HILLCREST RESOURCES LTD.

Condensed Consolidated Interim Financial Statements

(Unaudited – Prepared by Management)

For The Nine Months Ended September 30, 2013 and 2012

(Expressed in Canadian Dollars Unless Otherwise Stated)

Notice of No Auditor Review of the Condensed Consolidated Interim Financial Statements

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that these condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of Hillcrest Resources Ltd. ("the Company"), for the nine months ended September 30, 2013, has been prepared by management and have not been the subject of a review by the Company's independent auditor.

HILLCREST RESOURCES LTD.
Condensed Consolidated Interim Statements of Financial Position
(Unaudited - prepared by management)
(Expressed in Canadian dollars)

		September 30		December 31
		2013		2012
ASSETS				
Current assets				
Cash	**$**	**794,215**	$	17,124
Accounts receivable		**68,310**		106,628
Government remittances recoverable		**8,283**		26,294
Prepaid expenses		**38,977**		3,732
Total current assets		**909,785**		153,778
Non-current assets				
Deferred financing costs		**118,125**		-
Exploration and evaluation assets *(note 7)*		**1,950,860**		2,023,670
Property and equipment (*note 6)*		**1,151,481**		1,376,156
TOTAL ASSETS	**$**	**4,130,251**	$	3,553,604
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities	**$**	**113,733**	$	123,927
Loan payable *(note 8)*		**500,000**		-
Total current liabilities		**613,733**		123,927
Decommissioning liability		**50,695**		46,738
Secured loan		**500,000**		-
Total liabilities		**1,164,428**		170,665
SHAREHOLDERS' EQUITY				
Share capital *(note 9)*		**5,158,668**		5,182,619
Contributed surplus		**804,728**		722,282
Warrants		**122,923**		98,972
Deficit		**(3,120,496)**		(2,620,934)
		2,965,823		3,382,939
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	**$**	**4,130,251**	**$**	3,553,604

These financial statements were approved and authorized for issue by the Board of Directors on November 22 2013 .
They were signed on its behalf by:

"Martin Wood" *Director*

"David Stone" *Director*

See accompanying notes to the condensed consolidated interim financial statements

HILLCREST RESOURCES LTD.
Condensed Consolidated Interim Statements of Comprehensive Loss
(Unaudited - prepared by management)
For the Nine Months Ended September 30, 2013 and 2012
(Expressed in Canadian dollars)

	Three months ended September 30		Nine months ended September 30	
	2013	**2012**	**2013**	**2012**
Revenue	**$ 168,978**	$ 191,334	**$ 531,247**	$ 602,439
Expenses				
Operating costs	**$ 35,745**	$ 43,969	**$ 98,268**	$ 188,319
Accretion	**1,319**	695	**3,957**	2,085
Bank charges and interest	**910**	716	**2,389**	2,242
Consulting fees *(note 10)*	**140,048**	50,977	**237,608**	184,603
Debt issue cost	**16,875**	-	**16,875**	-
Depletion and depreciation	**81,345**	52,475	**269,229**	118,550
Filing and transfer agent fees	**3,013**	1,102	**17,700**	19,928
Investor relations and business development	**45,348**	7,593	**64,723**	84,087
Office and general	**7,915**	7,097	**17,187**	20,603
Professional fees	**101,023**	20,947	**166,084**	82,965
Stock-based compensation	**82,446**	474	**82,446**	28,435
Travel	**10,809**	2,236	**25,488**	9,947
	526,796	188,281	**1,001,954**	741,764
Income (Loss) before other items	**(357,818)**	3,053	**(470,707)**	(139,326)
Other items				
Interest income	**-**	17	**117**	24
Interest expense on secured loan	**(29,932)**	-	**(29,932)**	-
Foreign exchange gain (loss)	**(4,445)**	3,013	**960**	(11,109)
Net income (loss) and comprehensive income (loss) for the period	**$ (392,195)**	$ 6,083	**$ (499,562)**	$ (150,411)
Basic and diluted loss per share	**$ (0.01)**	$ 0.00	**$ (0.01)**	$ (0.00)
Weighted average number of common shares outstanding	**39,570,655**	339,570,655	**39,570,655**	38,332,862

See accompanying notes to the condensed consolidated interim financial statements

HILLCREST RESOURCES LTD.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity
(Unaudited - prepared by management)
For the Nine Months Ended September 30, 2013 and 2012
(Expressed in Canadian dollars)

	Share Capital					
	Number of Shares	*Amount*	*Contributed Surplus*	*Warrants*	*Deficit*	*Shareholders' Equity*
Balance, December 31, 2011	33,646,433	4,229,207	711,051	82,080	(1,889,801)	3,132,537
Issued for cash pursuant to private placements	1,706,222	307,120	-	18,953	-	326,073
Issued for oil and gas properties	3,500,000	630,000	-	-	-	630,000
Issued for cash pursuant to exercise of warrants	718,000	71,800	-	-	-	71,800
Share issuance costs and finder's fee	-	(57,569)	-	-	-	(57,569)
Stock-based compensation	-	-	28,435	-	-	28,435
Net loss for the period	-	-	-	-	(150,411)	(150,411)
Balance, September 30, 2012	**39,570,655**	**$ 5,180,558**	**$ 739,486**	**$ 101,033**	**$ (2,040,212)**	**$ 3,980,865**
Balance, December 31, 2012	39,570,655	$ 5,182,619	$ 722,282	$ 98,972	$ (2,620,934)	$ 3,382,939
Issued agent warrants for secured loan	-	-	-	23,951	-	23,951
Share issuance costs and finder's fee	-	(23,951)	-	-	-	(23,951)
Stock-based compensation	-	-	82,446	-	-	82,446
Net loss for the period	-	-	-	-	(499,562)	(499,562)
Balance, September 30, 2013	**39,570,655**	**$ 5,158,668**	**$ 804,728**	**$ 122,923**	**$ (3,120,496)**	**$ 2,965,823**

See accompanying notes to the condensed consolidated interim financial statements

HILLCREST RESOURCES LTD.

