MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

PetroFrontier Corp.
September 30, 2013

PetroFrontier Corp. (the "Corporation" or "PetroFrontier") is a public company engaged in international petroleum exploration in Northern Territory, Australia.

This Management's Discussion & Analysis ("MD&A") is a review of the Corporation's performance, financial condition and future prospects for the period ended September 30, 2013. This MD&A should be read in conjunction with the audited consolidated annual financial statements and the related notes thereto for the years ended December 31, 2012 and 2011 and the condensed consolidated interim financial statements for the three and nine months ended September 30, 2013. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") in Canadian dollars, which are also generally accepted accounting principles ("GAAP") for publically accountable enterprises in Canada.

The Corporation's Audit Committee has reviewed and approved the condensed consolidated interim financial statements and MD&A, both of which are effective November 27, 2013.

Forward-Looking Statements

Certain statements contained in this document, including Management's assessment of the Corporation's future plans and operations, may constitute forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe", "plan" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Corporation, or industry results, to differ materially from those expressed or implied by such forward-looking statements. The Corporation believes the expectations reflected in these forward-looking statements are based on reasonable assumptions but no assurance can be given that these expectations will prove to be correct and the forward-looking statements included in this document should not be unduly relied upon. These statements speak only as of the date of this document.

Corporate Overview

The Corporation was incorporated as Australia Energy Corp. ("AEC") on February 6, 2009. AEC amalgamated with Pendulum Capital Corporation ("Pendulum") on December 31, 2010 to form the Corporation. The Corporation is engaged in the business of international petroleum exploration in Australia, through its two wholly owned Australian subsidiaries, PetroFrontier (Australia) Pty Ltd (formerly called Georgina Basin Energy Pty Ltd) and Texalta (Australia) Pty Ltd (collectively "PetroFrontier (Australia)"). When used herein, the term "Corporation" also refers to PetroFrontier (Australia) on a consolidated basis.

The common shares of the Corporation began trading on the TSX Venture Exchange on January 13, 2011, under the trading symbol "PFC".

Statoil Farm-In

On June 10, 2013, the Corporation entered into an agreement to amend the existing farm-in agreement with Statoil Australia Oil & Gas AS ("Statoil") (the "Amended Farm-in Agreement"). In accordance with the Amended Farm-in Agreement, Statoil committed to spend the next US$50 million throughout the remainder of 2013 and 2014. Pursuant to the Amended Farm-in Agreement, Statoil has been transferred 80% of the Corporation's working interests in EP 103, EP 104, EP 127 and EP 128 and in EPA 213 and EPA 252 in exchange for exploration program related payments and carried costs of up to US$175.0 million over three phases to the end of 2016.

Under the terms of the Amended Farm-in Agreement, up to the next US$160 million of exploration costs will be fully funded by Statoil as follows:

Phase 1 & 2A (2013 and 2014):

- Statoil will spend the next US$50 million on exploration (PetroFrontier – nil) and assumed operatorship on September 1, 2013
- At the end of Phase 2A, Statoil will have the option to continue to Phase 2B; if Statoil elects not to continue, it must return to PetroFrontier 50% of its former working interest in the Permits, such that ownership will then be: Statoil (30%), PetroFrontier (70%)

Phase 2B (2015):

- Upon proceeding to Phase 2B, Statoil will spend the next US$30 million on exploration (PetroFrontier – nil)
- At the end of Phase 2B, Statoil will have the option to continue to Phase 3; if Statoil elects not to continue to Phase 3, then it must return to PetroFrontier 25% of its former working interest in the Permits, such that ownership will then be Statoil (55%), PetroFrontier (45%)

Phase 3 (2016):

- Upon proceeding to Phase 3, Statoil will spend the next US$80 million on exploration (PetroFrontier – nil)
- At the end of Phase 3, Statoil will own 80% and PetroFrontier will own 20% of PetroFrontier's former working interest in the Permits

At the end of Phase 3, Statoil will have completed its funding obligations under the Amended Farm-in Agreement and the sharing of future costs between Statoil and PetroFrontier will be based on their then respective ownership interests.

Subsequent Events

On October 25, 2013, the Corporation issued an aggregate of 3,920,000 stock options to officers, directors and employees. These stock options are all exercisable at a price of $0.18 per share, vest as to one third on the date of grant, one third on each of the first and second anniversaries of the date of grant and expire five years after the date of grant.

On October 31, 2013, Mr. Paul Bennett retired as the Corporation's President and Chief Executive Officer and also resigned from the Board of Directors. Effective upon Mr. Bennett's retirement, Mr. Earl Scott was promoted from Chief Operating Officer to President and Chief Executive Officer. Concurrently, Mr. Scott was also appointed to the Board of Directors. Mr. Scott also purchased 200,000 common shares of the Corporation from treasury at a price of $0.18 per share.

Outlook

The Corporation is working with the Operator to finalize the 2014 work program and budget, for an anticipated capital expenditure program of at least $46 million USD in accordance with the Amended and Restated Farm-in Agreement. The Corporation plans to announce this program early in 2014 once approved by the joint venture partners.

Management remains committed to enhancing shareholder value and has significantly reduced general and administrative costs going forward with the closing of its Adelaide operations office now that Statoil has assumed operatorship. In addition, the Corporation will continue to evaluate opportunities both domestically and internationally.

Overview of Consolidated Financial Results

The following selected financial data is derived from the unaudited consolidated financial statements of the Corporation and reference should be made to such unaudited financial statements.

	Q3 2013	**Q2 2013**	**Q1 2013**	**Q4 2012**
Net loss	1,483,345	54,787,185	1,383,517	1,240,016
Per common share (basic and diluted)	0.02	0.69	0.02	0.02
Positive/(negative) cash flow from operating activities[1]	1,839,341	332,753	(2,454,110)	(11,239,864)
Working capital	8,165,835	9,622,852	11,326,337	12,291,673
Total assets	55,617,100	57,174,839	138,356,483	137,659,359
Shareholders' equity	52,366,483	54,027,276	117,826,766	115,918,945

	Q3 2012	**Q2 2012**	**Q1 2012**	**Q4 2011**
Net loss	1,729,533	2,050,642	1,656,296	1,687,928
Per common share (basic and diluted)	0.03	0.03	0.03	0.03
Positive/(negative) cash flow from operating activities[1]	7,083,525	1,390,495	(7,782,447)	1,687,036
Working capital	16,202,954	13,901,981	20,966,289	22,663,020
Total assets	154,592,491	136,575,185	129,466,691	134,498,673
Shareholders' equity	115,651,279	109,287,939	110,268,368	111,384,110

[1] Cash flow from (used in) operating activities after changes in non-cash working capital

The Corporation is in the exploration phase and therefore there is currently no oil and natural gas producing properties from which to generate revenues. The Corporation's net loss for the periods was generated primarily from impairment expense (non-cash), share-based compensation expense (non-cash) and G&A expenses including salaries, office costs, and travel costs.

