

**CROWN POINT VENTURES LTD.**  
**Condensed Interim Consolidated Financial Statements**

For the Three and Six Months Ended February 29, 2012  
(Unaudited)

**CROWN POINT VENTURES LTD.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
Unaudited  
(Canadian dollars)

|   | February 29<br>2012  | August 31<br>2011    |
|---|----------------------|----------------------|
| <b>Assets</b>                               |                      |                      |
| Current assets:                             |                      |                      |
| Cash and cash equivalents                   | \$ 33,330,609        | \$ 27,230,325        |
| Trade and other receivables                 | 709,886              | 1,077,426            |
| Inventory                                   | 402,696              | –                    |
| Prepaid expenses                            | 719,821              | 614,147              |
|   | <u>35,163,012</u>    | <u>28,921,898</u>    |
| Property and equipment (Note 3)             | 18,828,509           | 16,486,633           |
| Exploration and evaluation assets (Note 4)  | 5,295,361            | 6,003,404            |
|   | <u>\$ 59,286,882</u> | <u>\$ 51,411,935</u> |
| <b>Liabilities and Shareholders' Equity</b> |                      |                      |
| Current liabilities:                        |                      |                      |
| Trade and other payables                    | \$ 844,660           | \$ 4,516,471         |
| Decommissioning provision (Note 6)          | 526,525              | 565,291              |
|   | <u>1,371,185</u>     | <u>5,081,762</u>     |
| Shareholders' equity:                       |                      |                      |
| Share capital (Note 7)                      | 79,183,229           | 67,132,442           |
| Contributed surplus                         | 3,187,085            | 2,463,973            |
| Accumulated other comprehensive loss        | (2,301,913)          | (2,412,149)          |
| Deficit                                     | (22,152,704)         | (20,854,093)         |
|   | <u>57,915,697</u>    | <u>46,330,173</u>    |
|   | <u>\$ 59,286,882</u> | <u>\$ 51,411,935</u> |
| Commitments (Note 12)                       |                      |                      |
| Subsequent events (Note 13)                 |                      |                      |

See notes to condensed interim consolidated financial statements

**CROWN POINT VENTURES LTD.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE INCOME (LOSS)**  
Unaudited  
(Canadian dollars)

|   | For the three months ended |                                  | For the six months ended |                                  |
|---|----------------------------|----------------------------------|--------------------------|----------------------------------|
|   | February 29<br>2012        | February 28<br>2011<br>(Note 15) | February 29<br>2012      | February 28<br>2011<br>(Note 15) |
| Revenue   |                            |                                  |                          |                                  |
| Oil and gas   | \$ 2,041,901               | \$ 991,253                       | \$ 3,920,586             | \$ 2,026,227                     |
| Royalties   | (480,317)                  | (200,185)                        | (917,234)                | (418,409)                        |
|   | 1,561,584                  | 791,068                          | 3,003,352                | 1,607,818                        |
| Interest  | 79,235                     | –                                | 153,348                  | –                                |
|   | 1,640,819                  | 791,068                          | 3,156,700                | 1,607,818                        |
| Expenses  |                            |                                  |                          |                                  |
| Operating   | 443,270                    | 306,749                          | 785,522                  | 558,017                          |
| General and administrative                                | 941,522                    | 492,243                          | 1,793,894                | 761,566                          |
| Share-based payments                                      | 330,355                    | 113,152                          | 723,346                  | 340,085                          |
| Financing fees and bank charges                           | 20,406                     | 69,996                           | 95,078                   | 88,136                           |
| Depletion and depreciation                                | 454,902                    | 203,514                          | 1,033,724                | 449,996                          |
| Finance costs   | 12,241                     | 5,500                            | 35,091                   | 13,064                           |
| Foreign exchange loss (gain)                              | 3,107                      | (72,048)                         | (11,344)                 | (92,673)                         |
| Gain on sale of property and equipment                    | –                          | (244,558)                        | –                        | (244,558)                        |
|   | 2,205,803                  | 874,548                          | 4,455,311                | 1,873,633                        |
| Loss from continuing operations before income taxes       | (564,984)                  | (83,480)                         | (1,298,611)              | (265,815)                        |
| Deferred income tax reduction                             | –                          | –                                | –                        | 41,000                           |
| Loss from continuing operations                           | (564,984)                  | (83,480)                         | (1,298,611)              | (224,815)                        |
| Income from discontinued operations (Note 3)              | –                          | 14,898                           | –                        | 18,107                           |
| Net loss for the period                                   | (564,984)                  | (68,582)                         | (1,298,611)              | (206,708)                        |
| Exchange differences on translation of foreign operations | 1,273,027                  | (959,845)                        | 110,236                  | (1,591,165)                      |
| Comprehensive income (loss) for the period                | \$ 708,043                 | \$ (1,028,427)                   | \$ (1,188,375)           | \$ (1,797,873)                   |
| Loss from continuing operations per share (Note 8):       |                            |                                  |                          |                                  |
| Basic and diluted   | \$ (0.01)                  | \$ –                             | \$ (0.02)                | \$ (0.01)                        |
| Income from discontinued operations per share (Note 8):   |                            |                                  |                          |                                  |
| Basic and diluted   | \$ –                       | \$ –                             | \$ –                     | \$ –                             |
| Net loss per share (Note 8):                              |                            |                                  |                          |                                  |
| Basic and diluted   | \$ (0.01)                  | \$ –                             | \$ (0.02)                | \$ (0.01)                        |

See notes to condensed interim consolidated financial statements

**CROWN POINT VENTURES LTD.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
Unaudited  
(Canadian dollars)

|   | Share Capital     |                      | Contributed<br>Surplus | Accumulated<br>Other<br>Comprehensive<br>Loss | Deficit               | Total<br>Equity     |
|---|-------------------|----------------------|------------------------|---|-----------------------|---------------------|
|   | Number            | Amount               |                        |   |                       |                     |
| Balance as of September 1, 2010         | 30,353,129        | \$ 28,093,271        | \$ 1,229,144           | \$ –  | \$(18,028,606)        | \$11,293,809        |
| Private placement                       | 9,167,917         | 14,210,271           | –                      | –   | –                     | 14,210,271          |
| Acquisition of CanAmericas              | 258,065           | 477,420              | –                      | –   | –                     | 477,420             |
| Exercise of warrants                    | 891,517           | 926,797              | –                      | –   | –                     | 926,797             |
| Exercise of finders' options            | 199,172           | 149,379              | –                      | –   | –                     | 149,379             |
| Exercise of stock options               | 320,000           | 152,100              | –                      | –   | –                     | 152,100             |
| Transfer on exercise of options         | –                 | 215,357              | (215,357)              | –   | –                     | –                   |
| Share issue costs                       | –                 | (1,189,438)          | –                      | –   | –                     | (1,189,438)         |
| Share-based payments                    | –                 | –                    | 340,085                | –   | –                     | 340,085             |
| Other comprehensive loss for the period | –                 | –                    | –                      | (1,591,165)                                   | –                     | (1,591,165)         |
| Net loss for the period                 | –                 | –                    | –                      | –   | (206,708)             | (206,708)           |
| <b>Balance as of February 28, 2011</b>  | <b>41,189,800</b> | <b>\$ 43,035,157</b> | <b>\$ 1,353,872</b>    | <b>\$ (1,591,165)</b>                         | <b>\$(18,235,314)</b> | <b>\$24,562,550</b> |
| Private placements                      | 12,825,000        | 25,131,868           | –                      | –   | –                     | 25,131,868          |
| Exercise of warrants                    | 605,968           | 694,468              | –                      | –   | –                     | 694,468             |
| Exercise of finders' options            | 4,139             | 3,105                | –                      | –   | –                     | 3,105               |
| Exercise of stock options               | 50,000            | 37,250               | –                      | –   | –                     | 37,250              |
| Transfer on exercise of options         | –                 | 28,172               | (28,172)               | –   | –                     | –                   |
| Share issue costs                       | –                 | (1,797,578)          | –                      | –   | –                     | (1,797,578)         |
| Share-based payments                    | –                 | –                    | 1,138,273              | –   | –                     | 1,138,273           |
| Other comprehensive loss for the period | –                 | –                    | –                      | (820,984)                                     | –                     | (820,984)           |
| Net loss for the period                 | –                 | –                    | –                      | –   | (2,618,779)           | (2,618,779)         |
| <b>Balance as of August 31, 2011</b>    | <b>54,674,907</b> | <b>\$ 67,132,442</b> | <b>\$ 2,463,973</b>    | <b>\$ (2,412,149)</b>                         | <b>\$(20,854,093)</b> | <b>\$46,330,173</b> |

