

## **Management's Discussion and Analysis**

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the financial statements of Pacific Rodera Energy Inc. ("Pacific Rodera" or the "Company") as at and for the three and nine months ended September 30, 2009 and for the year ended December 31, 2008. Information in this MD&A has been presented in Canadian Dollars and in accordance with Canadian generally accepted accounting principles ("GAAP"), unless otherwise stated.

This MD&A is dated November 18, 2009.

The calculation of barrels of oil equivalent ("BOE") is based on a conversion rate of six thousand cubic feet of natural gas to one barrel of crude oil. This ratio is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Readers are cautioned that BOEs may be misleading, particularly if used in isolation.

This MD&A contains the term "cash flow from operations", which is a non GAAP measure and should not be considered an alternative to, or more meaningful than, "cash flow from operating activities" as determined in accordance with GAAP. Pacific Rodera's determination of cash flow from operations may not be comparable to that reported by its peers. The Company also presents cash flow from operations on a per share basis whereby per share amounts are calculated using weighted average shares outstanding in a manner consistent with the calculation of earnings per share on a fully diluted basis.

### **Forward-Looking Information Disclaimer**

Certain information included in this MD&A constitutes forward-looking statements under applicable securities legislation. Forward-looking statements or information typically contain or can be identified by statements that include words such as "anticipate", "assume", "based", "believe", "can", "continue", "depend", "estimate", "expect", "forecast", "if", "intend", "may", "plan", "project", "propose", "result", "upon", "will", "within" or similar words suggesting future outcomes or statements regarding an outlook. Forward-looking statements or information in this document include but are not limited to estimates of future capital expenditures, capital raising, business strategy and objectives, exploration, development and production plans and the timing thereof, operating and other costs.

Such forward-looking statements or information are based on a number of assumptions that may prove to be incorrect. Assumptions have been made regarding, among other things: the ability of the Company to obtain required capital to finance its exploration, development and operations; the ability of the Company to obtain equipment, services, supplies and personnel in a timely manner and at an acceptable cost to carry out its activities; the ability of the Company to market its oil and natural gas successfully to current and new customers; the ability of the Company to transport its oil and natural gas successfully to market; the timing and costs of the Mackenzie Valley pipeline and facility construction and expansion and the ability of the Company to secure adequate product transportation; the ability of the Company to enjoy drilling success consistent with expectations; the timely receipt of required regulatory approvals; and future oil and gas prices.

Although the Company believes that the expectations reflected in such forward-looking statements or information are reasonable, undue reliance should not be placed on forward-looking statements because the Company can give no assurance that such expectations will prove to be correct. Forward-looking statements or information are based on current expectations, estimates and projections that involve a number of risks and uncertainties that could cause actual results to differ materially from those anticipated by the Company and described in the forward-looking statements or information.

### **Basis of Presentation**

The Company was formed by the amalgamation in British Columbia of Pacific Royal Ventures Ltd. ("Pacific") and Rodera Diamond Corp. ("Rodera") (collectively the "Amalgamating Companies"), pursuant to an Amalgamation Agreement dated effective as of March 1, 1999, under the name "Pacific Rodera Ventures Inc." Each of the Amalgamating Companies was involved in the acquisition, exploration and development of resource properties. The common shares of Pacific and Rodera were exchanged for common shares of the Company on the basis of five (5) Pacific common shares for each Company common share and eight (8) Rodera common shares for each Company common share. On June 21, 2004, Pacific Rodera Ventures Inc. changed its name to Pacific Rodera Energy Inc.

The Company is natural resource exploitation company focused to seek rewards from exploitation success, being cost conscious while the management and employees are at risk to the outcome of the Company, thus keeping them aligned as closely as possible to the shareholders. In this regard, the Company intends to encourage the maintenance of high levels of employee ownership of the Company. The management team has invested a significant portion of its net worth in the Company. To date, directors and officers of the Company have invested approximately \$12 million in Pacific Rodera and hold, directly or indirectly, approximately 26% of the common shares.