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited - prepared by management)

For the Nine Months Ended September 30, 2013 and 2012

(Expressed in Canadian dollars)

	Three months ended September 30		Nine months ended September 30	
	2013	**2012**	**2013**	**2012**
Cash flows provided by (used in) operating activities				
Net income (loss) for the period	**$ (392,195)**	$ 6,082	**$ (499,562)**	$ (150,411)
Adjusted for items not involving cash:				
Accretion	**1,319**	695	**3,957**	2,085
Amortization of debt issue costs	**16,875**	-	**16,875**	-
Depletion and depreciation	**81,345**	52,475	**269,229**	118,550
Stock-based compensation	**82,446**	474	**82,446**	28,435
Changes in non-cash working capital:				
Accounts receivable	**633**	44,985	**38,318**	11,464
Government remittances recoverable	**(3,720)**	26,240	**18,011**	33,370
Prepaid expenses	**(17,758)**	3,548	**(35,245)**	5,412
Due from related parties	**-**	21	**-**	20
Accounts payable and accrued liabilities	**42,109**	(74,142)	**(10,194)**	(234,579)
	(188,946)	60,378	**(116,165)**	(185,654)
Cash flows from (used in) investing activities				
Sale proceeds of oil and gas properties	**-**	578,763	**-**	578,763
Sale proceeds of exploration and evaluation assets	**234,248**	-	**234,248**	-
Acquisition of oil and gas properties	**(1,374)**	(8,570)	**(44,554)**	(186,284)
Exploration and evaluation expenditures	**(161,438)**	(580,414)	**(161,438)**	(833,839)
	71,436	(10,221)	**28,256**	(441,360)
Cash flows from (used in) financing activities				
Deferred financing costs	**(135,000)**	-	**(135,000)**	-
Proceeds from issuance of common shares	**-**	-	**-**	378,920
Proceeds from secured loan	**1,000,000**	-	**1,000,000**	-
Share issuance costs	**-**	(11,969)	**-**	(38,616)
	865,000	(11,969)	**865,000**	340,304
Change in cash	**747,490**	38,188	**777,091**	(286,710)
Cash, beginning of the period	**46,725**	8,130	**17,124**	333,028
Cash, end of the period	**$ 794,215**	$ 46,318	**$ 794,215**	$ 46,318
Additional Information:				
Income tax paid	**$ -**	$ -	**$ -**	$ -

See accompanying notes to the condensed consolidated interim financial statements

1. Nature and Basis of Operations

Hillcrest Resources Ltd. (the "Company") was incorporated on May 2, 2006 under the Business Corporations Act of British Columbia, and is in the business of acquiring, exploring and developing exploration interests in oil and gas projects in the United States of America. The Company's registered office is suite 303 – 750 West Pender Street, Vancouver, British Columbia, Canada, V6C 2T7.

The Company is subject to several categories of risk associated with the exploration and development of oil and gas resources. Oil and gas exploration and production is a speculative business, and involves a high degree of risk. Among the factors that have a direct bearing on the Company's prospects are uncertainties inherent in estimating oil and gas reserves, future hydrocarbon production, and cash flows, particularly with respect to wells that have not been fully tested and with wells having limited production histories; access to additional capital; changes in the price of oil and gas; availability and cost of services and equipment; and the presence of competitors with greater financial resources and capacity.

The oil and gas industry is subject, by its nature, to environmental hazards and clean-up costs. At this time, management knows of no substantial costs from environmental accidents or events for which the Company may be currently liable. In addition, the Company's oil and gas business makes it vulnerable to changes in prices of crude oil and natural gas. Such prices have been volatile in the past and can be expected to be volatile in the future. By definition, proved reserves are based on estimated future oil and gas prices and costs. Price declines reduce the estimated quantity of proved reserves and increase annual depletion expense (which is based on proved and probable reserves).

2. Basis of Preparation

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of measurement

The condensed consolidated interim financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company's functional currency.

Going concern of operations

These condensed consolidated interim financial statements have been prepared on the basis of a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. The Company incurred a net loss of $499,562 during the nine months ended September 30, 2013 (year ended December 31, 2012 - $731,133). The Company's ability to meet its obligations as they fall due and to continue to operate as a going concern is dependent on the continued financial support of the creditors and the shareholders and ultimately, the attainment of profitable operations. There is no certainty that the Company will continue to produce revenue due to the inherent production risks associated with the oil and natural gas industry. In the past, the Company has relied on sales of equity securities to meet its cash requirements. There can be no assurance that funding from this or other sources will be sufficient in the future to satisfy operational requirements and cash commitments. Even if the Company is able to obtain new financing, it may not be on commercially reasonable terms or terms that are acceptable to it. Failure to obtain such financing on a timely basis could cause the Company to reduce or terminate its operations. Due to the uncertainties as noted above, there is significant doubt regarding the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Basis of Preparation (continued)

Going concern of operations (continued)

		September 30, 2013		December 31, 2012
Working capital surplus	**$**	**296,052**	$	29,851
Deficit	**$**	**(3,120,496)**	$	(2,620,934)

Critical judgments in applying accounting policies

The preparation of these condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates.

These condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- the recoverability of receivables;
- the carrying value and the recoverability of oil and gas properties;
- depletion and depreciation;
- petroleum and natural gas reserves;
- decommissioning liabilities;
- the inputs used in the accounting for share-based payments;
- income taxes.

3. Significant Accounting Policies

Principles of consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries, Hillcrest Exploration Inc. and Hillcrest Resources (Arizona) Ltd. All intercompany balances and transactions have been eliminated.

Foreign currency translation

(i) Functional and presentation currency

The financial results of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency. Income and expenditure transactions of foreign operations are translated at the average rate of exchange for the year except for significant individual transactions which are translated at the rate of exchange in effect at the transaction date. All assets and liabilities, including fair value adjustments and goodwill arising on acquisition, are translated at the rate of exchange ruling at the reporting date. Differences arising on translation from the transition date are recognized as other comprehensive income. When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of the net investment in a foreign operation and

3. Significant Accounting Policies (continued)

Foreign currency translation (continued)

are recognized in other comprehensive income. On disposal of part or all of the operations, the proportionate share of the related cumulative gains and losses previously recognized in the comprehensive income are included in determining the profit or loss on disposal of that operation. The condensed consolidated interim financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency, while the US dollar is the functional currency of the Company's subsidiary.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognised in the statement of comprehensive loss, except for the Company's net investment in its foreign subsidiaries which are recognised in other comprehensive income.

Exploration and evaluation

Exploration and evaluation ("E&E") costs are capitalized for projects after the Company has acquired the legal right to explore but prior to their technical feasibility and commercial viability being confirmed, generally determined as the establishment of proved or probable reserves. These costs may include costs of license acquisition, technical services and studies, seismic acquisition, exploration drilling and testing, directly attributable overhead and administration expenses, including remuneration of production personnel and supervisory management, the projected costs of retiring the assets, and any activities in relation to evaluating the technical feasibility and commercial viability of extracting mineral resources.

Once technical feasibility and commercial viability are confirmed the E&E asset is then reclassified to property and equipment and tested for impairment. For purposes of impairment testing, E&E assets are allocated to the appropriate cash-generating units based on geographic proximity.

Expired lease costs are expensed as part of depletion and depreciation expense as they occur and costs incurred prior to the legal right to explore are charged to net income (loss).

Property and equipment

(i) Cost and valuation

All costs directly associated with the development of oil and gas interests are capitalized on an area-by-area basis as oil and gas interests and are measured at cost less accumulated depletion and net impairment losses. These costs include expenditures for areas where technical feasibility and commercial viability have been determined. These costs include property acquisitions with proved and/or probable reserves, development drilling, completion, gathering and infrastructure, decommissioning liabilities and transfers of exploration and evaluation assets.

Equipment includes computer equipment which is recorded at cost on initial acquisition. Cost includes the purchase price and the directly attributable costs of acquisition required to bring an asset to the location and condition necessary for the asset to be capable of operating in the manner intended by management. Subsequent expenditure relating to an item of equipment is capitalized when it is probable that future economic benefits from the use of the assets will be increased. All other subsequent expenditure is recognized as repairs and maintenance expenses during the period in which they are incurred.

(ii) Depletion and depreciation

The provision for depletion for oil and natural gas assets is calculated based on each asset's production for the period divided by the Company's estimated total proved and probable oil and natural gas reserve volumes before royalties for that asset, taking into account estimated future development costs. Production and reserves of natural gas and associated liquids are converted at the energy equivalent ratio of six thousand cubic feet of natural gas to one barrel of oil. Changes in estimates used in prior periods, such as proven and probable reserves, that affect the unit-of-production calculations do not give rise to prior period adjustments and are dealt with on a prospective basis.

3. Significant Accounting Policies (continued)

Property and equipment (continued)

(ii) Depletion and depreciation (continued)

Equipment is depreciated on a declining balance basis over the estimated useful life of the asset at the rate of 45% to 55% per annum. Where components of an asset have a different useful life and cost that is significant to the total cost of the asset, depreciation is calculated on each separate component. Depreciation methods, useful lives and residual values are reviewed at the end of each reporting date, and adjusted if appropriate.

Impairment of non-financial assets

At each reporting period the carrying amounts of the Company's non-financial assets, other than exploration and evaluation assets, are reviewed for indicators of impairment. If indicators exist, the recoverable amount of the asset is estimated. Exploration and evaluation assets are assessed for impairment when they are reclassified to property and equipment and if facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

For purposes of assessing impairment, exploration and evaluation assets and property and equipment are grouped into cash generating units ("CGU") defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or groups of assets. The Company has used geographical proximity, geological similarities, analysis of shared infrastructure, commodity type, assessment of exposure to market risks and materiality to define its CGUs.

If the carrying amount exceeds the recoverable amount, the asset or CGU is recorded at its recoverable amount with the reduction recognized in net income (loss) in depletion and depreciation expense. The recoverable amount is the greater of the value in use or fair value less costs to sell. Fair value is the amount the asset could be sold for in an arm's length transaction. The value in use is the present value of the estimated future cash flows of the asset from its continued use. The fair value less costs to sell considers the continued development of a property and market transactions in a valuation model. The Company uses the present value of the cash generating unit's estimated future cash flows from both proved and probable reserves in its fair value model. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded entities or other available fair value indicators.