See notes to condensed interim consolidated financial statements

**CROWN POINT VENTURES LTD.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
Unaudited  
(Canadian dollars)

|  | Share Capital |               | Contributed<br>Surplus | Accumulated<br>Other<br>Comprehensive<br>Loss | Deficit        | Total<br>Equity |
|--|---------------|---------------|------------------------|---|----------------|-----------------|
| <b>Balance as of August 31, 2011</b>     | 54,674,907    | \$ 67,132,442 | \$ 2,463,973           | \$ (2,412,149)                                | \$(20,854,093) | \$46,330,173    |
| Private placement (Note 7)               | 13,774,900    | 13,086,155    | –                      | –   | –              | 13,086,155      |
| Exercise of warrants (Note 7)            | 177,229       | 177,328       | –                      | –   | –              | 177,328         |
| Exercise of finders' options (Note 7)    | 396           | 297           | –                      | –   | –              | 297             |
| Transfer on exercise of options (Note 7) | –             | 234           | (234)                  | –   | –              | –               |
| Share issue costs (Note 7)               | –             | (1,213,227)   | –                      | –   | –              | (1,213,227)     |
| Share-based payments (Note 7)            | –             | –             | 723,346                | –   | –              | 723,346         |
| Other comprehensive loss for the period  | –             | –             | –                      | 110,236                                       | –              | 110,236         |
| Net loss for the period                  | –             | –             | –                      | –   | (1,298,611)    | (1,298,611)     |
| <b>Balance as of February 29, 2012</b>   | 68,627,432    | \$ 79,183,229 | \$ 3,187,085           | \$ (2,301,913)                                | \$(22,152,704) | \$57,915,697    |

See notes to condensed interim consolidated financial statements

**CROWN POINT VENTURES LTD.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
Unaudited  
(Canadian dollars)

|  | For the three months ended |               | For the six months ended |               |
|--|----------------------------|---------------|--------------------------|---------------|
|  | February 29                | February 28   | February 29              | February 28   |
|  | 2012                       | 2011          | 2012                     | 2011          |
| Cash provided by (used in):                                      |                            | (Note 15)     |                          | (Note 15)     |
| Operating:   |                            |               |                          |               |
| Loss from continuing operations                                  | \$ (564,984)               | \$ (83,480)   | \$ (1,298,611)           | \$ (224,815)  |
| Items not affecting cash:  |                            |               |                          |               |
| Depletion and depreciation                                       | 454,902                    | 203,514       | 1,033,724                | 449,996       |
| Finance costs  | 12,241                     | 5,500         | 35,091                   | 13,064        |
| Share-based payments   | 330,355                    | 113,152       | 723,346                  | 340,085       |
| Unrealized foreign exchange                                      | (124,504)                  | –             | (581,561)                | –             |
| Gain on sale of property and equipment                           | –                          | (244,558)     | –                        | (244,558)     |
|  | 108,010                    | (5,872)       | (88,011)                 | 333,772       |
| Changes in non-cash working capital (Note 9)                     | 209,614                    | 38,149        | (73,467)                 | (618,835)     |
| Cash (used in) from operating activities - continuing operations | 317,624                    | 32,277        | (161,478)                | (285,063)     |
| Discontinued operations:   |                            |               |                          |               |
| Income from discontinued operations                              | –                          | 14,898        | –                        | 18,107        |
| Items not affecting cash:  |                            |               |                          |               |
| Depreciation   | –                          | 5,349         | –                        | 18,649        |
| Finance costs  | –                          | –             | –                        | 1,800         |
| Cash from discontinued operations                                | –                          | 20,247        | –                        | 38,556        |
| Investing:   |                            |               |                          |               |
| Property and equipment expenditures                              | (89,607)                   | (876,519)     | (2,142,492)              | (2,251,997)   |
| Property and equipment proceeds                                  | –                          | 280,000       | –                        | 280,000       |
| Exploration and evaluation asset (expenditures) recovery         | 24,179                     | (275,169)     | (71,667)                 | (361,754)     |
| Acquisition of CanAmericas, net of cash acquired (Note 5)        | –                          | (40,446)      | –                        | (40,446)      |
| Changes in non-cash working capital (Note 9)                     | (181,338)                  | (2,454,474)   | (3,606,126)              | (2,376,866)   |
| Cash used in investing activities                                | (246,766)                  | (3,366,608)   | (5,820,285)              | (4,751,063)   |
| Financing:   |                            |               |                          |               |
| Share issuance proceeds, net of costs                            | 12,035,553                 | 13,886,967    | 12,050,553               | 14,249,109    |
| Cash from financing activities                                   | 12,035,553                 | 13,886,967    | 12,050,553               | 14,249,109    |
| Change in cash and cash equivalents                              | 12,106,411                 | 10,572,883    | 6,068,790                | 9,251,539     |
| Foreign exchange effect on cash                                  | 177,759                    | (24,366)      | 31,494                   | (2,741)       |
| Cash and cash equivalents, beginning of period                   | 21,046,439                 | 469,782       | 27,230,325               | 1,769,501     |
| Cash and cash equivalents, end of period                         | \$ 33,330,609              | \$ 11,018,299 | \$ 33,330,609            | \$ 11,018,299 |

See notes to condensed interim consolidated financial statements

**CROWN POINT VENTURES LTD.**  
**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**For the three and six months ended February 29, 2012**  
**Unaudited**  
**(Canadian dollars)**

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**1. REPORTING ENTITY:**

Crown Point Ventures Ltd. ("Crown Point" or the "Company") is incorporated under the laws of British Columbia. Crown Point is based in Calgary, Alberta and is involved in the exploration for, and development and production of petroleum and natural gas in Argentina.

The Company's petroleum and natural gas operations are principally in the pre-production stage, other than one concession in Argentina. During the year ended August 31, 2011, Crown Point commenced operations in Argentina. The Company's ability to continue operations is dependent on identifying commercial petroleum and natural gas reserves, generating profitable operations and raising sufficient capital to complete planned exploration and development activities. The outcome of these matters cannot be predicted at this time.

The Company currently relies on equity financing to pay for exploration activities and overhead expenses. The Company currently has significant cash resources and in March 2012 entered into a Plan of Arrangement for the acquisition of Antrim Argentina S.A. as described in Note 13 (a).

**2. BASIS OF PRESENTATION:**

(a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* and IFRS 1 *First-time Adoption of International Financial Reporting Standards* ("IFRS").

These interim condensed consolidated financial statements are for part of the period covered by the first IFRS annual financial statements of the Company and do not include all of the information required for full annual financial statements. These interim condensed consolidated financial statements have been prepared following the same accounting policies and methods of computation as the interim condensed consolidation financial statements as at November 30, 2011. The significant accounting policies are described in Note 2 of the November 30, 2011 interim condensed consolidated financial statements.

Previously, the Company's interim consolidated financial statements were prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). An explanation of how the transition to IFRS has affected the comparative periods is provided in Note 15.

These condensed interim consolidated financial statements were approved by the Board of Directors on April 30, 2012.

(b) Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Crown Point Oil & Gas SA and CanAmericas (Argentina) Energy Ltd. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date of such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. Intercompany transactions and balances are eliminated on consolidation.

**CROWN POINT VENTURES LTD.**  
**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**For the three and six months ended February 29, 2012**  
Unaudited  
(Canadian dollars)

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**2. BASIS OF PREPARATION (CONTINUED):**

(c) Basis of measurement

The financial statements have been prepared in accordance with IFRS on a historical cost basis except for financial instruments which are measured at fair value.

(d) Functional and presentation currency

The presentation currency of the Company is the Canadian dollar.

The functional currency of each of the parent company and its subsidiaries is measured using the currency of the primary economic environment in which that entity operates. The functional currency of Crown Point Oil & Gas SA and CanAmericas (Argentina) Energy Ltd. is the Argentina Peso, and for the Company, the functional currency is Canadian dollars.