In addition to the above the Company is looking for acquisition candidates with production and significant development upside that the Company can then leverage with its capital. Management believes that many public and private oil and gas companies are not currently well capitalized, and that access to capital will be very difficult for most companies in the near to mid-term. The Company is exploring potential acquisitions and farm-ins that represent large working interests as operators in a limited number of core areas with large contiguous land positions. The Company expects to attract companies and partners who are of like mind to build a mid-size exploration and development Company.

In December 2007, the board of directors of the Company resolved to change the financial year-end of the Company from November 30 to December 31 in order to have a financial year-end consistent with that of the majority of other issuers in the oil and gas industry and facilitate third party analysis by having the Company's financial results reported in the same periods as most of its peers. Readers are referred to the Company's Financial Statements for the twelve month period ended November 30, 2007, the one month period ended December 31, 2007 and the twelve month period ended December 31, 2008 available at [www.sedar.com](http://www.sedar.com).

## SELECTED INFORMATION

Periods ended	Nine months ended		Twelve months ended	
	September 2009		December 2008	
Total assets	\$	32,541,891	\$	33,781,330
Revenue		-		477,211
Net loss		(1,233,558)		(6,828,608)
Net loss per share (basic and diluted)	\$	(0.01)	\$	(0.06)

Three months ended	September 30		% change
	2009	2008	
<b>Gross revenue</b>	\$ -	\$ -	-
Royalties	-	-	-
Production and operating expenses	-	-	-
<b>Operating Netback</b>	-	-	-
General and administrative expenses	<b>466,466</b>	356,586	31
Interest expense	-	523	(100)
Interest income	<b>(49,650)</b>	(207,608)	(76)
<b>Funds from Operations</b>	<b>(416,816)</b>	(149,501)	179
Depletion and amortization	<b>5,030</b>	5,073	(1)
Future income tax recovery	-	(822,702)	(100)
Stock based compensation expense	<b>55,454</b>	83,700	(34)
<b>Net Income (loss)</b>	<b>\$ (477,300)</b>	\$ 584,428	(9)

Nine months ended				(\$ per BOE)		(\$ per BOE)	
	September 30, 2009	September 30 2008	% change	September 30 2009	September 30 2008	% change	
<b>Gross revenue</b>	\$ -	\$ 247,515	(100)	\$ -	\$ 51.18	(100)	
Royalties	-	24,103	(100)	-	4.98	(100)	
Production and operating expenses	-	53,556	(100)	-	11.07	(100)	
<b>Operating Netback</b>	-	169,856	(100)	-	35.12	(100)	
General and administrative expenses	<b>1,289,658</b>	972,991	33	-	201.19	(100)	
Interest expense	-	17,588	(100)	-	3.64	(100)	
Asset retirement obligation	-	17,472	(100)	-	3.61	(100)	
Interest income	<b>(199,539)</b>	(623,765)	(68)	-	(128.98)	(100)	
<b>Funds from Operations</b>	<b>(1,090,119)</b>	(214,430)	408	-	(44.34)	(100)	
Depletion and amortization	<b>14,224</b>	88,620	(84)	-	18.32	(100)	
Future income tax recovery	<b>(46,965)</b>	(1,850,987)	(97)	-	(382.73)	(100)	
Asset write down	-	4,109,470	(100)	-	849.72	(100)	
Stock based compensation expense	<b>176,180</b>	323,536	(46)	-	66.90	(100)	
<b>Net loss</b>	<b>\$ (1,233,558)</b>	\$(2,885,069)	(57)	<b>\$ -</b>	\$ (596.55)	(100)	

## RESULTS OF OPERATIONS

For the three months ended September 30, 2009 the Company recorded a net loss of \$477,300 (\$0.00 per share) down from a net income of \$584,428 (\$0.00 per share) for the three months ended September 30, 2008, and for the nine months ended September 30, 2009 a net loss of \$1,233,558 (\$0.01 per share) down from a net loss of \$2,885,069 (\$0.03 per share) during the nine months ended September 30, 2008. The main reason for the change is the impairment of the value of Northwest Territories EL-423 during 2008. The Company is continuing its approach of evaluating opportunities as the economy continues to stumble. While the Company believes this approach will have significant upside for the Company's shareholders during the longer term, it incurs costs in the near term.