Impairments are reversed in subsequent periods when there has been an increase in the recoverable amount of a previously impaired asset or CGU and these reversals are recognized in net income (loss). The recovery is limited to the original carrying amount less depletion and depreciation that would have been recorded had the asset not been impaired.

Impairment of financial assets

At each reporting date, the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or group of financial assets.

Joint operations

Oil and natural gas operations are conducted jointly with external parties and, accordingly, these condensed consolidated interim financial statements reflect only the Company's proportionate interest in such activities.

Revenue recognition

Revenue from the sale of oil and natural gas is recoded when the significant risks and rewards of ownership of the product is transferred to the buyer which is usually when legal title passes to the external party. Revenue is measured net of discounts and customs duties.

3. Significant Accounting Policies (continued)

Financial instruments

(i) Non-derivative financial assets

All financial instruments are classified into one of five categories: financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments and derivatives are measured in the statement of financial position at fair value, except for loans and receivables, held-to-maturity investments and other financial liabilities, which are measured at amortized cost. Subsequent measurement and changes in fair value will depend on their initial classification. Financial assets at fair value through profit or loss are measured at fair value and changes in fair value are recognized in net income (loss).

Available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the instrument is derecognized or impaired. Held-to-maturity investments, loans and receivables, and other financial liabilities are initially measured at fair value and subsequently measured at amortized cost. Amortization of premiums or discounts and losses due to impairment are included in current year net income (loss).

The Company has classified its cash as a financial asset at fair value through profit or loss, and accounts receivable as loans and receivables.

The Company derecognizes a financial asset when its contractual obligations to the cash flows from the asset are discharged or cancelled or expire.

(ii) Non-derivative financial liabilities

The Company initially recognizes debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities (including liabilities designated at fair value through profit or loss) are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company classifies the non-derivative financial liabilities to the following categories: loans and borrowings, bank overdrafts, and trade and other payables. Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost using the effective interest method.

Accounts payable and accrued liabilities, are classified as other financial liabilities. Transaction costs incurred upon the issuance of debt instruments or modification of a financial liability are deducted from the financial liability and are amortized using the effective interest method over the expected life of the related liability.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

(iii) Offsetting of financial assets and liabilities

Financial assets and financial liabilities are offset and the net amount reported in the condensed consolidated interim statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Cash and cash equivalents

Cash equivalents consist of highly liquid investments, which are readily convertible into cash and generally have maturities of three months or less when acquired. As of September 30, 2013 and December 31, 2012, there were no cash equivalents.

3. Significant Accounting Policies (continued)

Decommissioning and restoration costs

Decommissioning and restoration costs will be incurred by the Company at the end of the operating life of certain of the Company's assets. The ultimate decommissioning and restoration costs are uncertain and cost estimates can vary in response to many factors including changes to relevant legal and regulatory requirements, the emergence of new restoration techniques or experience at other production sites. The expected timing and amount of expenditure can also change, for example in response to changes in reserves or changes in laws and regulations or their interpretation. In determining the amount of the provision, assumptions and estimates are required in relation to discount rates. As a result, there could be significant adjustments to the provisions established which would affect future financial results. In the Company's judgment, the most appropriate discount rate to use is the Company's credit adjusted rate of 12%.

As at September 30, 2013, the Company has accrued $50,695 asset retirement obligations (December 31, 2012 - $46,738) related to its oil and gas and mineral exploration properties.

Share-based payments

The grant date fair value of share-based payment awards granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credit to share capital, adjusted for any consideration paid.

Basic and diluted earnings (loss) per share

Earnings (Loss) per share are calculated using the weighted-average number of common shares outstanding during the year. In calculating diluted earnings (loss) per share, the Company considers the potential exercise of outstanding share purchase options and warrants to the extent each option, warrant or contingent issuance was dilutive. Potentially dilutive securities were excluded in the computation of diluted loss per share as their inclusion would be anti-dilutive.

Taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

i) Current income tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

3. Significant Accounting Policies (continued)

Taxes (continued)

ii) Deferred income tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognized for the following temporary differences:

- liabilities arising from initial recognition of goodwill for which amortization is not deductible for tax purposes;
- liabilities arising from the initial recognition of an asset/liability other than in a business combination which, at the time of the transaction, does not affect either the accounting or the taxable profit; and
- liabilities arising from undistributed profits from investments where the entity is able to control the timing of the reversal of the difference and it is probable that the reversal will not occur in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

iii) Sales tax

Revenues, expenses and assets are recognized net of the amount of sales tax except:

- Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the sales tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable
- Receivables and payables that are stated with the amount of sales tax included. The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Standards, amendments and interpretations not yet effective

The following standards and amendments to existing standards have been published and are mandatory for the Company's annual accounting periods beginning January 1, 2013 or later periods:

IFRS 7 'Financial Instruments: Disclosures' – In December 2010, the IASB amended IFRS 7 requiring additional disclosures on offsetting of financial assets and financial liabilities. This amendment is effective for annual fiscal periods beginning on or after January 1, 2013. Additional disclosures about the initial application of IFRS 9 Financial Instruments are required, effective on the date that IFRS 9 is first applied. The Company is currently evaluating the impact the final standard is expected to have on its financial statements.

