise stated, related party transactions are measured at the exchange amount, being the amount of consideration established and agreed to by the related parties.

Risks and Uncertainties

The Company's business plan has been to grow through exploration for oil and natural gas. The Company's principal risks, as an exploration company, are that it must find and develop economic petroleum production efficiently and be able to fund the associated capital expenditures. The Company currently relies on equity financing. If any components of the business plan should be missing the Company may not be able to continue executing the entire business plan.

Exploration projects are reviewed at a very early stage from all aspects including: corporate fit, environmental issues, timing, costs and reward potential. Identified risks are addressed and excessive risks are mitigated before any project is approved.

Operational risk is mitigated by addressing the continued development of a new or established reservoir, on a go-forward basis, in the same careful and calculated manner that the Company's professionals have addressed exploration risk. Reserves are produced based on the amount of capital employed, production practices and reservoir quality. The Company evaluates reservoir development based on timing and the amount of additional capital required and the expected change in production volumes. Funding and development costs are controlled when capital is employed effectively on an economic basis.

Investor Relations Activities

The Company did not engage any outside consultants to provide investor relations activities during the nine months ended September 30, 2007. All investor relation activities were conducted by Company personnel.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares without par value. As at November 27, 2007, there were 41,814,365 outstanding common shares, 3,914,000 stock options outstanding with exercise prices ranging from \$0.36 to \$0.45 per share, 27,758,058 warrants outstanding with exercise prices ranging from \$0.35 to \$1.25 per share and 1,859,386 agent compensation options at an exercise price of \$0.35 per share.

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to permit timely decisions regarding public disclosure.

Management, including the Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on this evaluation, the Chief Executive Officer and the Chief Financial Officer has concluded that the Company's disclosure controls and procedures, as defined in Multilateral Instrument 52-109 - Certification of Disclosure in Issuer's Annual and Interim Filings ("52-109"), are effective to ensure that the information required to be disclosed in reports that are filed or submitted under Canadian Securities legislation are recorded, processed, summarized and reported within the time period specified in those rules. In conducting the evaluation it has become apparent that management relies upon certain informal procedures and communication, and upon "hands-on" knowledge of senior management. Management intends to formalize certain of its procedures. Due to the small staff, however, the Company will continue to rely on an active Board and management with open lines of communication to maintain the effectiveness of the Company's disclosure controls and procedures. Lapses in the disclosure controls and procedures could occur and/or mistakes could happen. Should such occur, the Company will take whatever steps necessary to minimize the consequences thereof.

Internal Controls and Procedures over Financial Reporting

Management is also responsible for the design of the Company's internal control over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles. During the process of management's review and evaluation of the design of the Company's internal control over financial reporting, it was determined that certain weaknesses existed in internal controls over financial reporting. As is indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas where weaknesses existed. The existence of these weaknesses is to be compensated for by senior management monitoring which exists. The Company is taking steps to augment and improve the design of procedure and controls impacting these areas of weakness over internal control over financial reporting. It should be noted that a control system, no matter how well conceived or operated, can only provide reasonable assurance, not absolute assurance, that the objectives of the control system are met.