(e) Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Following are the accounting policies subject to such judgments and the key sources of estimation uncertainty that the Company believes could have the most significant impact on the reported results and financial position:

*Reserves*

The estimate of petroleum and natural gas reserves is integral to the calculation of the amount of depletion charged to the statement of operations and is also a key determinant in assessing whether the carrying value of any of the Company's development and production assets has been impaired. Changes in reported reserves can impact asset carrying values and the decommissioning provision due to changes in expected future cash flows.

The Company's reserves are evaluated and reported on by independent reserve engineers at least annually in accordance with Canadian Securities Administrators' National Instrument 51-101. Reserve estimation is based on a variety of factors including engineering data, geological and geophysical data, projected future rates of production, commodity pricing and timing of future expenditures, all of which are subject to significant judgment and interpretation.

*Carrying value of development and production and exploration and evaluation assets*

The Company assesses at each reporting date whether there is an indication that an asset or cash generating unit ("CGU") may be impaired. A CGU is defined as the lowest grouping of assets that generate identifiable cash inflows that are largely independent of cash inflows of other assets or groups of assets. The allocation of assets into CGU's requires significant judgment and interpretations with respect to the way in which management monitors operations.

If any indication exists that an asset or CGU may be impaired, the Company estimates the recoverable amount. The recoverable amounts of individual assets and cash-generating units have been determined based on the higher of value-in-use calculations and fair value less costs to sell.



**CROWN POINT VENTURES LTD.**  
**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**For the three and six months ended February 29, 2012**  
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**2. BASIS OF PREPARATION (CONTINUED):**

(d) Use of estimates and judgments (continued)

These calculations require the use of estimates and assumptions, such as estimates of proved plus probable reserves, future production rates, oil and natural gas prices, future costs and other relevant assumptions, all of which are subject to change. A material adjustment to the carrying value of the Company's development and production and exploration and evaluation assets may be required as a result of changes to these estimates and assumptions.

*Decommissioning provisions*

Amounts recorded for decommissioning obligations require the use of management's best estimates of future decommissioning expenditures, expected timing of expenditures and future inflation rates. The estimates are based on internal and third party information and calculations and are subject to change over time and may have a material impact on profit and loss or financial position. For more information on the Company's decommissioning provisions, see Note 6.

*Share-based payments*

The Company measures the cost of its share-based payments using a Black-Scholes pricing model. Measurement inputs include: the share price on the measurement date, expected lives of options, expected forfeiture rates, risk-free rates of return and expected stock price volatility. Changes to assumptions may have a material impact on the amounts presented. For more information on the Company's share-based payments, see Note 7.

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**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
For the three and six months ended February 29, 2012  
Unaudited  
(Canadian dollars)

**3. PROPERTY AND EQUIPMENT:**

|  | Argentina                               |                 | Canada          |             |
|--|---|-----------------|-----------------|-------------|
|  | Development<br>and Production<br>Assets | Other<br>Assets | Other<br>Assets | Total       |
|  | \$                                      | \$              | \$              | \$          |
| <b>Cost:</b>                                   |   |                 |                 |             |
| <b>Balance at September 1, 2010</b>            | 7,324,436                               | 33,646          | 172,718         | 7,530,800   |
| Additions                                      | 11,224,986                              | 31,111          | 15,844          | 11,271,941  |
| Disposals                                      | –                                       | –               | (109,666)       | (109,666)   |
| Effect of movement in exchange rates           | (1,364,171)                             | (5,684)         | –               | (1,369,855) |
| <b>Balance at August 31, 2011</b>              | 17,185,251                              | 59,073          | 78,896          | 17,323,220  |
| Additions                                      | 2,088,818                               | 9,802           | 43,872          | 2,142,492   |
| Transferred from E&E assets                    | 854,928                                 | –               | –               | 854,928     |
| Decommissioning changes                        | (54,492)                                | –               | –               | (54,492)    |
| Effect of movement in exchange rates           | 536,183                                 | 2,104           | –               | 538,287     |
| <b>Balance at February 29, 2012</b>            | 20,610,688                              | 70,979          | 122,768         | 20,804,435  |
| <b>Accumulated depletion and depreciation:</b> |   |                 |                 |             |
| <b>Balance at September 1, 2010</b>            | –                                       | 7,772           | 18,999          | 26,771      |
| Depletion and depreciation                     | 1,157,237                               | 8,958           | 39,877          | 1,206,072   |
| Disposals                                      | –                                       | –               | (29,115)        | (29,115)    |
| Effect of movement in exchange rates           | (365,828)                               | (1,313)         | –               | (367,141)   |
| <b>Balance at August 31, 2011</b>              | 791,409                                 | 15,417          | 29,761          | 836,587     |
| Depletion and depreciation                     | 1,130,012                               | 8,879           | 27,881          | 1,166,772   |
| Effect of movement in exchange rates           | (27,208)                                | (225)           | –               | (27,433)    |
| <b>Balance at February 29, 2012</b>            | 1,894,213                               | 24,071          | 57,642          | 1,975,926   |
| <b>Net carrying amount</b>                     |   |                 |                 |             |
| At September 1, 2010                           | 7,324,436                               | 25,874          | 153,719         | 7,504,029   |
| At August 31, 2011                             | 16,393,842                              | 43,656          | 49,135          | 16,486,633  |
| At February 29, 2012                           | 18,716,475                              | 46,908          | 65,126          | 18,828,509  |

The amounts capitalized as D&P assets in Argentina at February 29, 2012 include \$3,027,537 of Value Added Tax (“VAT”) (August 31, 2011 – \$2,758,213). VAT is payable on goods and services supplied to the Company and is not recoverable from the Government of Argentina, however the Company is allowed to retain VAT on any sales that it collects to the extent of the VAT recorded and paid on previous expenditures.

The depletion expense calculation for the period ended February 29, 2012 included \$10 million (2010 – \$4 million) for estimated future development costs associated with proved and probable reserves in Argentina.

During the year ended August 31, 2011 the Company sold Canadian oil and gas properties for total proceeds of \$427,500 resulting in a gain of \$462,578.

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**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**For the three and six months ended February 29, 2012**  
**Unaudited**  
**(Canadian dollars)**

**4. EXPLORATION AND EVALUATION ASSETS (“E&E”):**

|                                       | Six months ended<br>February 29, 2012 | Year ended<br>August 31, 2011 |
|---------------------------------------|---------------------------------------|-------------------------------|
| Carrying amount, beginning of period  | \$ 6,003,404                          | \$ 4,218,303                  |
| Additions                             | 71,667                                | 2,528,792                     |
| Transferred to property and equipment | (854,928)                             | –                             |
| Decommissioning changes               | (25,013)                              | –                             |
| Effect in movement in exchange rates  | 100,231                               | (743,691)                     |
| <b>Carrying amount, end of period</b> | <b>\$ 5,295,361</b>                   | <b>\$ 6,003,404</b>           |

E&E assets consist of the Company’s intangible exploration projects in Argentina which are pending the determination of proven or probable reserves. Additions represent the Company’s share of costs incurred on E&E assets during the period. E&E assets are not depreciated or depleted.

The amounts capitalized as Argentina E&E assets at February 29, 2012 include \$924,226 of VAT (August 31, 2011 – \$804,146).

**5. CANAMERICAS ACQUISITION:**

On January 12, 2011, the Company completed the acquisition of CanAmericas (Argentina) Energy Limited (“CanAmericas”). The acquisition resulted in the Company issuing 285,065 common shares at \$1.85 per share based on the market price of the Company’s common shares on the date of acquisition and \$50,000 in cash for 100% of the outstanding common shares of CanAmericas. The acquisition has been accounted for as an acquisition of assets whereby all the assets acquired and liabilities assumed are recorded at fair value.

The Company purchased CanAmericas in order to gain access to a 100% exploitation concession at Cañadon Ramirez, and increase its interest at Laguna De Piedra to 50% from 25%. The acquisition provided access to high quality 3D seismic in Cañadon Ramirez. The acquisition fits into the Company’s corporate strategy of acquiring low to medium risk acquisitions in Argentina. Since acquisition, there was no significant impact on the statement of operations due to the acquisition, nor would there have been any significant change to net loss had CanAmericas been purchased on September 1, 2010. Transaction costs of \$23,001 were expensed in the February 28, 2011 condensed interim consolidated statement of loss.