IFRS 9 'Financial Instruments: Classification and Measurement' – introduces new requirements for the classification and measurement of financial instruments.

IFRS 10 'Consolidated Financial Statements' – establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities.

IFRS 11 'Joint Arrangements' - provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form.

3. Significant Accounting Policies (continued)

Standards, amendments and interpretations not yet effective (continued)

IFRS 12 'Disclosure of Interests in Other Entities' - requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows.

IFRS 13 'Fair Value Measurement' - provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy.

IAS 1 'Presentation of Financial Statements' – improves the consistency and clarity of the presentation of items of other comprehensive income.

IAS 27 'Separate Financial Statements' – contains accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.

IAS 28 'Investments in Associates and Joint Ventures' – prescribes the accounting for investments in associates and joint ventures and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures.

IAS 32 'Financial Instruments' – Presentation, amendments regarding Offsetting Financial Assets and Financial Liabilities.

Management anticipates that the above standards will be adopted in the Company's financial statements for the period beginning January 1, 2013 or later, and currently evaluating the impact of the adoption of these standards.

4. Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of oil and gas properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is primarily dependent on external financing to fund its activities. In order to carry out the planned exploration and development and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient economic potential and if it has adequate available or committed financial resources to complete such acquisitions.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the nine months ended September 30, 2013. The Company is not subject to externally imposed capital requirements.

5. Risk Factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

The Company's credit risk is primarily attributable to cash and cash equivalents, and accounts receivable. The Company's maximum exposure to credit risk at the end of the reporting period is the carrying value of these assets. Substantially all of the Company's customers are in the oil and natural gas industry and are subject to normal industry credit risks. The Company has minimal collection risk related to these receivables and expects to collect the outstanding receivables in the normal course of operations. At September 30, 2013, the maximum credit exposure is the carrying amount of the accounts receivable of $68,310 (December 31, 2012 - $106,628). The Company has no significant concentration of credit risk arising from operations. Cash and cash equivalents are held with reputable financial institutions, from which management believes the risk of loss to be remote.

5. Risk Factors (continued)

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2013, the Company had current assets of $909,785 (December 31, 2012 - $153,778) to settle current liabilities of $613,733 (December 31, 2012 – $123,927).

Market risk

Market risk is the risk of loss that may arise from changes in market factor such as interest rates, foreign exchange rates, and commodity and equity prices.

Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term certificates of deposits issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Foreign currency risk

Foreign currency exchange rate risk is the risk that the fair value of financial instruments or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company operates in Canada and the United States. All of the Company's oil and natural gas sales are denominated in United States dollars.

The Company was exposed to the following foreign currency risk:

Expressed in foreign currencies	**September 30, 2013 US$**	December 31, 2012 US$
Cash	**$ 206,445**	$ 4,809
Accounts receivable	**66,302**	107,175
Accounts payable and accrued liabilities	**(74,808)**	(63,966)
	$ 197,939	$ 48,018

The following foreign exchange rates applied for the nine months ended as at September 30, 2013, and year ended as at December 31, 2012:

	September 30, 2013	December 31, 2012
Year-to-date average USD to CAD	**1.0221**	0.9994
As at	**1.0303**	0.9949

The Company has performed a sensitivity analysis on its foreign currency denominated financial instruments. Based on the Company's foreign currency exposure noted above and assuming that all other variables remain constant, a 10% appreciation of the US dollar against the Canadian dollar would result in the increase of net gain of $19,794 at September 30, 2013 (December 31, 2012 - increase of net gain of $4,801). For a 10% depreciation of the above foreign currencies against the Canadian dollar, assuming all other variables remain constant, there would be an equal and opposite impact on net loss.

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of natural resources, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

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6. Property and Equipment

	Computer	Oil and Gas Interests	Total
	$	$	$
Cost			
Balance at December 31, 2012	13,520	1,648,084	1,661,604
Additions	-	44,554	44,554
Balance at September 30, 2013	13,520	1,692,638	1,706,158
Accumulated depletion and depreciation			
Balance at December 31, 2012	12,763	272,685	285,448
Depletion and depreciation for the period	293	268,936	269,229
Balance at September 30, 2013	13,056	541,621	554,677
Carrying amounts			
Balance at December 31, 2012	757	1,375,399	1,376,156
Balance at September 30, 2013	464	1,151,017	1,151,481

Hartburg Project, Newton County, Texas

By agreement dated December 8, 2009, the Company entered into an Assignment and Assumption Agreement for the assignment of a 60% working interest in certain land leases known as the Hartburg Project in Newton County, Texas. In consideration the Company paid a lump sum of $111,266 US ($117,040 CDN). The Company is responsible for their proportionate share of all future costs of the development of the property.

On March 27, 2009, Barry Lasker ("Lasker") and Delta Oil and Gas, Inc. ("Delta") entered into an exploration agreement (the "Exploration Agreement"). Pursuant to the terms of the Exploration Agreement, Lasker agreed to identify and secure leases which would subsequently be assigned to Delta and pursuant to the terms of such agreement, Delta agreed to pay 100% of the lease acquisition costs and operating costs of up to three wells. In exchange for Lasker's performance under the Exploration Agreement, Lasker obtained a 10% carried interest in the first target well, Donner #1, and a 20% carried interest in the second and third target wells, Prospect 1 and Prospect 2, respectively, until payout in each of the wells. Upon payout, Lasker's carried interest converted to a 50% working interest in Donner #1 and a 40% working interest in each of Prospect 1 and Prospect 2.