Funds from operations were a loss of \$416,816 for the three months ended September 30, 2009 compared to a loss of \$149,501 for the three months ended September 30, 2008, and during the nine months ended September 30, 2009 the funds from operations were a loss of \$1,090,119 compared to a loss of \$214,430 recorded in the nine months ended September 30, 2008. The main changes are the reduced interest income as a result of dramatically reduced interest rates along with increased general and administrative costs incurred in evaluating numerous opportunities.

## PRODUCTION, PRICING AND REVENUE

	Three Months Ended			Nine Months Ended		
	<u>September 30, 2009</u>	<u>September 30, 2008</u>	<u>% change</u>	<u>September 30, 2008</u>	<u>September 30, 2008</u>	<u>% change</u>
Natural Gas						
Average Daily Production (mcf/d)	0	0	-	0	93.9	(100)
Average Sales Price (\$/mcf)	\$ n/a	\$ n/a	-	\$ n/a	8.07	(100)
<b>Natural Gas Revenue net of transportation (\$000's)</b>	<b>\$ 0</b>	<b>\$ 0</b>	-	<b>\$ 0</b>	207.5	(100)

Oil & NGLs						
Average Daily Production (bbl/d)	0	0	-	0	2.0	(100)
Average Net Sales Price (\$/bbl)	\$ n/a	\$ n/a	-	\$ n/a	72.94	(100)
<b>Oil &amp; NGLs Revenue net of transportation (\$000's)</b>	<b>\$ 0</b>	<b>\$ 0</b>	-	<b>\$ 0</b>	40.0	(100)
Barrels of Oil Equivalent (6:1)						
Average Daily Production (boe/d)	0	0	-	0	17.7	(100)
Average Sales Price (\$/boe)	\$ n/a	\$ n/a	-	\$ n/a	51.18	(100)
<b>Total Oil &amp; Gas Revenue net of transportation (\$000's)</b>	<b>\$ 0</b>	<b>\$ 0</b>	-	<b>\$ 0</b>	\$ 247.5	(100)

Daily production for the three and nine months ended September 30, 2009 has reduced to nil as a result of the sale of the Trutch property that closed on May 29, 2008.

## HEDGING

The Company has not entered into any commodity sales agreements or any derivative financial instruments.

## ROYALTIES

Royalties for the nine months ended September 30, 2009 were nil due to the sale of the Trutch property.

<b>Nine months ended</b>	<b>September 2009</b>	September 2008	% Change
Crown	\$ 0	\$ 23,002	(100)
Freehold & overriding	0	1,101	(100)
Total Royalties	\$ 0	\$ 24,103	(100)
Per BOE	\$ 0.00	\$ 4.98	(100)
Percent of total revenue	0.0%	9.7%	n/a

## PRODUCTION AND OPERATING EXPENSES

Production and operating expenses for the three months ended September 30, 2008 were nil (2008 – nil) and for the nine months ended September 30, 2009 were nil (2008 - \$53,556) down 100% from the nine months ended September 30, 2008. The sale of the Trutch property is the reason for the elimination of the operating costs

## GENERAL AND ADMINISTRATIVE EXPENSES (G&A)

During the three months ended September 30, 2009 the Company incurred G&A charges of \$466,466 up 31% from the \$356,586 incurred during the three months ended September 30, 2008. During the nine months ended September 30, 2009 the Company incurred G&A charges of \$1,289,658 up 33% from the \$972,991 incurred during the nine months ended September 30, 2008. The main reason for the change was that in 2009 the Company had no G&A costs that were attributable to any capital projects which have resulted in no capitalization of any G&A during this period. G&A costs before capitalization have decreased 23% to \$1,289,658 incurred in the first nine months 2009 compared with \$1,668,012 in the same period in 2008.