The following table summarizes the allocation of the purchase price to the estimated fair value of the net assets acquired at the date of acquisition.

|  |                   |
|--|-------------------|
| Consideration:   |                   |
| Issue of 258,065 common shares                             | \$ 477,420        |
| Cash   | 50,000            |
| <b>Total consideration</b>                                 | <b>\$ 527,420</b> |
| Allocated to:  |                   |
| Net working capital deficiency (including cash of \$9,554) | \$ (351,500)      |
| Property and equipment                                     | 909,957           |
| Decommissioning provision                                  | (31,037)          |
| <b>Net assets acquired</b>                                 | <b>\$ 527,420</b> |

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**6. DECOMMISSIONING PROVISION:**

The Company's decommissioning provision results from net ownership interests in petroleum and natural gas assets including well sites, gathering systems and processing facilities. At February 29, 2012 the estimated total undiscounted inflation-adjusted amount of cash flows required to settle the Company's obligations were approximately \$3.0 million (August 31, 2011 – \$3.1 million). These costs are expected to be incurred over the next 15 years. The decommissioning obligations have been estimated using existing technology at current prices and discounted using discount rates that reflect current market assessments of the time value of money and the risks specific to each liability. An average risk-free interest rate of 13.5% (August 31, 2011 – 12.5%) and an inflation rate of 9.7% (August 31, 2011 – 9.9%) was used to calculate the fair value of the decommissioning provision in Argentina.

A reconciliation of the decommissioning provision is provided below:

|                                      | Six months ended<br>February 29, 2012 | Year ended<br>August 31, 2011 |
|--------------------------------------|---------------------------------------|-------------------------------|
| Balance, beginning of period         | \$ 565,291                            | \$ 283,453                    |
| Incurred                             | –                                     | 261,600                       |
| Accretion                            | 35,091                                | 46,551                        |
| Acquired                             | –                                     | 69,575                        |
| Disposed                             | –                                     | (29,402)                      |
| Change in estimates                  | (79,505)                              | (13,249)                      |
| Effect in movement in exchange rates | 5,648                                 | (53,237)                      |
| Balance, end of period               | \$ 526,525                            | \$ 565,291                    |

**7. SHARE CAPITAL:**

(a) Authorized

Unlimited number of common shares without par value

Unlimited number of Class "A" preferred shares of \$1 each par value

(b) Issued and Outstanding

- i. On December 15, 2011, the Company issued 13,774,900 common shares pursuant to a bought-deal financing at a price of \$0.95 per share for gross proceeds of \$13,086,155. Share issue costs of \$1,213,227 were incurred as part of the financing.
- ii. During the six months ended February 29, 2012, the Company issued 177,229 common shares on the exercise of the same number of warrants for gross proceeds of \$177,328.
- iii. During the six months ended February 29, 2012, the Company issued 396 common shares and 198 Series A Warrants on the exercise of 396 finders' options gross proceeds of \$297.
- iv. On March 10, 2011, the Company issued 12,825,000 common shares pursuant to a bought-deal financing at a price of \$1.95 per share for gross proceeds of \$25,008,750. Share issue costs of \$1,669,406 were incurred as part of the financing.
- v. During December 2010, the Company issued 9,167,917 common shares pursuant to a bought deal financing at a price of \$1.55 per share for gross proceeds of \$14,210,271. Share issue costs of \$1,189,438 were incurred as part of the financing.

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**7. SHARE CAPITAL (CONTINUED):**

(c) Share-based payments

*Stock options*

The Company's stock option plan provides for the granting of options to directors, officers, employees and consultants. Under the terms of the option plan, options issued will not exceed 10% of the issued and outstanding shares from time to time. The option price under each option is not less than the market price on the grant date. One third of the options granted vest immediately and the remainder generally vest in equal tranches on the first and second year anniversaries of the date of grant. The expiry date for each option is set by the Board of Directors at the time of issue and cannot be more than five years after the grant date.

Stock option activity is summarized as follows:

|                                    | Six months ended<br>February 29, 2012 |                                       | Year ended<br>August 31, 2011 |                                       |
|------------------------------------|---------------------------------------|---------------------------------------|-------------------------------|---------------------------------------|
|                                    | Number of<br>options                  | Weighted<br>average<br>exercise price | Number of<br>options          | Weighted<br>average<br>exercise price |
| Balance, beginning of period       | 3,365,000                             | \$ 1.32                               | 2,440,000                     | \$ 0.85                               |
| Granted                            | 150,000                               | 1.25                                  | 1,355,000                     | 1.95                                  |
| Forfeited/expired                  | —                                     | —                                     | (60,000)                      | —                                     |
| Exercised                          | —                                     | —                                     | (370,000)                     | 0.51                                  |
| Balance, end of period             | 3,515,000                             | \$ 1.32                               | 3,365,000                     | \$ 1.32                               |
| Balance exercisable, end of period | 2,226,658                             | \$ 1.08                               | 2,145,000                     | \$ 1.06                               |

Stock options outstanding and exercisable at February 29, 2012 are as follows:

| Expiry date       | Exercise price | Outstanding | Exercisable |
|-------------------|----------------|-------------|-------------|
| June 28, 2012     | \$ 0.80        | 200,000     | 200,000     |
| August 24, 2012   | 0.63           | 275,000     | 275,000     |
| July 9, 2013      | 0.60           | 360,000     | 360,000     |
| July 18, 2013     | 0.60           | 150,000     | 150,000     |
| October 7, 2014   | 0.70           | 150,000     | 150,000     |
| February 23, 2015 | 0.86           | 25,000      | 25,000      |
| June 9, 2015      | 1.22           | 800,000     | 531,663     |
| June 24, 2015     | 1.22           | 50,000      | 33,333      |
| March 18, 2016    | 1.96           | 1,205,000   | 401,663     |
| June 9, 2016      | 1.98           | 100,000     | 33,333      |
| August 2, 2016    | 1.70           | 50,000      | 16,666      |
| October 19, 2016  | 1.25           | 150,000     | 50,000      |
|                   |                | 3,515,000   | 2,226,658   |

During the three and six months ended February 29, 2012, the Company recognized \$330,355 and \$723,346 (three and six months ended February 28, 2011 – \$113,152 and \$340,085), respectively, of share-based compensation. As at February 29, 2012, the remaining unvested share-based compensation was \$552,738.

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**7. SHARE CAPITAL (CONTINUED):**

(c) Share-based payments (continued)

The fair value of each stock option is estimated using Black-Scholes options pricing model with the following weighted average assumptions:

|                         | February 29, 2012 | August 31, 2011 |
|-------------------------|-------------------|-----------------|
| Risk free interest rate | 1.3%              | 2.5 %           |
| Expected life           | 5 years           | 5 years         |
| Forfeiture rate         | 0%                | 0%              |
| Expected volatility     | 116%              | 104%            |
| Dividend yield          | 0%                | 0%              |

The grant date weighted average fair value of stock options granted in the period ended February 29, 2012 was \$1.02 per option (August 31, 2011 – \$0.87 per option). The fair value, estimated at the grant date for options issued to directors, officers and employees and the measurement date for options issued to consultants, is expensed on a graded basis over the vesting terms of the options.

(d) Finders' options

|                            | Number of Options | Exercise Price |
|----------------------------|-------------------|----------------|
| Balance, September 1, 2010 | 203,707           | \$ 0.75        |
| Exercised                  | (203,311)         | 0.75           |
| Balance, August 31, 2011   | 396               | \$ 0.75        |
| Exercised                  | (396)             | 0.75           |
| Balance, February 29, 2012 | –                 | \$ –           |

Finders' options vested on the date of grant and entitled the holder to acquire one Unit at \$0.75 until May 5, or May 31, 2012. Each Unit consists of one common share plus one-half of one Series A Warrant. See Note 7(e).