On December 30, 2010, Delta entered into an agreement (the "HRI Assignment") with the Company to assign 60% of all of Delta's right, title and interest in and to the Exploration Agreement.

The effect of the Exploration Agreement and the HRI Assignment was to create the following net revenue interests to the Company in Donner #1, Donner #2, and Prospect 2:

<u>Donner #1</u>	
Before payout	54%
After payout	22.5%
<u>Donner #2 and Prospect 2</u>	
Before payout	48%
After payout	27%

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6. Property and Equipment (continued)

Livingston Property, Polk County, Texas

By agreement dated November 1, 2009, the Company, entered into an Assignment of Oil and Gas Lease and Bill of Sale for the assignment of a 30% working interest and a 22.5% net revenue interest in certain oil and gas leases known as the Livingston property in Polk County, Texas. In consideration the Company paid a lump sum of $90,000 US ($96,120 CDN). The Company is responsible for their proportionate share of all future costs of the development of the property.

Tulla Property, Teton and Pondera County, Texas

On November 1, 2011 the Company entered into a purchase and sale agreement with Washington-based Longshot Oil LLC, with respect to the acquisition by the company from Longshot of certain oil and gas properties in Pondera county, Montana. Pursuant to the terms of the purchase and sale agreement, the Company acquired Longshot's legal and beneficial right, title and interest in and to certain oil and gas properties in Pondera county, Montana, including all oil and gas leases, all geological and geophysical data (including all seismic data) and copies of all records with respect to such oil and gas properties. As consideration for the acquisition of the properties, the Company paid Longshot $350,000 in cash. During August 2012, the Company sold the property for its net book value to Bakken Oil Holdings LLC. ("Bakken"), and Bakken forgave the remaining amount owing on the Woodrow Montana Project (Note 7).

7. Exploration and Evaluation Assets

	Total $
Cost	
Balance at January 1, 2012	1,571,761
Reclassified to oil & gas properties	(608,833)
Additions	948,645
Reclassified upon completion of asset swap	590,242
Write down	(478,145)
Balance at December 31, 2012	2,023,670
Additions	161,438
Sales proceeds	(234,248)
Balance at September 30, 2013	1,950,860

Arizona Project

The Company acquired a total of 120,080 acres through a significant leasehold position in the Pedregosa Basin located in Cochise and Graham County in the State of Arizona. In consideration, the Company paid US$200,000 (CDN$193,669). The Company purchased the carried interest for the price of 1,500,000 common shares of the Company, which were issued on March 1, 2012 with fair value of $270,000. The properties were abandoned during the year ended December 31, 2012. The cost of $478,145 was charged to consolidated statements of comprehensive loss for the year ended December 31, 2012.

Montana Project with Longshot Oil, LLC – Muddy Creek

On September 26, 2011, the Company entered into a purchase and sale agreement with Longshot Oil, LLC, a private company with common management and shareholders with Bakken Oil Holdings, with the acquisition of certain oil and gas properties in Teton County, Montana. The Company will issue 1,000,000 common shares of the Company at a deemed price of $0.25 per share and pay $400,000 in cash.

7. Exploration and Evaluation Assets (continued)

Montana Project with Longshot Oil, LLC – Muddy Creek (continued)

On September 2, 2013, the Company entered into a Letter of Intent with Nelan Advisors Corporation ("Nelan") pursuant to which Nelan has the right to farm in to a 50% working interest in the Company's oil and gas interests and related rights to the oil and gas leases in Montana. Pursuant to the Letter of Intent, the Company will receive an aggregate of US$400,000 as consideration for the farm in. A non-refundable deposit of US$50,000 was received on September 4, 2013. The Letter of Intent includes provisions for the negotiation and execution of a definitive agreement between the parties by October 17, 2013, at which time a further US$50,000 will be paid to the Company. Remaining cash due to the Company will be received in three installments at 60 day intervals following the signing of the Definitive Agreement.

Costs as at September 30, 2013 are $638,952 (December 31, 2012 - $691,412).

Montana Project with Bakken Oil Holdings LLC - Woodrow

On November 30, 2011 the Company entered into a purchase and sale agreement with Bakken Oil Holdings, LLC to acquire certain oil and gas properties in Teton and Pondera Counties, Montana comprising approximately 12,333 acres. As consideration the Company will issue 4,000,000 warrants exercisable at $0.20 per share for a period of 24 months and pay $1,000,000 in cash. During August 2012, the Company signed an agreement, whereby Bakken forgave the remaining amount owing in return for the Tulla property. The agreement also cancelled the requirement for the Company to issue 4,000,000 warrants at a price of $0.20 per share.

The Company obtained 3,849 acres of oil and gas properties in Teton County, Montana at a land sale held on December 7, 2011.

On August 14, 2013, the Company signed a definitive agreement with West Bakken Holdings Ltd. The definitive agreement followed the previously announced letter of intent (July 24, 2013) between the two companies. The total agreement, when completed, includes 50-per-cent ownership in the oil and gas interests, and properties and related rights and interests to the oil and gas leases in Montana, comprising 12,333 gross acres in Teton county. The Company is slated to receive a total of $550,000 (U.S.) for the purchase. The LOI was signed on June 28, 2013, and a non-refundable deposit of $50,000 (U.S.) was received on July 3, 2013. As per the terms of the agreement, a payment of $125,000 (U.S.) was received by the Company on August 16, 2013. The definitive agreement outlines provisions whereby three additional payments of $125,000 (U.S.) will be received in 60-day intervals following the signing of the definitive agreement.

