

CANADIAN OVERSEAS PETROLEUM LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS MARCH 31, 2011

The following is the Management's Discussion and Analysis ("MD&A") of the operating and financial results of Canadian Overseas Petroleum Limited, formerly Velo Energy Inc., and its wholly owned subsidiaries COPL Technical Services Limited, formerly North Sea Oil Ltd., and Canadian Overseas Petroleum (UK) Limited ("COPL UK"), formerly North Sea Oil Exploration Limited (collectively "COPL" or the "Company") as at and for the three month period ended March 31, 2011. The information is provided as of May 20, 2011. The three month results have been compared to the same period in 2010. This discussion and analysis should be read in conjunction with the Company's audited consolidated financial statements as at and for the years ended December 31, 2010 and 2009, together with the accompanying notes, the December 31, 2010 MD&A and the Annual Information Form dated March 31, 2011. These documents and additional information about COPL are available on SEDAR at www.sedar.com.

All amounts are presented in Canadian dollars ("C\$") unless otherwise noted.

BUSINESS OF THE COMPANY

Canadian Overseas Petroleum Limited is a publicly traded oil and gas company listed on the TSX Venture Exchange (TSX-V) under the symbol "XOP".

COPL and its subsidiaries are involved in identification, acquisition and/or farm-in, exploration and development of oil and gas offshore reserves.

FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements relating to future events or future performance. In some cases, forward-looking statements can be identified by terminology such as "may", "will", "should", "expects", "projects", "plans", "anticipates", "potential", "intend", "believe" and similar expressions. These statements represent management's expectations or beliefs concerning, among other things, future operating results and various components thereof or the economic performance of Canadian Overseas Petroleum Limited. The projections, estimates and beliefs contained in such forward-looking statements necessarily involve known and unknown risks and uncertainties, including the business risks discussed in this MD&A as at and for three months ended March 31, 2011, which may cause actual performance and financial results in future periods to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. Operating conditions and weather can have a significant effect on the timing of events. Accordingly, readers are cautioned that events or circumstances could cause results to differ materially from those predicted.

Forward-looking statements included or incorporated by reference in this document include statements with respect to:

- the Company's strategy to establish and grow an oil and gas business in the UK North Sea, West Africa and elsewhere (the "Outlook" and "Liquidity and Capital Resources" sections);
- the Company's ability to raise capital and obtain the financing necessary to develop profitable oil and gas operations (the "Outlook", "Liquidity and Capital Resources" and "Commitments and Contractual Obligations" sections);
- the Company's assumptions in respect of the calculation of stock-based compensation and valuation of warrants (the "Stock-based Compensation Expense" and "Share Capital" sections);
- the Company's ability to manage its financial and operational risks (the "Financial Instruments" and "Liquidity and Capital Resources" sections).

The Company's actual results may differ materially from those anticipated in these forward-looking statements as a result of the following risk factors:

- failure to complete agreements by which COPL will acquire interests in prospective properties; in particular, failure to obtain necessary licenses, including approvals from the UK Department of Energy and Climate Change and the National Oil Company of Liberia;
- the uncertainty of realizing anticipated benefits from existing transactions, including uncertainty regarding reserve estimates;
- industry conditions: in particular, volatility in oil prices, the availability of drilling and production equipment and changes in capital and operating costs;
- risks inherent to offshore operations and subsea development, including but not limited to drilling hazards, environmental damage, health and safety, unexpected geological and technical problems, extreme weather conditions, insufficient storage and transportation capacity;
- competition for drilling rigs, subsea equipment, professional services and skilled personnel;
- fluctuations in foreign exchange and interest rates;
- volatility and competition in the capital and debt markets, which causes uncertainty that adequate financing will be available to the Company on acceptable terms;
- governmental regulations in respect of the oil and gas industry, including environmental regulations, corporate income tax regime, consents and approvals necessary for offshore operations and decommissioning liabilities;
- risks associated with being a non-operator, including dependence on the operator's skills to keep costs and timetables within budget and dependence on the operator's industry preferences, choices and priorities (which may not be in line with the Company's);
- general economic conditions in areas of operation and globally.