The source of the majority of the Corporation's working capital is from the private placement financings that closed in September 2012 for gross proceeds of $10,000,000. Prior to September 2012, the source of the Corporation's working capital is from the private placement financing that closed in December 2010 for gross proceeds of $58,500,000.

Cash and Cash Equivalents

As at September 30, 2013, cash and cash equivalents totaled $7,415,665, as compared to $3,944,537 as at December 31, 2012. The increase in cash and cash equivalents relates primarily to amounts being transferred from restricted cash to cash and cash equivalents during the nine months ended September 30, 2013, offset by general and administrative expenses and the payment of outstanding accounts payable and accrued liabilities outstanding as at December 31, 2012. The source of the majority of the Corporation's cash and cash equivalents as at September 30, 2013 was from the private placement financings that closed in September 2012 for gross proceeds of $10,000,000. The following table summarizes the Corporation's cash and cash equivalents:

	September 30, 2013 ($)	**December 31, 2012 ($)**
Cash at bank and on hand	7,415,665	3,944,537
Cash and cash equivalents	**7,415,665**	**3,944,537**

Restricted Cash

As at September 30, 2013, restricted cash totaled $3,401,288 as compared to $7,688,228 as at December 31, 2012, respectively. The Corporation has established various operating and trust accounts to effectively manage and ensure the timely payment of capital expenditures for the joint ventures it operates. The amounts deposited into these various accounts are considered restricted to the operations of the joint ventures. The following table summarizes the Corporation's restricted cash:

	September 30, 2013 ($)	**December 31, 2012 ($)**
Operating and trust accounts	3,254,373	7,454,895
Other	146,915	233,333
Restricted cash	**3,401,288**	**7,688,228**

Financial Instruments

The fair value of cash and cash equivalents, term deposits, accounts receivable, accounts payable and accrued liabilities approximate their carrying amounts due to their short-terms to maturity.

Marketable securities are classified as level 1 within the fair value hierarchy and are recorded on the Corporation's statement of financial position at the fair value on the reporting date.

Accounts Receivable

Accounts receivable decreased from $3,720,394 at December 31, 2012 to $383,230 at September 30, 2013. The trade receivable balances at September 30, 2013 and December 31, 2012 related primarily to Australian investment tax credits on the Corporation's qualifying expenditures, which are typically received in the subsequent quarter and joint venture receivables. The following tables summarize the Corporation's accounts receivable:

	September 30, 2013 ($)	December 31, 2012 ($)
Trade receivables	383,230	1,814,930
Joint venture receivables	-	1,905,464
Allowance for doubtful accounts	-	-
Accounts receivable	**383,230**	**3,720,394**

Prepaid Expenses and Deposits

The following tables summarize the Corporation's prepaid expenses and deposits:

	September 30, 2013 ($)	December 31, 2012 ($)
Environmental and abandonment deposits	175,132	631,687
Rent, insurance and other	38,802	90,624
Prepaid expenses and deposits	**213,934**	**722,311**

Prepaid expenses and deposits decreased from $722,311 at December 31, 2012 to $213,934 at September 30, 2013. As at September 30, 2013, the Corporation had $182,600 (Australian dollars) on deposit with the Northern Territory government pertaining to various environmental and abandonment deposits. Management expects to have the $182,600 (Australian dollars) returned to the Corporation in due course now that Statoil has assumed operatorship.

Impairment

	Nine months ended September 30, 2013	Nine months ended September 30, 2012
Impairment of goodwill	9,149,570	-
Impairment of exploration and evaluation assets	59,688,345	-
	68,837,915	**-**

The Corporation's goodwill at September 30, 2013 has been assessed for impairment. All of the Corporation's goodwill has been impaired. The execution of the Amended Farm-in Agreement with

Statoil indicated that the aggregated carrying value of the goodwill exceeded the fair value less costs to sell. Accordingly, impairment of $9,149,570 was recorded for the nine month ended September 30, 2013 (three and nine months ended September 30, 2012 - nil).

The Corporation's exploration and evaluation assets at September 30, 2013 have been assessed for impairment. The execution of the Amended Farm-in Agreement with Statoil indicated that the aggregated carrying value of the Corporation's exploration and evaluation assets exceeded the fair value less costs to sell. Accordingly, impairment of $59,688,345 was recorded for the nine month ended September 30, 2013 (three and nine months ended September 30, 2012 - nil).

Exploration and Evaluation Assets

Exploration and evaluation assets at December 31, 2012 totaled $112,614,425 as compared to $44,171,490 at September 30, 2013. The execution of the Amended Farm-in Agreement with Statoil indicated that the aggregated carrying value of the Corporation's exploration and evaluation assets exceeded the fair value less costs to sell. Accordingly, impairment of $59,688,345 was recorded. Exploration and evaluation asset expenditures incurred during the three and nine months ended September 30, 2013 totaled negative $86,079 and $10,003 due to capital over accruals in the prior year. The remainder of the decrease in exploration and evaluation assets relates entirely to foreign exchange translation.

Goodwill

The following table summarizes the Corporation's goodwill:

	September 30, 2013 ($)	**December 31, 2012 ($)**
Cost		
Balance, January 1	8,917,774	8,946,231
Additions	-	-
Dispositions	-	-
Foreign currency translation	231,796	(28,457)
Balance, period end	**9,149,570**	**8,917,774**
Accumulated impairment losses:		
At January 1	**-**	**-**
Impairment losses recognized in the year	(9,149,570)	**-**
Balance, period end	**(9,149,570)**	**-**
Net book value, period end	**-**	**8,917,774**

Goodwill was assessed for impairment as at September 30, 2013. The execution of the Amended Farm-in Agreement indicated that the aggregated carrying value of the goodwill exceeded the fair value less costs to sell. Accordingly, impairment of $9,149,570 was recorded.

Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities at September 30, 2013 totaled $3,250,617 as compared to $3,787,574 at December 31, 2012. The decrease in accounts payable at the end of the current quarter was due to slightly lower activity levels relating to drilling and seismic operations as at September 30, 2013 in comparison to December 31, 2012. The following tables summarize the Corporation's accounts payable and accrued liabilities:

	September 30, 2013 ($)	**December 31, 2012 ($)**
Accrued liabilities	247,673	2,240,733
Trade payables	3,002,944	1,546,841
	3,250,617	**3,787,574**

Decommissioning Liabilities

Decommissioning liabilities at December 31, 2012 totaled $1,742,709 as compared to nil at September 30, 2013. The Corporation has estimated that the total undiscounted amount of cash flows required to settle its decommissioning liabilities at September 30, 2013 was nil (December 31, 2012 - $1,830,571). In accordance with the Amended Farm-in Agreement with Statoil, the Corporation is no longer financially obligated for the decommissioning liabilities associated with these assets. Changes to the decommissioning liabilities were as follows:

	September 30, 2013	**December 31, 2012**
	($)	**($)**
Balance, beginning of period	**1,742,709**	596,680
Liabilities incurred	-	419,436
Liabilities settled	-	(96,000)
Revision to estimates	(1,763,770)	791,622
Accretion	21,061	30,971
Balance, end of year	**-**	**1,742,709**

Deferred Tax Liability

During the nine months ended September 30, 2013, impairment of $68,837,915 was recorded by the Corporation as a result of the execution of the Amended Farm-in Agreement with Statoil. The reduction of the carrying value of the Corporation's goodwill and exploration and evaluation assets has resulted in a deferred tax recovery of $15,090,780 for the nine months ended September 30, 2013 because the tax basis of the Corporation's assets now exceeds the accounting basis. The Corporation's deferred tax asset has not been recorded due to lack of certainty over future earnings.

General and Administrative Expense

General and administrative ("G&A") expense for the three and nine months ended September 30, 2013 totaled $1,531,045 and $3,754,220 as compared to $1,172,674 and $4,003,405 for the three and nine months ended September 30, 2012. The decrease in general and administrative expense over the same

nine month period in the prior year relates to decreased staffing levels as a result of less operating activities in the current year in comparison to the prior year. In addition, toward the end of the first quarter of 2013 the Corporation moved its Adelaide office location in order to help reduce operating overhead costs. The increase in general and administrative expense over the same three month period in the prior year relates to employee termination costs associated with closing the Corporation's Adelaide office as a result of Statoil assuming operatorship on September 1, 2013.

Foreign Exchange Gain/Loss

The Corporation recorded a foreign exchange (gain)/loss of $(6,133) and $10,759 for the three and nine months ended September 30, 2013 as compared to losses of $291,796 and $447,027 for the three and nine months ended September 30, 2012. The loss pertains almost entirely to Australian dollar cash that was held by the parent Corporation throughout the periods.

Share-Based Compensation

Share-based compensation expense for the three and nine months ended September 30, 2013 totaled $24,147 and $237,514 as compared to $297,749 and $1,278,404 for the three and nine months ended September 30, 2012. The decrease in share-based compensation expense pertains to the fact that 4,165,834 stock options were outstanding at September 30, 2013 as compared to 4,416,668 at September 30, 2012. In addition, no options were granted during the three and nine months ended September 30, 2013 as compared to 500,000 options that were granted during the nine months ended September 30, 2012.

Depreciation

Depreciation expense for the three and nine months ended September 30, 2013 totaled $2,401 and $30,087 as compared to $13,344 and $39,369 for the three and nine months ended September 30, 2012. Overall, depreciation expense for the three and nine months ended September 30, 2013 and 2012 were as expected by management.

Finance Income

Finance income for the three and nine months ended September 30, 2013 totaled $69,049 and $156,108 as compared to $68,862 and $255,939 for the three and nine months ended September 30, 2012. Overall, the finance income for the three and nine months ended September 30, 2013 and 2012 were as expected by management given the levels of cash on hand during the respective quarters.

Finance Costs

Finance costs for the three and nine months ended September 30, 2013 totaled $2,097 and $28,998 as compared to $10,006 and $33,007 for the three and nine months ended September 30, 2012. Overall, the finance costs for the comparable years were as expected by management given the levels of banking activity. Also included in finance costs was accretion expense of nil and $21,061 for the three and nine months ended September 30, 2013 ($9,798 and $24,332 for the three and nine months ended September 30, 2012), relating to the Corporation's drilling and seismic operations in Australia resulting in future reclamation costs required to be included on the balance sheet as future decommissioning liabilities. In

accordance with the Amended Farm-in Agreement with Statoil, the Corporation is no longer financially obligated for the decommissioning liabilities associated with these assets.

Net Loss

The Corporation recorded a net loss for the three and nine months ended September 30, 2013 of $1,483,345 and $57,654,047 as compared to a net loss of $1,729,533 and $5,436,471 for the same periods in the prior year. As the Corporation is in the exploration phase, there is currently no oil and natural gas producing properties from which to generate revenues. The Corporation's net loss for the period was generated primarily from impairment expense (non-cash), share-based compensation expense (non-cash) and G&A expenses including salaries, office costs, and travel costs. The net loss per share (basic and diluted) for the three and nine months ended September 30, 2013 was $0.02 and $0.73 per share as compared to $0.03 and $0.08 per share for the same periods in the prior year.

Comprehensive Loss

The Corporation recorded comprehensive losses for the three and nine months ended September 30, 2013 of $1,684,940 and $63,789,976 as compared to comprehensive losses of $3,854,107 and $6,948,933 for the three and nine months ended September 30, 2012. The difference between net loss from operations and comprehensive loss is comprised entirely of other comprehensive income relating to the revaluation of the Corporation's subsidiaries' assets and liabilities in accordance with the Corporation's accounting policy on foreign exchange gains and losses. During the three and nine months ended September 30, 2013, the Australian dollar relative to the Canadian dollar weakened from CAD $1.034 at December 31, 2012 to CAD $0.959 at September 30, 2013 resulting in a loss on the conversion of the Corporation's Australian assets net of a gain incurred on the conversion of the Corporation's Australian liabilities. For the three and nine months ended September 30, 2012, the Australian dollar relative to the Canadian dollar weakened slightly from CAD $1.037 at December 31, 2011 to CAD $1.020 at September 30, 2012 resulting in a loss on the conversion of the Corporation's Australian assets net of a gain incurred on the conversion of the Corporation's Australian liabilities.