The costs as at September 30, 2013 are $1,153,080 (2012 - $1,332,258).

Montana Project with 0914577 BC Ltd.

On January 25, 2012, the Company entered into a purchase and sale agreement with 0914577 BC Ltd. (Wolf Fiedler) with the acquisition of 85% working interest before payout and a 75% working interest after payout in 600 acres in Pondera county, Montana. Consideration is 2,000,000 common shares of the Company, which were issued on March 1, 2012 with a fair value of $360,000. During August 2012, the Company sold the property to Bakken Oil Holdings LLC. ("Bakken"), and Bakken forgave the remaining amount owing on the Woodrow Montana Project (Note 7).

8. Secured Loan

On July 19, 2013, the Company closed its initial draw of $1,000,000 (the "Initial Draw") pursuant to a senior secured loan facility of up to $2,000,000 arranged with Ascendant Securities Inc.("ASI") on behalf of a group of clients of ASI (the "Lenders"). An additional $1,000,000 may be drawn at the option of the Company subject to the terms and conditions of a trust indenture between the Company and ASI. In connection with the Initial Draw, the Company has issued senior secured debentures of the Company (the "Debentures") in an aggregate principal amount of $1,000,000. The Debentures will bear interest at a rate of 15% per annum, compounded monthly. The principal amount of the Debentures evidencing the Initial Draw will mature on July 18, 2015. As part of the consideration for the Loan Facility, the Lenders will receive an aggregate 6% overriding royalty interest in the Company's proceeds from all oil, gas and other hydrocarbons produced from any new wells developed on the Company's Donner Properties using any portion of the proceeds from the Initial Draw. The Company has paid ASI a cash agent's fee of $60,000, the first installment of an annual monitoring fee of $25,000 and a 2% Royalty Interest for acting as collateral agent. The Company also issued an aggregate of 1,200,000 agent warrants. The Agent Warrants entitle the holder thereof of purchase up to 1,200,000 common shares of the Company at a price of $0.10 per share until July 18, 2015.

9. Share Capital

Authorized:

Unlimited number of common shares without par value

Issued and outstanding:

Nine Months Ended September 30, 2013

During the nine months ended September 30, 2013, the Company issued nil common shares.

Year Ended December 31, 2012

Issued for Cash

On February 29, 2012, the Company closed a non-brokered private placement and issued 1,706,222 common shares at a price of $0.18 per unit for gross proceeds of $307,120. Each unit consists of one common share and one half of a common share purchase warrant with each whole warrant exercisable at a price of $0.12 for a term of 2 years until February 28, 2014. The Company also paid a commission in cash in the amount of $20,088 and issued 111,600 Agent's warrants, being 8% of the aggregate proceeds from the sale of units to purchasers introduced by the Finder. The Agent`s warrants have an exercise price of $0.18 per share and exercisable until February 28, 2014. The Agent's warrants were valued at $16,892 using the Black Scholes option pricing model with weighted average assumptions of an expected life of two years, dividend yield of 0%, expected volatility of 198%, and risk-free rate of return of 1.10%.

During the year ended December 31, 2012, the Company issued 718,000 common shares pursuant to the exercise of 718,000 warrants at $0.10 per share for total proceeds of $71,800.

Issued for Oil and Gas Properties

On March 1, 2012, the Company issued 2,000,000 common shares at a fair value of $0.18 per share to 0914577 BC Ltd., for certain oil and gas properties in Pondera County, Montana.

On March 1, 2012, the Company issued 1,500,000 common shares at a fair value of $0.18 per share to Arizona Energy Explorations LLC, for the override position in the Pedregosa Basin in Cochise County, Arizona.

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9. Share Capital (continued)

Share Purchase Warrants

During the year ended December 31, 2012, 718,000 warrants were exercised. The Company also issued 853,111 share purchase warrants pursuant to private placements. Each warrant is exercisable for one common share at $0.12 per share expiring on February 28, 2014. The following table summarises share purchase warrant transactions:

	September 30, 2013		December 31, 2012	
	Number of Warrants	**Weighted Average Exercise Price**	Number of Warrants	Weighted Average Exercise Price
Balance, beginning of period	**853,111**	**$ 0.12**	2,453,000	$ 0.10
Issued	**-**	**-**	853,111	0.12
Exercised	**-**	**-**	(718,000)	0.10
Expired	**-**	**-**	(1,735,000)	0.10
Balance, end of period	**853,111**	**$ 0.12**	853,111	$ 0.12

Agent's Warrants

On March 17, 2011, the Company completed its Initial Public Offering and issued 828,000 Agent's warrants with an exercise price of $0.20 per share, exercisable until March 17, 2013. During the year ended December 31, 2011, 391,933 agent's warrants were exercised. On March 17, 2013, the remaining 436,067 agent's warrants expired in full.

On February 29, 2012, the Company issued 111,600 Agent's warrants, being 8% of the aggregate proceeds from the sale of Units to purchasers introduced by the Finder with an exercise price of $0.18 per share and exercisable until February 28, 2014.

On July 19, 2013, the Company issued senior secured debentures of the Company in an aggregate principal amount of $1,000,000. The Company also issued an aggregate of 1,200,000 agent warrants which entitle the holder to purchase up to 1,200,000 common shares of the Company at a price of $0.10 per share until July 18, 2015.