The Company continues to be active in a number of areas while being very conscious of trying to keep control on the G&A costs. The main activities were:

### Investment Opportunities

The Company anticipated the current downturn and was prepared for it. The Company disposed of our producing property while the market was still strong and we have preserved our cash, waiting for the right time to re-enter the market. The Company has evaluated numerous potential opportunities, both domestic and international to see if they meet our criteria. The Company has been unable to find potential

opportunities in Canada that meet our requirements and has moved the majority of its focus into the international arena. The Company is confident that there are excellent opportunities internationally and has evaluated a number that didn't quite meet our hurdles. The Company is completing detailed analysis on further opportunities to determine if they meet the metrics to proceed. The Company is optimistic that one or more of these opportunities will prove viable.

#### Saskatchewan TLE Process

The Saskatchewan TLE process has been progressing much slower than anticipated even with the support of the Bands and the Governmental agencies. The Company is still confident the process will be successful however we are unable to say with any certainty when that will occur. In light of this the Company is working on continuing to move the process forward while incurring minimal costs. The Company will re-evaluate this position when major milestones are achieved.

#### **STOCK BASED COMPENSATION EXPENSE**

The Company recorded \$55,454 in stock based compensation for the three months ended September 30, 2009 compared to \$83,700 recorded in the three months ended September 30, 2008. For the nine months ended September 30, 2009 the Company recorded \$176,180 down from \$323,536 recorded during the nine months ended September 30, 2008. The reduced stock based compensation expense is due to the effect of 822,867 options being forfeited and new grants of 2,875,000 options at lower prices.

#### **INTEREST AND OTHER INCOME**

During the three months ended September 30, 2009 the Company earned \$49,650 in interest and other income compared to \$207,608 in the three months ended September 30, 2008 and in the nine months ended September 30, 2009 the Company earned \$199,539 in interest income compared to \$623,765 in the nine months ended September 30, 2008. The reduction is due to the lower interest rates during 2009. The Company holds its funds in secure term deposits, bankers' acceptances or T-bills and has not invested in any asset backed commercial paper or any other higher risked securities. At the end of September 2009 the Company had \$20.6 million on hand to fund future operations or acquisitions.

#### **DEPLETION AND AMORTIZATION**

Depletion and amortization for the three months ended September 30, 2009 was \$5,030 as compared to the \$5,073 recorded in the three months ended September 30, 2008. In the nine months ended September 30, 2009 depletion and amortization was \$14,224 down 87% from the \$106,092 recorded in the nine months ended September 30, 2008. The dramatic reduction is due to the elimination of all depletion with the sale of the Trutch property.

#### **P & NG PROPERTY IMPAIRMENT**

In 2008 the Company wrote off the costs associated with Northwest Territories EL-423 and the western Canada assets due to the disappointing drilling results. On May 29, 2008 the Company closed the sale of the NE British Columbia Trutch property for \$2,200,000

cash and removed the assets, accumulated depletion and asset retirement obligations from the financial records. The net proceeds from the sale were lower than the net carrying costs of the property by \$208,985.

## TAXES

The Company has a future income tax asset of \$ nil at September 30, 2009 compared to a liability of \$234,147 at September 30, 2008. The Company recorded a valuation allowance at September 30, 2009 of \$15,977 (September 30, 2008 – nil). The large change in the future tax liability is a result of the write off of the costs associated with EL-423 and the Western Canada assets in 2008. The increase in the valuation allowance is due to the reduced probability of being able to utilize the tax losses. The Company has \$9,961,126 in tax pools and \$2,153,471 in non capital losses available to reduce future taxes. The Company does not expect to be taxable in 2009.

## CAPITAL EXPENDITURES

Unproven petroleum and natural gas properties	Dec 31, 2008	Additions & Adjustments	Disposals	September 30, 2009
Northwest Territories prospects	\$ 7,539,476	\$ (33,984)	\$ -	\$ 7,505,492
Tulita prospects	3,940,463	-	-	3,940,463
Western Canada	-	18,683	-	18,683
Total	\$ 11,479,939	\$ (15,301)	\$ -	\$ 11,464,638
Accumulated depletion				
Western Canada	\$ -	-	-	\$ -
Total	\$ -	\$ -	\$ -	\$ -
Net carrying values P&NG properties	\$ 11,479,939	\$ (15,301)	\$ -	\$ 11,464,638

During the nine months ended September 30, 2009 the Company received credits from the operator on the overspent Northwest Territories drilling costs and incurred land retention costs relating to the Western Canadian land holdings.