Common share information

Weighted average outstanding common shares

	Nine months ended September 30, 2013	Nine months ended September 30, 2012
Basic and diluted[(1)]	79,400,768	65,103,182

[(1)] *As the Corporation has losses for all periods referenced above, no addition is made to the basic weighted average number of common shares when calculating diluted weighted average number of common shares as the diluted per common share amounts are anti-dilutive.*

Liquidity and capital resources

The diluted numbers of common shares outstanding at September 30, 2013 and December 31, 2012 were as follows:

	November 27, 2013	September 30, 2013	December 31, 2012
Common shares	79,600,768	79,400,768	79,400,768
Warrants	15,384,615	15,384,615	15,384,615
Options	7,925,834	4,165,834	4,259,167
Total common shares (diluted)	**102,911,217**	**98,951,217**	**99,044,550**

As at September 30, 2013, the Corporation had $7,415,665 in cash and cash equivalents. The source of the Corporation's net working capital of $8,165,835 is a result of the private placement funds received in September 2012.

With current working capital on hand and the completion of the Amended Farm-in Agreement with Statoil, the Corporation expects to have adequate funding to provide for general operations and to meet the Corporation's minimum work requirements with the government of the Northern Territory of Australia for a period of at least 12 months. With Statoil assuming operatorship on September 1, 2013 and committing to fund the Corporation's share of the 2014 work program and budget, the Corporation is well position financially.

The Corporation has 4,165,834 stock options and 15,384,615 warrants issued and outstanding as at September 30, 2013 at strike prices ranging from $0.25 to $3.60. However, all of these potentially dilutive securities were out-of-the-money at September 30, 2013 and at the date of this MD&A.

Material Contracts, Commitments and Contingencies

EP 103 Minimum Work Plan Commitment

In accordance with the terms of the EP 103 agreement with the government of the Northern Territory of Australia, the Corporation has the following minimum work commitments and timelines:

Year	Start	End	Minimum work requirements	Status as at September 30, 2013
Year 5	May 21, 2012	May 20, 2014	Drill one exploration well	Outstanding

EP 104 Minimum Work Plan Commitment

In accordance with the terms of the EP 104 agreement with the government of the Northern Territory of Australia, the Corporation has the following minimum work commitments and timelines:

Year	Start	End	Minimum work requirements	Status as at September 30, 2013
Year 5	May 21, 2012	May 20, 2014	Drill one exploration well	Outstanding

EP 127 Minimum Work Plan Commitments

In accordance with the terms of the EP 127 agreement with the government of the Northern Territory, Australia, the Corporation has the following minimum work commitments and timelines:

Year	Start	End	Minimum work requirements	Status as at September 30, 2013
Year 4	December 14, 2011	December 13, 2014	Acquire seismic data or drill a well	Completed
Year 5	December 14, 2012	December 13, 2015	Drill an exploration well	Outstanding

EP 128 Minimum Work Plan Commitments

In accordance with the terms of the EP 128 agreement with the government of the Northern Territory, Australia, the Corporation has the following minimum work commitments and timelines:

Year	Start	End	Minimum work requirements	Status as at September 30, 2013
Year 3	June 14, 2010	December 13, 2013	Acquire seismic data	Completed
Year 4	December 14, 2011	June 13, 2014	Drill an exploration well	Outstanding
Year 5	June 14, 2013	June 13, 2015	Drill an exploration well	Outstanding

After satisfying the five year minimum work requirements for each of the exploration permits, the acreage is subject to relinquishment provisions. However, each of the exploration permits can enter into up to two additional five year work terms subject to the Corporation successfully renegotiating new minimum work requirements with the Northern Territory government.

EPA 213 and EPA 252

EPA 213 and EPA 252 are currently in a moratorium, so the Corporation and its joint venture partner are unable to access these leases to commence operations at this time.

Statoil Farm-In Agreement

On June 10, 2013, the Corporation entered into the Amended Farm-in Agreement with Statoil whereby Statoil committed to spend the next US$50 million throughout the remainder of 2013 and 2014. Pursuant to the Amended Farm-in Agreement, Statoil has been transferred 80% of the Corporation's working interests in EP 103, EP 104, EP 127 and EP 128 and in EPA 213 and EPA 252 in exchange for exploration program related payments and carried costs of up to US$175.0 million over three phases to the end of 2016.

Under the terms of the Amended Farm-in Agreement, up to the next US$160 million of exploration costs will be fully funded by Statoil as follows:

<u>Phase 1 & 2A (2013 and 2014):</u>

- Statoil will spend the next US$50 million on exploration (PetroFrontier – nil) and assumed operatorship on September 1, 2013
- At the end of Phase 2A, Statoil will have the option to continue to Phase 2B; if Statoil elects not to continue, it must return to PetroFrontier 50% of its former working interest in the Permits, such that ownership will then be: Statoil (30%), PetroFrontier (70%)

<u>Phase 2B (2015):</u>

- Upon proceeding to Phase 2B, Statoil will spend the next US$30 million on exploration (PetroFrontier – nil)
- At the end of Phase 2B, Statoil will have the option to continue to Phase 3; if Statoil elects not to continue to Phase 3, then it must return to PetroFrontier 25% of its former working interest in the Permits, such that ownership will then be Statoil (55%), PetroFrontier (45%)

<u>Phase 3 (2016):</u>

- Upon proceeding to Phase 3, Statoil will spend the next US$80 million on exploration (PetroFrontier – nil)
- At the end of Phase 3, Statoil will own 80% and PetroFrontier will own 20% of PetroFrontier's former working interest in the Permits

At the end of Phase 3, Statoil will have completed its funding obligations under the Amended Farm-in Agreement and the sharing of future costs between Statoil and PetroFrontier will be based on their then respective ownership interests.