The following table summarises Agent's warrant transactions:

	September 30, 2013		December 31, 2012	
	Number of Agent's Warrants	**Weighted Average Exercise Price**	Number of Warrants	Weighted Average Exercise Price
Balance, beginning of period	**547,667**	**$ 0.20**	436,067	$ 0.20
Issued	**1,200,000**	**0.10**	111,600	0.18
Exercised	**-**	**-**	-	-
Expired	**(436,067)**	**0.20**	-	-
Balance, end of period	**1,311,600**	**$ 0.11**	547,667	$ 0.20

(Expressed in Canadian Dollars Unless Otherwise Stated)

9. Share Capital (continued)

Stock Options

Effective November 4, 2010, the Company adopted a stock option plan to grant stock options to its directors, officers, employees and consultants. Subjective to the requirement of the TSX Venture Exchange (the "Exchange"), the aggregate number of securities reserved for issuance under the plan, at any point in time, will be 10% of the number of common shares of the Company issued and outstanding at the time the option is granted (on a diluted basis), less any common share reserved for issuance under share options granted under share compensation arrangements other than the plan. The exercise price of option grants will be determined by the board, but will not be less than the closing market price of the common shares on the Exchange less allowable discounts at the time of grant. All options granted under the plan will expire not later than the date that is five years from the date that such options are granted.

On March 22, 2011, the Company granted 1,550,000 stock options to officers and directors of the Company and 350,000 stock options to two consultants of the Company. The stock options are exercisable for a period of 5 years from the date of listing on the TSX Venture Exchange ("Listing") at an exercise price of $0.20 per common share. The stock options granted will vest four months from date of Listing. Total stock-based compensation expense of $525,295 has been charged to operations. The weighted average fair value of the options granted was $0.28 per option.

On September 26, 2011, the Company granted 800,000 stock options to directors and consultants of the Company. The stock options are exercisable for a period of 5 years from the date of listing on the TSX Venture Exchange ("Listing") at an exercise price of $0.25 per common share. The stock options granted will vest four months from date of Listing. Total stock-based compensation expense of $185,756 has been charged to operations. The weighted average fair value of the options granted was $0.235 per option.

On February 16, 2012, the Company granted 125,000 stock options to a consultant for investor relations. The stock options are exercisable for a period of 2 years from the date of listing on the TSX Venture Exchange (March 22, 2011) at an exercise price of $0.20 per common share. The stock options granted have a vesting period of 25% that vest immediately and 25% vest over the next 9 months at three month intervals. Total stock-based compensation expense of $11,231 has been charged to operations. The weighted average fair value of the options granted was $0.09 per option. These options have expired as of June 30, 2013.

On September 6, 2013, the Company granted 1,750,000 stock options to officers, directors and consultants of the Company. The stock options are exercisable for a period of 5 years from the date of listing on the TSX Venture Exchange at an exercise price of $0.06 per common share. The stock options granted vested immediately. Total stock-based compensation expense of $82,446 has been charged to operations. The weighted average fair value of the options granted was $0.05 per option.

The fair value of the option granted was estimated on the date of grant using the Black-Scholes option pricing model with the following weight average assumptions:

	September 30, 2013	December 31, 2012
Dividend yield	**Nil**	Nil
Expected volatility	**130%**	198%
Risk-free rate of return	**2.12%**	1.07%
Expected life of options	**5 years**	2 years

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9. Share Capital (continued)

Stock Options

	September 30, 2013		December 31, 2012	
	Number of Stock Options	**Weighted Average Exercise Price**	Number of Stock Options	Weighted Average Exercise Price
Outstanding, beginning of period	**2,825,000**	**$ 0.21**	2,700,000	$ 0.21
Granted	**1,750,000**	**-**	125,000	0.20
Expired	**(525,000)**	**(0.20)**	-	-
Expired	**(450,000)**	**(0.25)**	-	-
Outstanding, end of period	**3,600,000**	**$ 0.14**	2,825,000	$ 0.21
Exercisable, end of period	**3,600,000**	**$ 0.14**	2,825,000	$ 0.21

10. Related Party Transactions

Related party transactions are with directors and a company controlled by a director and officer of the Company.

The following summarizes the Company's related party transactions during the nine months ended September 30, 2013 and 2012:

	2013	2012
Consulting fees to the Chief Executive Officer of the Company	**$ 67,500**	$ 67,500
Consulting and accounting fees to companies controlled by the Chief Financial Officer of the Company	**$ 54,000**	$ 53,000
Consulting fees to the Director of the Company	**$ 44,650**	$ -

As at September 30, 2013, the Company owed $nil (December 31, 2012 - $2,822) to a director. Stock-based compensation of $58,890 was recognised during the nine months ended September 30, 2013 (December 31, 2012 - $nil), related to stock options granted to directors and officers.

These transactions are in the normal course of operations and are measured at the exchange amount of consideration established and agreed to by the related parties.

11. Subsequent Event

On October 3, 2013, the Company announces that it has entered into an exploration agreement regarding approximately 220 acres of certain oil and gas leases located in the Newton County, Texas, USA (the "Property"). Pursuant to the terms, the Company will pay a total of US$92,476 to the vendor, representing the acquisition costs for the Property. The Company shall pay 100% of the costs to drill and complete any agreed upon target wells. There are no mandatory drilling obligations. The drilling costs and completion costs are recoverable by the Company from the proceeds of production from the well to which costs are attributable. After completion of any well and payout of costs to the Company, all wells drilled on the Property are subject to a 50% back-in right of the vendor.