(e) Share purchase warrants

|                            | Series A<br>Warrant | Exercise<br>Price | Series B<br>Warrant | Exercise<br>Price |
|----------------------------|---------------------|-------------------|---------------------|-------------------|
| Balance, September 1, 2010 | 3,027,585           | \$ –              | –                   | \$ –              |
| Issued                     | 101,656             | 1.00              | 1,249,925           | 1.50              |
| Exercised                  | (1,249,925)         | 1.00              | (247,560)           | 1.50              |
| Balance, August 31, 2011   | 1,879,316           | 1.00              | 1,002,365           | 1.50              |
| Issued                     | 198                 | 1.00              | 177,031             | 1.50              |
| Exercised                  | (177,031)           | 1.00              | (198)               | 1.50              |
| Balance, February 29, 2012 | 1,702,483           | \$ 1.00           | 1,179,198           | \$ 1.50           |

Upon the exercise of a Series A Warrant, a Series B Warrant will be issued entitling the holder to acquire a common share of the Company at \$1.50 until dates ranging from May 5, 2012 to May 31, 2013.

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**7. SHARE CAPITAL (CONTINUED):**

(e) Share-based payments (continued)

Share purchase warrants outstanding are as follows:

| Expiry date   | Exercise price | February 29, 2012 | August 31, 2011 |
|---------------|----------------|-------------------|-----------------|
| May 5, 2012   | \$ 1.00        | 1,230,675         | 1,245,477       |
| May 31, 2012  | 1.00           | 437,808           | 599,839         |
| June 11, 2012 | 1.00           | 34,000            | 34,000          |
| May 5, 2013   | 1.50           | 881,994           | 866,994         |
| May 31, 2013  | 1.50           | 297,204           | 135,371         |
|               |                | 2,881,681         | 2,881,681       |

A total combined fair value of \$0.16 per Series A and Series B warrant was ascribed to the warrants on the date of issue in the year ended August 31, 2010, based on the Black-Scholes option pricing model. Assumptions used in the Black-Scholes calculation included an expected life of 1 year (Series B – 3 years), volatility of 102% (Series B – 102%) and a risk free interest rate of 1.26% (Series B – 1.26%). The fair value of the warrants was recorded in the same caption as the common shares issued.

**8. PER SHARE AMOUNTS**

|  | For the three months ended |                     | For the six months ended |                     |
|--|----------------------------|---------------------|--------------------------|---------------------|
|  | February 29<br>2012        | February 28<br>2011 | February 29<br>2012      | February 28<br>2011 |
| Loss from continuing operations              | \$ (564,984)               | \$ (83,480)         | \$ (1,298,611)           | \$ (224,815)        |
| Income from discontinued operations          | –                          | 14,898              | –                        | 18,107              |
| Net loss                                     | (564,984)                  | (68,582)            | (1,298,611)              | (206,708)           |
| Basic weighted average number of shares:     |                            |                     |                          |                     |
| Issued common shares, September 1            | 54,674,907                 | 30,353,129          | 54,674,907               | 30,353,129          |
| Effect of shares issued during the<br>period | 11,606,794                 | 8,534,602           | 5,803,397                | 4,325,058           |
|  | 66,281,701                 | 38,887,731          | 60,478,304               | 34,678,187          |

Basic per share amounts:

|                                     |        |   |        |        |
|-------------------------------------|--------|---|--------|--------|
| Loss from continuing operations     | (0.01) | – | (0.02) | (0.01) |
| Income from discontinued operations | –      | – | –      | –      |
| Net loss                            | (0.01) | – | (0.02) | (0.01) |

During the three and six months ended February 29, 2012 and February 28, 2011, all stock options, finders options and share purchase warrants were excluded from the diluted per share amounts as their effect was anti-dilutive.

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**9. SUPPLEMENTAL CASH FLOW INFORMATION:**

Change in non-cash working capital items:

|                             | Three months ended  |                     | Six months ended    |                     |
|-----------------------------|---------------------|---------------------|---------------------|---------------------|
|                             | February 29<br>2012 | February 28<br>2011 | February 29<br>2012 | February 28<br>2011 |
| Trade and other receivables | \$ 358,946          | \$ 70,534           | \$ 367,540          | \$ (408,956)        |
| Inventory                   | (147,284)           | (32,379)            | (269,648)           | (209,873)           |
| Prepaid expenses            | 63,637              | —                   | (105,674)           | —                   |
| Trade and other payables    | (247,023)           | (2,454,480)         | (3,671,811)         | (2,376,872)         |
|                             | \$ 28,276           | \$ (2,416,325)      | \$ (3,679,593)      | \$ (2,995,701)      |
| Attributable to:            |                     |                     |                     |                     |
| Operating activities        | 209,614             | 38,149              | (73,467)            | (618,835)           |
| Investing activities        | (181,338)           | (2,454,474)         | (3,606,126)         | (2,376,866)         |
|                             | \$ 28,276           | \$ (2,416,325)      | \$ (3,679,593)      | \$ (2,995,701)      |

The breakdown of the Company's cash and cash equivalents is as follows:

|                        | February 29<br>2012 | August 31<br>2011 |
|------------------------|---------------------|-------------------|
| Cash in bank           | \$ 1,351,052        | \$ 1,953,611      |
| Short-term investments | 31,979,557          | 25,276,714        |
|                        | \$ 33,330,609       | \$ 27,230,325     |

**10. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT**

The Company is exposed to various risks that arise from its business environment and the financial instruments it holds. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework, policies and procedures. The following outlines the Company's risk exposures and explains how these risks and its capital structure are managed.

(a) Capital management:

The Company's objective is to maintain a strong capital position in order to execute on its exploration and development plans and maximize shareholder value.

The Company currently defines its capital as shareholders' equity. Changes to the relative weighting of the capital structure are driven by our business plans, changes in economic conditions and risks inherent in the oil and gas industry. In order to maintain or adjust the capital structure, the Company may consider any or all of the following activities, depending on existing economic conditions and access to external capital sources:

- Issue new shares through a public offering or private placement;
- Consolidate outstanding common shares;
- Farm-out of existing exploration opportunities; or
- Raise fixed or floating interest rate debt.



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**10. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT (CONTINUED):**

(a) Capital management (continued)

The Company is not subject to any external restrictions on its capital structure and has no debt facilities.

The Company periodically reviews its capital structure in relation to its exploration and development budgets. The Company's capital management is currently focused on completion of existing exploration commitments and providing for the Company's share of any development programs.

(b) Credit risk:

The Company is exposed to credit risk in relation to its cash and cash equivalents and trade and other receivables.

Cash and cash equivalents are held with highly rated Canadian and international banks. Therefore, the Company does not believe these financial instruments are subject to material credit risk.

The Company's trade and other receivables are exposed to the risk of financial loss if the counterparty fails to meet its contractual obligations. The Company's trade and other receivables include amounts due from the sale of crude oil and from its Argentina operators which are subject to normal industry credit risk. The majority of the Company's oil production is sold to the Argentina subsidiary of a major international oil and gas company. The carrying amounts of cash and cash equivalents and trade and other receivables represent the Company's maximum credit exposure. The Company has not recorded an allowance for doubtful accounts and has not written off any trade and other receivables in the periods ended February 29, 2012 and August 31, 2011.

As at February 29, 2012 and August 31, 2011, the Company's trade and other receivables are aged as follows:

|  | February 29, 2012 |                | August 31, 2011 |                  |
|--|-------------------|----------------|-----------------|------------------|
| Not past due (less than 90 days)         | \$                | 709,194        | \$              | 925,521          |
| Past due (more than 90 days)             |                   | 692            |                 | 151,905          |
| <b>Total trade and other receivables</b> | <b>\$</b>         | <b>709,886</b> | <b>\$</b>       | <b>1,077,426</b> |

(c) Liquidity risk:

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company manages its liquidity risk through management of its capital structure and annual budgeting of its revenues, expenditures and cash flows. As of February 29, 2012 the Company has working capital of \$34,318,352 (August 31, 2011 – \$24,405,427) which given planned capital expenditures, administrative overhead requirements and commitments, is sufficient to meet all current financial obligations in the upcoming year.

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**10. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT (CONTINUED):**

(d) Market risk:

Changes in commodity prices, interest rates and foreign currency exchange rates can expose the Company to fluctuations in its net earnings and in the fair value of its financial assets and liabilities.

(i) Commodity price risk:

Price fluctuations for both crude oil and natural gas are determined by world supply and demand factors. The Company has no influence over the pricing of oil and natural gas and has not attempted to mitigate commodity price risk through the use of financial derivatives. Currently all of the Company's oil and gas revenue is from an oil and natural gas property in Argentina. Oil prices in Argentina are subject to domestic market discounts which result in prices significantly below world benchmark rates.