As at September 30, 2013, the Corporation had the following material contracts and commitments:

	Total	**2013**	**2014**	**2015**	**2016**	**2017**
EP 103 minimum commitments	**999,543**	-	999,543	-	-	-
EP 104 minimum commitments	**981,129**	-	981,129	-	-	-
EP 127 minimum commitments	**981,129**	-	-	981,129	-	-
EP 128 minimum commitments	**1,865,391**	-	940,464	924,927	-	-
	4,827,192	**-**	**2,921,136**	**1,906,056**	**-**	**-**

The amounts referenced above represent the Corporation's minimum commitments under EP 103, EP 104, EP 127 and EP 128 given the Corporation's current working interest in these respective leases. However, all of these minimum commitments are expected to be fully funded by Statoil as part of the 2014 work program and budget in accordance with the Amended Farm-in Agreement.

During the three and nine months ended September 30, 2013, the Corporation expensed $45,415 and $246,013 relating to operating leases it maintained throughout the year.

Segmented Information

The Corporation has a foreign subsidiary and the following geographical segmented information is provided:

	Three months ended September 30, 2013		Three months ended September 30, 2012	
	Canada ($)	Australia ($)	Canada ($)	Australia ($)
EXPENSES				
General and administrative	902,459	628,586	825,976	346,698
(Gain)/loss on marketable securities	(1,163)	-	12,826	-
Foreign exchange (gain)/loss	(6,133)	-	291,796	-
Financial derivative instruments	-	-	-	-
Share-based compensation	24,147	-	297,749	-
Depreciation	210	2,191	343	13,001
Impairment	-	-	-	-
Results from operating activities	919,520	630,777	1,428,690	359,699
Finance income	1,516	67,533	14,674	54,188
Finance costs	(272)	(1,825)	2,931	(12,937)
Net finance income	1,244	65,708	17,605	41,251
Net loss before taxes	(918,276)	(565,069)	(1,411,085)	(318,448)
Deferred tax recovery	-	-	-	-
NET LOSS	**(918,276)**	**(565,069)**	**(1,411,085)**	**(318,448)**
Exploration and evaluation assets (end of period)	-	44,171,490	-	107,691,436
Exploration and evaluation expenditures	-	(86,079)	-	6,223,102
Total assets (end of period)	685,727	54,931,373	6,565,400	148,027,091
Total liabilities (end of period)	17,312	3,233,305	261,156	38,680,056

	Nine months ended September 30, 2013		Nine months ended September 30, 2012	
	Canada ($)	Australia ($)	Canada ($)	Australia ($)
EXPENSES				
General and administrative	1,742,201	2,012,019	1,804,203	2,199,202
(Gain)/loss on marketable securities	1,442	-	41,829	-
Foreign exchange loss	10,759	-	447,027	-
Financial derivative instruments	-	-	(150,631)	-
Share-based compensation	237,514	-	1,278,404	-
Depreciation	594	29,493	740	38,629
Impairment	-	68,837,915	-	-
Results from operating activities	1,992,510	70,879,427	3,421,572	2,237,831
Finance income	6,749	149,359	97,962	157,977
Finance costs	(722)	(28,276)	(1,041)	(31,966)
Net finance income	6,027	121,083	96,921	126,011
Net loss before taxes	(1,986,483)	(70,758,344)	(3,324,651)	(2,111,820)
Deferred tax recovery	-	15,090,780	-	-
NET LOSS	**(1,986,483)**	**(55,667,564)**	**(3,324,651)**	**(2,111,820)**
Exploration and evaluation assets (end of period)	-	44,171,490	-	107,691,436
Exploration and evaluation expenditures	-	(10,003)	-	12,360,956
Total assets (end of period)	685,727	54,931,373	6,565,400	148,027,091
Total liabilities (end of period)	17,312	3,233,305	261,156	38,680,056

Off Balance Sheet Arrangements

The Corporation had no guarantees or off-balance sheet arrangements except for certain lease agreements that were entered into in the normal course of operations. All leases are treated as operating leases whereby the lease payments are included in operating expenses or general and administrative expenses depending on the nature of the lease. No asset or liability value has been assigned to these leases on the balance sheet as at September 30, 2013. The total future obligation from these operating leases is described above in the section "Material Contracts, Commitments and Contingencies".

Related Party Transactions

In accordance with the terms of an Administrative Services Agreement ("ASA"), Rodinia Oil Corp. ("Rodinia") provides certain administrative services and office accommodations to the Corporation and vice versa on a cost recovery basis. ASA charges are recorded to general and administrative expenses in the Corporation's financial statements. For the three and nine months ended September 30, 2013, the Corporation was charged nil and $135,906 of ASA expense, respectively. As at September 30, 2013, $52,259 was receivable from Rodinia.

Accounting Estimates

Management of the Corporation is responsible for applying judgment in preparing accounting estimates. Certain estimates and related disclosures included within the consolidated financial statements are particularly sensitive because of their significance to the consolidated financial statements and because of the possibility that future events affecting them may differ significantly from management's current judgments. The following are significant accounting estimates:

- In regard to stock-based compensation the Corporation has estimated the volatility, expected life and risk-free interest rates of the stock-based compensation.

- The carrying value of petroleum and natural gas properties is limited to the future expected cash flows from the properties. If it is determined that carrying values of petroleum and natural gas properties cannot be recovered from future cash flows, the asset is written down to its estimated fair value via a charge to earnings.

- The determination of the Corporation's income and other tax liabilities and assets requires interpretation of complex laws and regulations often involving multiple jurisdictions. All tax filings are subject to audit and potential reassessment after the lapse of considerable time. Accordingly, the actual income tax liability may differ significantly from that estimated and recorded.

Change in Accounting Policies

On January 1, 2013, the Corporation adopted new standards with respect to consolidations (IFRS 10), joint arrangements (IFRS 11), disclosure of interests in other entities (IFRS 12), fair value measurements (IFRS 13) and amendments to financial instrument disclosures (IFRS 7). The adoption of these standards had no impact on the amounts recorded in the financial statements as at January 1, 2013 or on the comparative periods.

The Corporation has adopted the amendments to IAS 1, Presentation of Financial Statements which require the Corporation to group other comprehensive income items by those that will be reclassified subsequently to profit or loss and those that will not be reclassified. These changes did not result in any adjustments to other comprehensive income or comprehensive income.

Disclosure Controls and Procedures

Management has designed disclosure controls and procedures to provide a reasonable level of assurance that material information relating to the Corporation is made known to the Chief Executive Officer and the Chief Financial Officer by others within the Corporation, particularly during the period in which the annual and interim filings of the Corporation are being prepared, in an accurate and timely manner in order for the Corporation to comply with its disclosure and financial reporting obligations. Consistent with the concept of reasonable assurance, the Corporation recognizes that the relative cost of maintaining these controls and procedures should not exceed their expected benefits. As such, the Corporation's disclosure controls and procedures can only provide reasonable assurance, and not absolute assurance, that the objectives of such controls and procedures are met.