## International Financial Reporting Standards (“IFRS”)

In February 2008, the Accounting Standards Board (“AcSB”) confirmed that the use of IFRS will be required in 2011 for publicly traded enterprises in Canada. In April 2008, the AcSB issued an IFRS Omnibus Exposure Draft proposing that publicly accountable enterprises be required to apply IFRS, in full and without modification, on January 1, 2011. The adoption date of January 1, 2011 will require the restatement, for comparative purposes, of amounts reported by the Company for its year ended December 31, 2010, and an opening balance sheet as at January 1, 2010 following IFRS. The AcSB proposes that the CICA Handbook Section, Accounting Changes, paragraph 1506.30, which would require an entity to disclose information relating to a new primary source of GAAP that has been issued but not yet effective and that the entity has not yet applied, not be applied with respect to the IFRS Omnibus Exposure Draft. Pacific Roderia is continuing to assess the financial reporting impact of the adoption of IFRS, and at this time, the impact on the future financial position and results of operations is not fully determinable or estimable. The Company does anticipate a significant increase in disclosure resulting from the adoption of IFRS and is

continuing to assess the level of disclosure required, as well as system changes that may be required to gather and process the required information.

### Northwest Territories Cash Deposits

During the three months ended September 30, 2009 the Company replaced all the letters of credit that were securing the Northwest Territories work commitments and the deposit with the Energy Resources Conservation Board with cash deposits as the costs of the letters of credit were exceeding the interest earned on the term deposits. The Company now has refundable cash deposits of \$349,929 (September 2008 - \$904,369) of which \$21,804 (September 2008 – \$21,799) is a deposit with the Energy Resources Conservation Board and the balance relates to work commitments on the Northwest Territories license. Under the terms of the license the Company has a deposit of \$328,125 (September 2008 - \$882,570) to cover the work commitments made by the Company on the license. To the extent eligible expenditures are incurred by the Company the deposit will be released on the basis of 25% of the expenditures. If they are not incurred within the period allowed, the Company would forfeit its proportionate share of any remaining deposit relating to the unexpended work commitment. This forfeiture would completely satisfy all obligations on the license. To meet the conditions of the licenses the Company, along with partners, is required to drill a well on the license before the expiry of period 1 (May 10, 2010) and, before the end of period 2 (May 10, 2014), apply for a significant discovery license. The funds relating to the work deposit must be expended in period 1. As long as a well is drilling before the end of period 1, period 1 is extended until the well has been completed. Period 1 can also be extended by posting a drilling deposit and paying annual lease rentals.

License	Work Deposit	Commitment	Expiry Date Period 1	Expiry Date Period 2
EL 441	\$ 328,125	\$1,312,500	May 10, 2010	May 10, 2014

### SUMMARY OF QUARTERLY RESULTS

	<u>30-Sept-09</u>	<u>30-Jun-09</u>	<u>31-Mar-09</u>	<u>31-Dec-08</u>	<u>30-Sept-08</u>	<u>30-June-08</u>
Production						
Oil bbls/d	0	0	0	0	0	4.5
Gas mcf/d	0	0	0	0	0	412.2
BOE bbls/d	0	0	0	0	0	39.3
Revenue \$	0.00	0.00	0.00	0.00	0.00	0.00
Net income (loss) \$	(477,300)	(465,207)	(291,051)	(3,943,539)	584,428	(510,611)

Income (loss) per share \$	(0.00)	(0.00)	(0.00)	(0.04)	0.01	(0.00)
Funds from (used in) operations \$	(416,816)	(380,907)	(292,396)	(146,487)	(149,501)	(120,251)

The increase in the net loss is a result of the continuous evaluation of opportunities, coupled with no capitalization of any general and administrative expenses.

## LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2009 the Company had working capital of \$19,936,749 (Current assets of \$20,676,883 less current liabilities of \$740,134) as compared to working capital of \$20,316,645 (Current assets of \$21,789,095 less current liabilities of \$1,472,450) as at September 30, 2008. The Company also has \$328,125 (September 2008 - \$882,570) lodged as security against refundable deposits in the Northwest Territories and \$21,804 (September 2008 – \$21,799) with the Energy Resources Conservation Board.

## SHARE CAPITAL

	<b>September 30, 2009</b>	December 31, 2008
Common shares outstanding, end of period	<b>109,789,946</b>	109,789,946
Common share purchase warrants	-	26,159,444
Stock options	<b>7,643,333</b>	5,591,200

## OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

## RELATED PARTY TRANSACTIONS

There were no related party transactions during the three or nine months ended September 30, 2009. During the nine months ended September 30, 2008 there was a finders' fee of \$12,000 paid to a relative of an officer and director and \$420 paid to relatives of officers and/or directors of the company for secretarial services. All amounts were in the normal course of business and under the same terms and conditions as unrelated parties. These transactions were all in the normal course of operations and undertaken with the same terms and conditions as transactions with unrelated parties.

## BUSINESS RISKS

Companies engaged in the oil and gas industry are exposed to a number of business risks, which can be described as operational and financial risks, many of which are outside of Pacific Roderer's control.

### Oil and Natural Gas Price Volatility

Operational results and financial condition are in part dependent on the prices received for oil and natural gas production. Oil and

natural gas prices, which have fluctuated dramatically in recent years, are subject to supply and demand factors, general economic conditions, weather, geo-political issues and condition in other oil and gas regions. Declines in oil and gas prices could have an adverse effect on our operations, reserves and financial condition and could result in a reduction in production revenue which could lead to a reduction in our oil and gas acquisition and development activities. Under the full cost accounting principle followed by Pacific Roderia, a decline in prices would also lead to a write down of our asset base if the carrying value of the capitalized costs were to exceed the expected future cash flows from those assets.

#### Mackenzie Valley Pipeline

One of the Company's major assets is located in the Mackenzie Valley of the Northwest Territories. Although gas and natural gas liquids have been encountered in the Company's exploration program, these assets are currently stranded. In order to extract these resources, the Mackenzie Valley Pipeline will have to be constructed. During the quarter ended September 30, 2009 the Canadian federal Government indicated that it will not support the Mackenzie Valley pipeline. This change, along with the natural gas futures and the downturn in the economy has increased the risk of this project being brought to commercial viability. The Company is currently exploring its options with these assets.

#### Exploration Risks

The exploration of the Company's oil and gas properties involves a high degree of risk that no production will be obtained or that the production obtained will be insufficient to recover drilling and completion costs. The costs of drilling, completing and operating wells are uncertain to a degree. Cost overruns can adversely affect the economics of the Company's exploration programs and projects. In addition, the Company's drilling plans may be curtailed, delayed or cancelled as a result of numerous factors, including, among others, equipment failures, weather or adverse climate conditions, shortages or delays in obtaining qualified personnel, shortages or delays in the delivery of or access to equipment, necessary regulatory or other third party approvals and compliance with regulatory requirements.

#### Operational Matters

The ownership and operation of oil and natural gas wells, pipelines and facilities involves a number of operating and natural hazards that may result in blowouts, environmental damage and other unexpected or dangerous conditions resulting in damage to the Company's properties and possible liability to third parties. The Company employs prudent risk management practices and maintains suitable liability insurance, where available. The Company may become liable for damages arising from such events against which it cannot insure or against which it may elect not to insure because of high premium costs or other reasons. Costs incurred to repair such damage or pay such liabilities could have a material adverse effect on the Company, its operations and financial condition.

#### Availability of Equipment and Qualified Personnel and Related Costs

Oil and natural gas exploration and development activities are dependent on the availability of drilling and related equipment and qualified personnel in the particular areas where such activities will be conducted. Demand for such limited equipment and qualified personnel may affect the availability of such equipment and qualified personnel to the Company and may delay the Company's exploration and development activities. In addition, the costs of qualified personnel and equipment in the Northwest Territories where the Company's assets are located are very high due to the availability of, and demands for, such qualified personnel and equipment in the area.