(ii) Interest rate risk:

The Company is exposed to interest rate fluctuations on its investments of excess cash in short-term money market investments held with international banks. Assuming all other variables remain constant, a 1% decrease or increase in the interest rate applicable to the Company's cash and cash equivalents would result in a \$319,800 decrease or increase to net loss.

(iii) Foreign currency exchange rate risk:

A substantial portion of the Company's exploration and development activities are conducted in foreign jurisdictions and a portion of the Company's cash and cash equivalents are denominated in US dollars (USD) and Argentina Pesos (ARS). The Company has not entered into foreign exchange rate contracts to mitigate this risk.

The following table provides information on the foreign currency denominated financial instruments held by the Company at February 29, 2012:

|                             | Balance denominated in |              | Total CDN \$ equivalents |
|-----------------------------|------------------------|--------------|--------------------------|
|                             | USD                    | ARS          |                          |
| Cash and cash equivalents   | \$ 10,159              | \$ 5,605,604 | \$ 1,279,716             |
| Trade and other receivables | 657,043                | –            | 649,410                  |
| Trade and other payables    | \$ 457,517             | \$ 905,403   | \$ 655,593               |

(iv) Sensitivity analysis:

The following table presents an estimate of the impact on net loss of the market risk factors discussed above and is calculated based on the noted change in the market factor applied to the balance at the end of the period.

| Market risk                                       | Changes in market factor | Increase in loss before tax |
|---|--------------------------|-----------------------------|
| Foreign exchange - effect of strengthening CAD\$: |                          |                             |
| USD denominated financial assets and liabilities  | 5%                       | \$ 10,424                   |
| ARS denominated financial assets and liabilities  | 5%                       | \$ 53,230                   |

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**10. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT (CONTINUED):**

(d) Market risk (continued)

(v) Fair value of financial instruments:

The Company's financial instruments include cash and cash equivalents, trade and other receivables and trade and other payables, the carrying values of which approximate their fair values due to their short-term nature.

**11. SEGMENTED INFORMATION:**

The Company's one reportable operating segment is the acquisition, exploration and development of oil and gas properties. Geographic information is as follows:

|                                      | <b>Canada</b> | <b>Argentina</b> | <b>Total</b> |
|--------------------------------------|---------------|------------------|--------------|
|                                      | \$            | \$               | \$           |
| February 29, 2012                    |               |                  |              |
| Assets                               | 32,250,122    | 27,036,760       | 59,286,882   |
| Liabilities                          | (189,067)     | (1,182,118)      | (1,371,185)  |
| Three months ended February 29, 2012 |               |                  |              |
| Revenue                              | –             | 2,041,901        | 2,041,901    |
| Net (loss) income for the period     | (685,835)     | 120,851          | (564,984)    |
| Six months ended February 29, 2012   |               |                  |              |
| Revenue                              | –             | 3,920,586        | 3,920,586    |
| Net (loss) income for the period     | (1,433,972)   | 135,361          | (1,298,611)  |
| August 31, 2011                      |               |                  |              |
| Assets                               | 25,673,837    | 25,738,098       | 51,411,935   |
| Liabilities                          | (190,531)     | (4,891,231)      | (5,081,762)  |
| Three months ended February 28, 2011 |               |                  |              |
| Revenue                              | –             | 991,253          | 991,253      |
| Net loss for the period              | (416,745)     | 348,163          | (68,582)     |
| Six months ended February 28, 2011   |               |                  |              |
| Revenue                              | –             | 2,026,227        | 2,026,227    |
| Net loss for the period              | (428,995)     | 222,287          | (206,708)    |

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**12. COMMITMENTS:**

- (a) As at February 29, 2012, the Company is committed to future payments for office space rental and a proportionate share of operating costs in the amount of \$4,437 per month until August 31, 2012.
- (b) Cerro De Los Leones Concession

The Company will have the following work commitments with respect to its 49.9% interest in the Cerro De Los Leones Concession in the event that the necessary environmental permits are received:

- Commencing upon the receipt by the Company of the environmental permits, US\$13.85 million (Cdn\$13.7 million) of expenditures over a three-year period ("Period 1"), of which the Company's share is US\$6.91 million (Cdn\$6.84 million);
- Commencing upon the expiry of Period 1, US\$0.75 million (Cdn\$0.74 million) of expenditures including one exploration well over a two-year period ("Period 2") of which the Company's share is US\$0.37 million (Cdn\$0.37 million); and
- Commencing upon the expiry of Period 2, one exploration well ("Period 3"), of which the Company's share is 49.9%.

If the Company fails to make the necessary expenditures during Period 1, it will surrender all of the land on that concession.

In the event the proposed Plan of Arrangement disclosed below in Note 13 is completed, the Company will become responsible for 100% of the Period 1, 2 and 3 work commitments described above.

If a commercial discovery is made by the holders of the Cerro Los Leones Permit, they shall be entitled to obtain an exclusive 25-year exploitation concession to produce hydrocarbons from the relevant discovery and shall also be granted the right to freely market and dispose of the hydrocarbons lifted from the area, after paying the standard monthly 16% production royalties to the Province of Mendoza. The Cerro Los Leones Permit is also subject to the payment of yearly surface rent per square kilometre on the acreage covered by the Cerro Los Leones Permit.

- (c) Laguna de Piedra Concession

The Company will have the following work commitments with respect to its 100% interest in the Laguna de Piedra Concession (see Note 13(a)) in the event that the necessary environmental work permits are received:

- Commencing upon the receipt by the Company of the environmental permits, US\$2.85 million (Cdn\$2.82 million) of expenditures over a two-year period ("Period 1") including a minimum of one exploration well; and
- Commencing upon the expiry of Period 1, US\$1.75 million (Cdn\$1.73 million) of expenditures including one exploration well over a one-year period ("Period 2").

If a commercial discovery is made by the holders of the Laguna de Piedra Permit, they shall be entitled to obtain an exclusive 25-year exploitation concession to produce hydrocarbons from the relevant discovery and shall also be granted the right to freely market and dispose of the hydrocarbons from the relevant discovery, after paying the standard monthly 12% production royalties to the State of Rio Negro. The Laguna de Piedra Permit is also subject to the payment of yearly surface rent per square kilometre on the acreage covered by the Laguna de Piedra Permit.

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**12. COMMITMENTS (CONTINUED):**

(d) Cañadón Ramirez Concession

The Cañadón Ramirez Concession is not subject to any mandatory relinquishments of acreage nor any outstanding work commitments other than the work plans submitted by the Corporation to the Provincial and Federal governments on a yearly basis.

The Company has the right to freely market and dispose of the hydrocarbons lifted from the area, after paying the standard 12% production royalties to the Province of Chubut. In addition, the Company is required to pay a yearly surface rent of ARS\$87,052 (Cdn\$19,717) based on a rate of ARS\$3,445 (Cdn\$780) per square kilometre on the acreage covered by the Cañadón Ramirez Concession.

**13. SUBSEQUENT EVENTS:**

(a) In April 2012, the Company purchased a 50% interest in the Laguna de Piedra concession for US\$500,000 (Cdn\$494,750), thereby increasing the Company's interest in the concession to 100%.

(b) On March 23, 2012, Crown Point agreed to acquire all the issued and outstanding common shares of Antrim Argentina S.A. ("Antrim Argentina") pursuant to a proposed Plan of Arrangement. Consideration for the acquisition will be \$10,262,356 of cash (subject to closing adjustments) and 35,761,307 voting common shares of the Company ("Crown Point Shares").

Completion of the proposed Plan of Arrangement, which is anticipated to occur in May 2012 and is subject to, among other things, the approval of shareholders holding at least 66 2/3% of Antrim Argentina's voting common shares, the receipt of all necessary court, regulatory and stock exchange approvals, the waiver or expiration of applicable rights of first refusal, and other customary closing conditions.

In the event the proposed Plan of Arrangement is terminated by Crown Point, Crown Point may be required to pay the vendor a termination fee of \$2,500,000. In the event the Plan of Arrangement is terminated by the vendor, Antrim Energy Inc., the vendor may be required to pay Crown Point a termination fee of \$1,000,000 to \$3,500,000. The payment and amount of termination fee is dependent on the circumstances of the termination as defined in the Plan of Arrangement.