Internal Controls over Financial Reporting

The Chief Executive Officer and Chief Financial Officer of the Corporation are responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. While management of the Corporation has put in place certain plans and procedures to mitigate the risk of a material misstatement in the Corporation's financial reporting, a system of internal controls can provide only reasonable, not absolute, assurance that the objectives of the control system are met, no matter how well conceived or operated. No changes were made to the Corporation's internal control over financial reporting during the year ended December 31, 2012 that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Business Risks and Uncertainties

The Corporation's business is subject to risks inherent in oil and natural gas exploration and development operations. In addition, there are risks associated with the Corporation's current and future operations in the foreign jurisdictions in which it operates. The Corporation has identified certain risks pertinent to its business including: exploration and reserve risks, drilling and operating risks, changes to regulatory requirements, costs and availability of materials and services, capital markets and the requirement for additional capital, loss of or changes to joint venture or related agreements, economic and sovereign risks, reliance on joint venture partners, market risk, volatility of future oil and natural gas prices and foreign currency risk.

Exploration, Development and Production Risks

Oil and natural gas operations involve many risks that even a combination of experience, knowledge and careful evaluation may not be able to overcome. The long-term commercial success of the Corporation depends on its ability to find, acquire, develop and commercially produce oil and natural gas reserves. Without the continual addition of new reserves, any existing reserves that the Corporation may have at any particular time and the production therefrom will decline over time as such existing reserves are exploited. A future increase in the Corporation's reserves will depend not only on its ability to explore and develop any properties it may have from time to time, but also on its ability to select and acquire suitable producing properties or prospects. No assurance can be given that the Corporation will be able to continue to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions

or participations are identified, the Corporation may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomical. There is no assurance that commercial quantities of oil and natural gas will be discovered or acquired by the Corporation.

Future oil and natural gas exploration may involve unprofitable efforts, not only from dry wells, but from wells that are productive but do not produce sufficient revenues to return a profit after drilling, operating and other costs. Completion of a well does not assure a profit on the investment or recovery of drilling, completion and operating costs. In addition, drilling hazards or environmental damage could greatly increase the cost of operations, and various field operating conditions may adversely affect the production from successful wells. These conditions include delays due to weather or environmental conditions, land owner access issues and in obtaining governmental and other approvals or consents, insufficient storage or transportation capacity or other geological and mechanical conditions. While diligent well supervision and effective maintenance operations can contribute to maximizing production rates over time, production delays and declines from normal field operating conditions cannot be eliminated and can be expected to adversely affect revenue and cash flow levels to varying degrees.

Limited Operating and Earnings History

The Corporation only recently commenced operations in Australia and has no earnings history. Accordingly, the Corporation has no operating history in the oil and gas industry in Australia and has no meaningful, historical financial information or record of performance. The Corporation's business plan requires significant expenditure, particularly capital expenditure, in its oil and gas establishment phase. Any future profitability from the Corporation's business will be dependent upon the successful development of the Corporation's lands, and there can be no assurance that the Corporation will achieve profitability in the future. There are no known quantities of oil or natural gas reserves on the Corporation's properties.

Investment Risks

Revenues, other than interest on unused funds, may not occur for some time, if at all. The timing and extent of these is variable and uncertain and accordingly the Corporation is unable to predict when, if at all, profitability will be achieved. An investment in the Common Shares is highly speculative and should only be made by persons who can afford a significant or total loss of their investment.

History of Losses

The Corporation has historically incurred losses from operations. As at September 30, 2013, the Corporation had a cumulative deficit of $78,480,779. There can be no assurance that the Corporation will achieve profitability in the future. In addition, should the Corporation be unable to continue as a going concern, realization of assets and settlement of liabilities other than in the normal course of business may be at amounts significantly different from those in the financial statements.

Cash Flow from Operations

The cash flow used in operations before changes in non-cash working capital of the Corporation for the three and nine months ended September 30, 2013 was $1,524,912 and $3,764,979. The Corporation has a

history of negative cash flow from operations and the inability of the Corporation to generate positive operating cash inflow in the future could have a material adverse impact on its business, operations and prospects.

Competition

Oil and gas exploration is intensely competitive in all phases and involves a high degree of risk. The Corporation competes with numerous other participants in the search for, and the acquisition of, oil and natural gas properties. The Corporation's competitors include oil and natural gas companies that have substantially greater financial resources, staff and facilities than those of the Corporation. Currently the Corporation is insulated from competition on the lands which it currently holds due to the nature of the proprietary exploration rights granted by the governing bodies under the various licenses and permits, however the Corporation may face competition on surrounding lands if it seeks to increase its land position to acquire other prospective leads. The Corporation may also face competition from competitors on lands which it currently holds a license or permit for in the event that, as a condition of the license or permit, it is required to partially relinquish certain of the lands. In this circumstance, if the Corporation elects to re-apply for such permits or licenses, there are no assurances that the Corporation will be successful. The Corporation's ability to add reserves in the future will depend not only on its ability to explore and develop its present properties, but also on its ability to select and acquire suitable producing properties or prospects for exploratory drilling. Competitive factors in the distribution and marketing of oil and natural gas include price and methods and reliability of delivery. Competition may also be presented by alternate fuel sources.

Delays in Business Operations

In addition to the usual delays in payments by purchasers of oil and natural gas to the Corporation or to the operators, and the delays by operators in remitting payment to the Corporation, payments between these parties may be delayed due to restrictions imposed by lenders, accounting delays, delays in the sale or delivery of products, delays in the connection of wells to a gathering system, adjustment for prior periods, or recovery by the operator of expenses incurred in the operation of the properties. Any of these delays could reduce the amount of cash flow available for the business of the Corporation in a given period and expose the Corporation to additional third party credit risks.

Availability of Drilling Equipment and Access

Oil and natural gas exploration and development activities are dependent on the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for such limited equipment or access restrictions may affect the availability of such equipment to the Corporation and may delay exploration and development activities. Recent industry conditions have led to extreme shortages of drilling equipment in certain areas. To the extent that the Corporation is not the operator of its oil and natural gas properties, the Corporation will be dependent on such operators for the timing of activities related to such properties and may be unable to direct or control the activities of the operators.