### Seasonable Accessibility

The Company's remaining assets are located in the Northwest Territories, much of which is winter only access, thus limiting the time available to develop these assets.

### Economics of Reserves

Future oil and gas exploration may involve unprofitable efforts, not only from dry wells, but from wells that are productive, but do not produce sufficient net operating income to return a profit after incurring drilling, completion, equipping and operating costs. Completion of a well does not assure a profit or even the recovery of the capital investment made in that well. In addition, drilling hazards or environmental damage could greatly increase the costs of operations and field operation conditions may adversely affect the production from successful wells. Operating conditions include delays in obtaining government approvals or consents, shut-in of producing wells due to weather conditions, insufficient storage and transportation capacity or other mechanical conditions. While diligent well supervision and maintenance operations can contribute to maximizing production rates over time, production delays and declines from normal field operations cannot be eliminated and can be expected to adversely affect revenue and cash flow levels to varying degrees.

In order to mitigate these risks, the Company has an experienced base of qualified personnel, both technical and financial, and maintains an insurance program that is consistent with industry standards.

At September 30, 2009, the Company had \$328,125 of term deposits posted as security against its remaining Northwest Territories work expenditure bids. To the extent that expenditures are not incurred within the periods allowed, the Company would forfeit its proportionate share of any remaining deposits relating to the unexpended work commitment. The Company, along with partners, is investigating opportunities to fulfill the requirements of EL 441.

### **CRITICAL ACCOUNTING POLICY**

The preparation of the Company's financial statements requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities as well as the reported expenses during the reporting period. Such estimates and assumptions affect the determination of the potential impairment of long-lived assets, estimated costs associated with reclamation of exploration properties, and the determination of stock-based compensation and future income taxes. Management re-evaluates its estimates and assumptions on an ongoing basis; however, due to the nature of estimates, actual amounts could differ from its estimates. The most critical accounting policies upon which the Company depends are those requiring estimates of impairment, assumption about fair value and future income taxes.

### **INTERNAL DISCLOSURE CONTROLS**

In accordance with Multilateral Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings, the Company's Chairman and Chief Executive Officer and Chief Financial Officer (Officers) have designed, or have caused to be designed under their supervision, disclosure controls and procedures. The Company's Officers are responsible for establishing and maintaining internal controls and procedures for the Company, designed to provide reasonable assurance that material information relating to the Company is made known to the Officers by others within the organization, particularly during the period in which the Company's three month and year-end financial statements and MD&A are being prepared. The Officers have evaluated the effectiveness of the Company's internal controls and procedures as defined in Multilateral Instrument 52-109 for the year ended December 31, 2008. Based on this evaluation,

they have concluded that such controls and procedures are effective in conveying the required information to the Officers, particularly in light of the Company's size, structure and stage of development. Management is currently in the process of formalizing the internal controls and procedures. These internal controls and procedures, no matter how well conceived or operated, can provide only reasonable, not absolute assurance, that the objectives are met. Management is aware that in-house expertise to deal with complex taxation, accounting and reporting issues may not be sufficient. The Company utilizes outside assistance and advice on complex financial, taxation and reporting issues, which is common with companies of a similar size. We have assessed the design of our internal control over financial reporting and during this process we identified potential weaknesses in internal controls over financial reporting which are as follows:

- Due to the limited number of staff at the Company it is not feasible to achieve complete segregation of incompatible duties. The Company has mitigated this weakness in controls by adding management review procedures over the areas where segregation is an issue.
- The Company does not retain staff with specialized and current income tax, financial reporting and complex accounting expertise. The Company reports current and future income tax expenses and liabilities and other complex accounting calculations based on management's estimates and relies on reviews by management, external consultants and on the audit committee for quality assurance.

As a result of our assessment of the design of our internal control over financial reporting, we conclude that there is only a remote likelihood that a material misstatement would not be prevented or detected. Management and the board of directors work to mitigate the risk of a material misstatement in financial reporting; however, there can be no assurance that this risk can be reduced to less than a remote likelihood of a material misstatement.