The shareholders of Antrim Energy Inc. have scheduled a shareholder meeting to approve the Plan of Arrangement on May 24, 2012. The transaction is scheduled to close on May 28, 2012.

(c) Subsequent to February 29, 2012, the Company issued 126,500 common shares on the exercise of 126,500 Series A warrants for gross proceeds of \$126,500. In connection with the exercise of Series A warrants, the Company issued 126,500 Series B warrants exercisable at \$1.50 per share until May 2013.

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**14. CHANGE IN ACCOUNTING POLICY:**

Effective March 1, 2011 the Company retrospectively changed its accounting policy for recognition of stock-based compensation to more appropriately align itself with policies applied by other comparable companies. Prior to March 1, 2011, the Company used the straight-line approach to recognize the fair value of the options granted.

The Company now recognizes the fair value of options based on the graded-vesting method. The impact of this change on the previously reported consolidated financial statements is as follows:

|   | Previously<br>reported | Adjustment   | Restated        |
|---|------------------------|--------------|-----------------|
| Consolidated statement of financial position as at                              |                        |              |                 |
| September 1, 2010:  |                        |              |                 |
| Deficit   | \$ (15,950,556)        | \$ (44,443)  | \$ (15,994,999) |
| Contributed surplus   | 1,476,163              | 44,443       | 1,520,606       |
| February 28, 2011:  |                        |              |                 |
| Deficit   | \$ (16,836,501)        | \$ (122,256) | \$ (16,958,757) |
| Contributed surplus   | 1,523,078              | 122,256      | 1,645,334       |
| Consolidated statement of loss for the three<br>months ended February 28, 2011: |                        |              |                 |
| Share-based payments  | \$ 74,585              | \$ 38,567    | \$ 113,152      |
| Consolidated statement of loss for the six<br>months ended February 28, 2011:   |                        |              |                 |
| Share-based payments  | \$ 262,272             | \$ 77,813    | \$ 340,085      |

There was no effect on amounts per share as a result of the change in accounting policy.

**15. TRANSITION TO IFRS:**

The Company's accounting policies under IFRS are different from those followed under Canadian GAAP, as disclosed in Note 2 to the condensed interim financial consolidated statements for the three months ended November 30, 2011. These accounting policies have been applied in preparing the condensed interim

consolidated financial statements as at and for the three and six months ended February 29, 2012, and the comparative statements for the three and six months ended February 28, 2011. The adjustments arising from the application of IFRS to amounts on the statement of financial position on the transition date, and on transactions prior to that date, were recognized as an adjustment to the Company's opening deficit in the consolidated statement of financial position when appropriate.

*Exemptions Applied*

On transition to IFRS on January 1, 2010 the Company used the IFRS mandatory exemption for the retrospective application of certain IFRS whereby hindsight was not used to create or revise estimates and accordingly, the estimates previously made by the Company under Canadian GAAP are consistent with their application under IFRS.

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IFRS 1 First-time Adoption of International Financial Reporting Standards allows first-time adopters certain exemptions from the general requirement to retrospectively apply IFRS that were effective as at the date of transition to IFRS, September 1, 2010. The Company has applied the following exemptions:

- Business combinations exemption that exempts the Company from having to restate business combinations that occurred prior to the date of transition.
- Deemed cost exemption for full cost oil and gas entities whereby exploration and evaluation assets were reclassified from the full cost pool to exploration and evaluation assets and the remaining full cost pool was allocated to development and production assets on a pro-rata basis using reserve values as of September 1, 2010.
- Foreign currency translation exemption whereby the Company set cumulative translation differences for its foreign operations to zero at the date of transition.
- Decommissioning provision exemption whereby the difference between the net carrying amount of the Company's decommissioning provision as measured under IFRS and the net carrying amount under Canadian GAAP as of September 1, 2010 has been recognized directly in opening deficit.
- Share-based payments exemption whereby the estimated fair value of stock options and warrants under Canadian GAAP that were expired, forfeited or cancelled prior to the transition date has been removed from contributed surplus and recognized directly in opening deficit.

*Reconciliations from Canadian GAAP to IFRS*

An explanation of how the transition from Canadian GAAP to IFRS has affected the Company's consolidated statements of financial position, statements of loss and comprehensive income (loss) as at the date of transition and for comparative periods is set out in the following reconciliations and in the notes that accompany the reconciliations. Certain amounts on the statements of financial position and the statements of loss and comprehensive income (loss) have been reclassified to conform to the presentation adopted under IFRS.

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**15. TRANSITION TO IFRS (CONTINUED):**

*Reconciliation of the condensed interim consolidated statement of financial position as at February 28, 2011:*

|   | <b>Notes</b> | <b>Canadian<br/>GAAP<br/>Restated<br/>(Note 14)</b> | <b>Adjustment</b> | <b>IFRS</b>  |
|---|--------------|---|-------------------|--------------|
|   |              | (\$)  | (\$)              | (\$)         |
| <b>ASSETS</b>                                 |              |   |                   |              |
| Current assets                                |              |   |                   |              |
| Cash and cash equivalents                     |              | 11,018,299  | –                 | 11,018,299   |
| Trade and other receivables                   |              | 687,113   | –                 | 687,113      |
| Prepaid expenses                              |              | 443,307   | –                 | 443,307      |
| Income tax receivable                         |              | 70,000  | –                 | 70,000       |
|   |              | 12,218,719  | –                 | 12,218,719   |
| Property and equipment                        | (a) (b) (d)  | 16,076,235  | (8,809,163)       | 7,267,072    |
| Exploration and evaluation assets             | (a) (b)      | –   | 5,728,633         | 5,728,633    |
| Deferred income taxes                         |              | 41,000  | –                 | 41,000       |
|   |              | 28,335,954  | (3,080,530)       | 25,255,424   |
| <b>LIABILITIES &amp; SHAREHOLDER'S EQUITY</b> |              |   |                   |              |
| Current liabilities                           |              |   |                   |              |
| Trade and other payables                      |              | 421,764   | –                 | 421,764      |
| Decommissioning provision                     | (a)          | 192,456   | 78,654            | 271,110      |
|   |              | 614,220   | 78,654            | 692,874      |
| Shareholder's equity                          |              |   |                   |              |
| Share capital                                 |              | 43,035,157  | –                 | 43,035,157   |
| Contributed surplus                           | (e)          | 1,645,334   | (291,462)         | 1,353,872    |
| Accumulated other comprehensive loss          | (a)          | –   | (1,591,165)       | (1,591,165)  |
| Deficit                                       | (a) – (e)    | (16,958,757)  | (1,276,557)       | (18,235,314) |
|   |              | 27,721,734  | (3,159,184)       | 24,562,550   |
|   |              | 28,335,954  | (3,080,530)       | 25,255,424   |



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**15. TRANSITION TO IFRS (CONTINUED):**

*Reconciliation of Loss and Comprehensive Loss for the three and six months ended February 28, 2011:*