Expiration of Permits, Applications and Authorities

The Corporation's properties will be held in the form of permits, licenses, applications, authorities and working interests in permits, licenses, applications and authorities. If the Corporation or the holder of the permits, licenses, applications and authorities fails to meet the specific requirement of the permits, licenses, applications or authorities, the permits, licenses, applications or authorities may terminate or expire. There can be no assurance that the obligations required to maintain each of the permits, licenses, applications and authorities will be met. The termination or expiration of the Corporation's permits, licenses, applications and authorities or the working interests relating to the permits, licenses, applications and authorities may have a material adverse effect on the Corporation's results of operations and business.

Operational Dependence

In the future Statoil will operate all of the assets in which the Corporation has an interest. As a result, the Corporation may have limited ability to exercise influence over the operation of such assets or their associated costs, which could adversely affect the Corporation's financial performance. Therefore, the Corporation's return on the assets operated by others will depend upon a number of factors that may be outside of the Corporation's control, including the timing and amount of capital expenditures, the operator's expertise and financial resources, the approval of other participants, the selection of technology and risk management practices.

Reliance on Key Personnel

The Corporation's success will depend in large measure on the performance of the Board and other key personnel. The loss of services of such individuals could have a material adverse affect on the Corporation. The Corporation does not have key person insurance in effect for management. The contributions of these individuals to the immediate operations of the Corporation are likely to be of central importance. In addition, the competition for qualified personnel in the oil and natural gas industry is intense and there can be no assurance that the Corporation will be able to continue to attract and retain all personnel necessary for the development and operation of its business. Investors must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of the Corporation.

Assessments of Value of Acquisitions

Acquisitions of oil and natural gas issuers and oil and natural gas assets are typically based on engineering and economic assessments made by independent engineers and the Corporation's own assessments. These assessments will include a series of assumptions regarding such factors as recoverability and marketability of oil and gas, future prices of oil and gas and operating costs, future capital expenditures and royalties and other government levies which will be imposed over the producing life of the reserves. Many of these factors are subject to change and are beyond the Corporation's control. In particular, the prices of, and markets for, oil and natural gas products may change from those anticipated at the time of making such assessment. In addition, all such assessments involve a measure of geological and engineering uncertainty which could result in lower than anticipated production and reserves. Initial assessments of acquisitions may be based on reports by a firm of independent engineers that are not the same as the firm that the Corporation may use for its year-end reserve evaluations. Because each of these firms may have different evaluation methods and approaches, these initial

assessments may differ significantly from the assessments of the firm used by the Corporation. Any such instance may offset the return on and value of the Common Shares.

Estimate of Fair Market Value

There are numerous uncertainties inherent in an estimate of fair market value including many factors beyond the Corporation's control. The valuations herein represent estimates only. In general, estimates are based upon a number of variable factors and assumptions, such as engineering and geophysical information pertaining to hydrocarbon potential, current material contracts of the Corporation, production history of competitors on similar land positions, access to lands, availability, timing and amount of capital expenditures, marketability of oil and natural gas, royalty rates, the assumed effects of regulation by governmental agencies, and future operating costs, all of which may vary from actual results. All such estimates are to some degree speculative, and are only attempts to define the degree of speculation involved.

Third Party Credit Risk

The Corporation is or may be exposed to third party credit risk through its contractual arrangements with its current or future joint venture partners, marketers of its petroleum and natural gas production and other parties. In the event such entities fail to meet their contractual obligations to the Corporation, such failures could have a material adverse effect on the Corporation and its cash flow from operations.

Joint Venture

The Corporation may become a party to joint venture operating agreements in the future. Under these agreements, the Corporation may be required to adapt into programs and budgets, with which it does not necessarily agree or have the cash resources to fund. However, in these circumstances the Corporation would be able to elect to not participate in such programs, but in doing so would be subject to certain penalty criteria. It may also be required to contribute to any increases in capital expenditure requirements and/or operating costs. Furthermore, the situation could arise where any or all joint venture parties are unable to fund their pro rata contributions to expenditure, in which case the Corporation may have to make increased contributions to ensure that the program succeeds.

The Corporation will be required under joint operating agreements to pay its percentage interest of all costs and liabilities incurred by the joint venture in connection with the joint venture activity. In common with the other joint venture parties, if the Corporation fails to pay its share of any costs and liabilities it may be deemed to have withdrawn from the joint venture and may have to transfer its interests in the exploration permits and the joint operation agreements to the other joint venture participants.

Management of Growth

The Corporation may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Corporation to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Corporation to deal with this growth could have a material adverse impact on its business, operations and prospects.

Insurance

Oil and natural gas exploration, development and production operations are subject to all the risks and hazards typically associated with such operations, including hazards such as fire, explosion, blowouts, cratering, sour gas releases and spills, each of which could result in substantial damage to oil and natural gas wells, production facilities, other property and the environment or in personal injury. In accordance with industry practice, the Corporation is not fully insured against all of these risks, nor are all such risks insurable. Prior to conducting any operations, the Corporation will obtain insurance in accordance with industry standards to address certain of these risks. However, such insurance has limitations on liability that may not be sufficient to cover the full extent of such liabilities. In addition, such risks may not be insurable in all circumstances or, in certain circumstances, the Corporation may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of any such uninsured liabilities would reduce the funds available to the Corporation. The occurrence of a significant event that the Corporation is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on the Corporation's financial position, results of operations or prospects.

Corporate Matters

The Corporation does not anticipate the payment of any dividends on the Common Shares for the foreseeable future. Certain directors and officers of the Corporation are also directors and officers of other oil and natural gas companies involved in natural resource exploration and development, and conflicts of interest may arise between their duties as directors and officers of the Corporation and as directors and officers of such other companies. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as applicable under the Alberta Business Corporations Act.

Title to Properties

Title to oil and natural gas interests is often not capable of conclusive determination without incurring substantial expense. Although title reviews will be done according to industry standards prior to the purchase of most oil and natural gas producing properties or the commencement of drilling wells, such reviews do not guarantee or certify that an unforeseen defect in the chain of title will not arise to defeat the claim of the Corporation. To the extent title defects do exist, it is possible the Corporation may lose all or a portion of its right, title, estate and interest in and to the properties to which the title relates.