|  | Three months ended |                                  |            | Six months ended |                                  |             |             |
|--|--------------------|----------------------------------|------------|------------------|----------------------------------|-------------|-------------|
|  | Note               | Canadian GAAP Restated (Note 14) | Adjustment | IFRS             | Canadian GAAP Restated (Note 14) | Adjustment  | IFRS        |
|  |                    | (\$)                             | (\$)       | (\$)             | (\$)                             | (\$)        | (\$)        |
| <b>Revenues</b>  |                    |                                  |            |                  |                                  |             |             |
| Oil and gas  |                    | 991,253                          | –          | 991,253          | 2,026,227                        | –           | 2,026,227   |
| Royalties  |                    | (200,185)                        | –          | (200,185)        | (418,409)                        | –           | (418,409)   |
|  |                    | 791,068                          | –          | 791,068          | 1,607,818                        | –           | 1,607,818   |
| <b>Expenses</b>  |                    |                                  |            |                  |                                  |             |             |
| Operating  |                    | 306,749                          | –          | 306,749          | 558,017                          | –           | 558,017     |
| General and administrative                                 |                    | 492,243                          | –          | 492,243          | 761,566                          | –           | 761,566     |
| Share-based payments                                       |                    | 113,152                          | –          | 113,152          | 340,085                          | –           | 340,085     |
| Financing fees and bank charges                            |                    | 69,996                           | –          | 69,996           | 88,136                           | –           | 88,136      |
| Depletion and depreciation                                 | (d)                | 611,372                          | (407,858)  | 203,514          | 1,243,977                        | (793,981)   | 449,996     |
| Finance costs  | (c)                | –                                | 5,500      | 5,500            | –                                | 13,064      | 13,064      |
| Foreign exchange loss (gain)                               | (a)                | (94,275)                         | 22,227     | (72,048)         | (116,540)                        | 23,867      | (92,673)    |
| Gain on sale of property and equipment                     |                    | (244,558)                        | –          | (244,558)        | (244,558)                        | –           | (244,558)   |
|  |                    | 1,254,679                        | (380,131)  | 874,548          | 2,630,683                        | (757,050)   | 1,873,633   |
| <b>Loss from continuing operations before income taxes</b> |                    | (463,611)                        | 380,131    | (83,480)         | (1,022,865)                      | 757,050     | (265,815)   |
| Deferred income reduction                                  |                    | –                                | –          | –                | (41,000)                         | –           | (41,000)    |
| <b>Loss from continuing operations</b>                     |                    | (463,611)                        | 380,131    | (83,480)         | (981,865)                        | 757,050     | (224,815)   |
| Income from discontinued operations                        |                    | 14,898                           | –          | 14,898           | 18,107                           | –           | 18,107      |
| <b>Net loss for the period</b>                             |                    | (448,713)                        | 380,131    | (68,582)         | (963,758)                        | 757,050     | (206,708)   |
| Exchange differences on translation of foreign operations  | (a)                | –                                | (959,845)  | (959,845)        | –                                | (1,591,165) | (1,591,165) |
| <b>Total comprehensive loss for the period</b>             |                    | (448,713)                        | (579,714)  | (1,028,427)      | (963,758)                        | (834,115)   | (1,797,873) |

(a) Changes in functional currency

Under Canadian GAAP, the basis of measurement for foreign operations is dependent upon whether an operation is classified as integrated or self-sustaining. The measurement currency of integrated subsidiaries is the same currency as the parent and the measurement currency of a self-sustaining subsidiary is the foreign currency. Under IFRS, the concepts of integrated and self-sustaining subsidiaries are not relevant, rather the functional currency of each individual entity must be determined.

IAS 21 requires management to give priority to certain primary factors in determining functional currency before considering secondary factors; whereas under Canadian GAAP the factors for determining whether an operation is integrated or self-sustaining are not weighted. The weighting under IFRS may result in an entity reaching a different conclusion on functional currency for its foreign operations even though the IFRS factors are similar to those under Canadian GAAP.

Under Canadian GAAP, the Company concluded that the functional currency of its foreign operations was the Canadian dollar. As a result of differences in the guidance for functional currency determination, the Company concluded that under IFRS the functional currency of its foreign subsidiary is Argentine pesos (ARS).

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**15. TRANSITION TO IFRS (CONTINUED):**

(a) Changes in functional currency (continued)

In accordance with IFRS, foreign currency transactions are translated into the respective functional currencies of Crown Point and subsidiary using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit and loss. Under IFRS Crown Point continues to present its consolidated financial statements in CDN\$. The Company translates the results and financial position of its subsidiaries from their functional currencies into CDN\$ as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each year are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognized in a separate component of equity called "accumulated other comprehensive income".

The Company did not recognize such gains and losses under Canadian GAAP because the measurement and presentation currencies of Crown Point's entities were all CDN\$. As a consequence of this change, gains and losses related to the translation of the financial statements of the subsidiaries are recorded through other comprehensive income and do not impact net income until a disposal or partial disposal of a foreign operation occurs.

On transition to IFRS, Crown Point elected to utilize the IFRS 1 cumulative translation differences exemption, which exempted the Company from calculating the translation difference related to foreign operations retrospectively. At September 1, 2010, Crown Point's cumulative translation differences of \$896,306 arising from the retrospective application of the change in the functional currencies of the subsidiary were reclassified to deficit.

For the six months ended February 28, 2011, IFRS transition differences resulted in an exchange loss on translation of foreign operations of \$1,591,165.

(b) Property and equipment and exploration and evaluation ("E&E") assets

*IFRS 1 – Deemed Cost:*

The Company applied the IFRS 1 exemption whereby the value of its opening property and equipment at September 1, 2010 was deemed to be equal to the net book value as determined under Canadian GAAP and the corresponding Cash Generating Units ("CGU's") were tested for impairment. The Company chose to allocate its costs to its CGU's based on proved plus probable reserve volumes.

Under Canadian GAAP, the Company followed the full cost method of accounting for expenditures on petroleum and natural gas properties. All costs associated with the exploration for and the development of petroleum and natural gas reserves are capitalized in country-based cost centers. Under IFRS, pre-exploration costs are recognized in the profit or loss as incurred. Costs incurred after the legal right to explore has been obtained and before technical feasibility and commercial viability have been determined are capitalized as E&E assets.

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**15. TRANSITION TO IFRS (CONTINUED):**

(b) Property and equipment and E&E assets (continued)

Once an exploration area has been deemed to be technically feasible and commercially viable, E&E costs are reclassified to development and production ("D&P") assets, a separate category of property and equipment.

*Reclassifications from property and equipment under Canadian GAAP to E&E assets:*

As at September 1, 2010, \$4,218,303 was reclassified from property and equipment to E&E assets and \$3,043 was charged to the deficit and loss for pre-exploration costs. During the six months ended February 28, 2011, an additional \$1,510,330 was reclassified from property and equipment to E&E assets for a total reclassification of \$5,728,633.

*Impairment:*

Upon transition to IFRS, the Company assessed the existence of facts and circumstances that would suggest that the carrying value of the E&E and D&P assets may exceed their recoverable value. The assessment resulted in the impairment of \$1,332,514, being one component of the E&E assets and one component of the D&P assets, which have been ascribed a \$nil value, following the decision to abandon the components.

(c) Decommissioning provision

Consistent with Canadian GAAP, the decommissioning provision (referred to as asset retirement obligation under Canadian GAAP) is measured based on the estimated cost of the decommissioning, discounted to the net present value upon initial recognition. However, under Canadian GAAP, the provision was discounted at a credit adjusted risk free rate whereas under IFRS, the entity is required to risk-adjust the discount rate or its estimated cash flows, but not both.

Under IFRS, the Company has chosen to risk-adjust its estimated cash flows and use a risk-free rate to discount the decommissioning provision under IFRS.

On the date of transition to IFRS, the Company recorded a \$93,205 increase to the decommissioning provision and opening deficit. During the six months ended February 28, 2011, IFRS transition differences resulted in an increase in the unwinding discount of \$5,713 and downward revisions for changes in the risk-free rate of \$20,264. As at February 28, 2011, the cumulative adjustment to the decommissioning revision was \$78,654.

For financial statement presentation, under IFRS the periodic unwinding of decommissioning provision discount is recognized in earnings as a separate line item called finance cost, as opposed to accretion expense grouped with depreciation and depletion expense under Canadian GAAP.

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**15. TRANSITION TO IFRS (CONTINUED):**

(d) Depletion

Upon transition to IFRS, the Company adopted a policy of depleting the componentized net book values of producing assets using the unit of production method with reference to the ratio of production in the year to the related proved and probable reserves, taking into account estimated future development costs necessary to bring those reserves into production. Depletion under Canadian GAAP was calculated with reference to proved reserves whereby costs accumulated in each country cost center together with an estimate of future costs to develop proved reserves were depleted using the unit of production method.

At September 1, 2010, El Valle, in Argentina, was deemed by management to be technically feasible and commercially viable and costs attributed to the concession were transferred from E&E assets to D&P assets, a separate category within property and equipment. Therefore, there was no impact of this difference on adoption of IFRS at September 1, 2010. Depletion was calculated on the D&P assets beginning in the first quarter of 2011.

As a result of the transition to IFRS, depletion for the three and six months ended February 28, 2011 decreased by \$402,775 and \$786,629, respectively.

(e) Contributed surplus

Upon transition to IFRS, the Company determined the estimated fair value under Canadian GAAP of all stock options and warrants that were expired, cancelled, or forfeited at the transition date, and recognized such amount directly in opening deficit.

(f) Cash flow statement

The transition to IFRS had no significant impact on the Company's cash flows for the three and six months ended February 28, 2011.