Additional Funding Requirements

In accordance with the Amended Farm-in Agreement, Statoil has committed to funding 100% of the Corporation's share of the 2013 and 2014 capital expenditure programs. However, subsequent to 2014 Statoil may elect to exit the Amended Farm-in Agreement, which may bring into question the economic viability of the Corporation's assets. As a result, the Corporation may require additional financing in order to carry out its oil and natural gas exploration and development activities. Failure to obtain such financing on a timely basis could cause the Corporation to have limited ability to expend the capital necessary to undertake or complete future exploration programs, forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations. There can be no assurance that debt or equity financing or cash generated by operations will be available or sufficient to meet these

requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Corporation. Moreover, future activities may require the Corporation to alter its capitalization significantly.

Currency

From time to time the Corporation may exchange Canadian currency to Australian currency and vice versa; however, the Corporation will not benefit from the fluctuating exchange rates of the Australian dollar in comparison to the Canadian dollar after the currency exchange.

Dilution

The Corporation may make future acquisitions or enter into financing or other transactions involving the issuance of securities of the Corporation which may be dilutive to existing shareholders.

Regulatory

Oil and natural gas operations (exploration, production, pricing, marketing and transportation) are subject to extensive controls and regulations imposed by various levels of government that may be amended from time to time. The Corporation's operations require licenses and permits from various governmental authorities. There can be no assurance that the Corporation will be able to obtain all necessary licenses and permits that may be required to carry out exploration and development of its projects.

In Australia, government policies and regulations vary in different states and between different governing bodies in relation to exploration, mining and marketing. The Corporation's activities will require compliance with various laws, both state and those of the Commonwealth of Australia, relating to, among other things, the protection of the environment, Aboriginal heritage and culture, native title, the protection of workers and the public. Changes in government, government policies and legislation could have a material adverse affect on the Corporation.

In particular, in order to pursue its exploration programs in Australia, the Corporation may require approval from government and non-government bodies to facilitate access to any blocks and tenements in which it has an interest. Any tenements residing within reserves, including national parks and conservation reserves, which are subject to state and Commonwealth legislation, could be subject to a change in legislation that could have a material adverse effect on the Corporation. In addition, any tenements residing in areas which are subject to government policies regarding national defense or of any other particular national interest to Australia may be subject to access requirements that could result in a material adverse affect on the Corporation.

The Corporation's licenses, permits and authorizations will be subject to applications for renewal in accordance with their terms. Where a licensee has not complied with the conditions to which an exploration permit is subject, or any directions given by the relevant Minister and the Minister is not satisfied that circumstances exist that justify the granting of the renewal of the permit, the Minister may refuse to grant a renewal of a permit. Where a Minister is satisfied that a commercially exploitable accumulation of petroleum may occur in an exploration permit area, the Minister may require the licensee to apply for a production license. A Minister may also refuse to grant a production license, or may grant a production license subject to such conditions as the Minister sees fit. If a permit is not renewed or a

production license is not granted or granted subject to unfavorable conditions, the Corporation may suffer significant damage through loss of the opportunity to develop and discover that tenement and this could have an adverse affect on the Corporation's business plan.

Rights to licenses, permits and authorities held by the Corporation carry with them various obligations in regard to minimum expenditure levels and responsibilities in respect of the environment and safety generally. Failure to observe such requirements could prejudice the right to maintain title to a given area.

Environmental

All phases of the oil and natural gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of federal, provincial and local laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with oil and natural gas operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and the potential for increased capital expenditures and operating costs. The discharge of oil, natural gas or other pollutants into the air, soil or water may give rise to liabilities to governments and third parties and may require the Corporation to incur costs to remedy such discharge. Generally, Australian state and territory legislation and associated regulations include provisions for the regulation of activities on petroleum tenement lands. Statutory provisions require petroleum tenement lands to be protected and rehabilitated to ensure that environmental damage is avoidable or minimal where authorized. These provisions may require approvals and consents to be obtained before certain lands may be accessed and explored. In addition, each state and territory government may impose a wide range of obligations on tenement holders to ensure that petroleum operations comply with various environmental standards and requirements.

No assurance can be given that environmental laws will not result in a curtailment of future production (if any) or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Corporation's financial condition, results of operations or prospects.

Changes in Legislation

The return on an investment in securities of the Corporation is subject to changes in Canadian and Australian tax laws and government incentive programs and there can be no assurance that such laws or programs will not be changed in a manner that adversely affects the Corporation or the holding and disposing of the securities of the Corporation.

Legislation and regulations continue to be introduced by government and government agencies concerning the security of industrial facilities, including oil and natural gas facilities. The Corporation's operations may be subject to such laws and regulations. Presently, it is not possible to accurately estimate the costs the Corporation could incur to comply with any such laws or regulations, but such expenditures could be substantial.

Income Taxes

The Corporation will file all required income tax returns and believes that it will be in full compliance with the provisions of the Tax Act and all other applicable tax legislation. However, such returns are subject to reassessment by applicable taxation authorities. In the event of a successful reassessment of the Corporation, whether by re-characterization of exploration and development expenditures or otherwise, such reassessment may have an impact on current and future taxes payable.

Aboriginal Heritage

The procedures and regulatory powers set forth in applicable laws relating to Aboriginal heritage in Australia may delay, limit or prevent oil and gas exploration activities in Australia. Such procedures and powers, to the extent they affect the Corporation, may have an adverse effect on the Corporation's financial condition, results of operations or prospects.

Integrity of Disclosure

The Corporation's management maintains appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete and reliable.

The Board is responsible for ensuring that management fulfills its responsibilities. The Audit Committee fulfills its role of ensuring the integrity of the reported information through its review of the audited consolidated financial statements. The Board approves the annual audited consolidated financial statements and MD&A on the recommendation of the Audit Committee. The Corporation has approved and distributed to all staff a series of policy papers that include Code of Business Conduct and Ethics, Whistle Blower Policy and Procedures, Insider Trading and Reporting Guidelines, Disclosure Policy and Board Control System. Terms of References define Audit Committee and Compensation and Governance Committees. The Corporation has a defined Board Mandate. All consultant contracts are current and approved by independent members of the Board.

Additional Information

Additional information on the Corporation can be accessed at www.sedar.com or from the Corporation's website at www.petrofrontier.com or by contacting the Corporation at PetroFrontier Corp., Suite 320, 715 – 5th Avenue S.W., Calgary, Alberta T2P 2X6.