For the purpose of forward-looking statements included or incorporated by reference in this MD&A, the Company has made assumptions regarding:

- general economic conditions and financial markets, including costs of raising capital and cost of debt;
- the availability of financing on acceptable terms;
- the availability of interests in properties;
- the energy market and future oil prices;
- the availability of drilling, development and production equipment and respective professional services and skilled personnel;
- current technology and future costs of equipment and operation for offshore oil production;
- governmental consents and environmental and tax laws;
- future exchange rates and interest rates;
- cooperation with partners and field operators.

The above summary of major risks and assumptions, related to forward-looking statements included or incorporated by reference in this MD&A, has been provided for readers to gain a more complete perspective on COPL's future operations. However, readers should be cautioned that the above list of factors is not exhaustive and that this information may not be appropriate for other purposes. Forward-looking statements included or incorporated by reference in this MD&A are valid only as at the date of this MD&A, and the Company does not intend to update or revise these forward-looking statements except as required by applicable securities laws. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.

OVERVIEW

During the first quarter of 2011, the Company's main focus was on finalizing farm-in agreements in order to obtain the remaining funds from its public offering. In December 2010, COPL raised \$130 million in an equity offering that was held in escrow until agreements were signed for a number of blocks in the UK North Sea. A portion of the escrowed funds was released in December 2010 after farm-in agreements were signed for the Bluebell and Fulla/Freya prospects in the UK North Sea.

On February 22, 2011, the Company signed a farm-in agreement in respect of Block 23/21, which contains the Upper Toad discovery and the Lower Toad, Newt and West Columbus exploration prospects, and Block 22/15, which contains the Banks discovery and the Esperanza exploration prospect. Accordingly, the second release condition under the public offering was met and 182,000,000 Subscription Receipts were converted into 182,000,000 Common Shares and 91,000,000 Warrants, and funds of approximately \$85.5 million were released to the Company, representing the net proceeds of the balance of the offering after payment of agent's commissions and expenses.

The completion of each farm-in agreement is subject to certain conditions and regulatory approvals. In January 2011, the DECC consented to transferring 50% of the equity interest for the Freya and Fulla prospects in Blocks 206/5a and 206/10 to COPL UK. Fulla's exploration well is scheduled to be drilled in the second quarter of 2011.

In March 2011, COPL's board approved management's initiative to investigate exploration opportunities outside of the UK North Sea as a way to diversify the Company's geographical operations and to target large prospective reserves in emerging basins. The two primary regions included in the initiative are offshore West Africa and offshore Brazil as both prospect types are geologically similar to the majority of COPL's exploration program in the UK North Sea. The Company believes it can use its technical team's expertise in these geologically similar environments as leverage to entry.

In April 2011, COPL UK opened an office in Aberdeen, Scotland with two employees (including a drilling manager) to facilitate the Company's day-to-day operations in the UK.

On May 18, 2011 the Company signed a Sale and Purchase Agreement ("SPA") to acquire a 100% interest in Block LB-13 offshore Liberia from Peppercoast Petroleum plc ("Peppercoast") for a total sum of US\$85,000,000 payable in cash and common shares of COPL. The transaction is expected to close on or about June 30, 2011 assuming certain conditions can be satisfied including obtaining the consent of The National Oil Company of Liberia ("NOCAL").

The purchase price will be satisfied, subject to approval by the TSX Venture Exchange, as to a minimum of US\$45,000,000 and a maximum of US\$50,000,000 in cash, and the remainder in common shares of COPL which will be issued directly to the Peppercoast shareholders and priced at US\$0.5473 per share (being the five day volume weighted average price per common share in US Dollars on the TSX Venture Exchange in the five business days prior to the date of signing SPA, and based on the noon exchange rate for the Canadian dollar against the US Dollar as quoted by the Bank of Canada).

Block LB-13 covers an area of approximately 2,400 square kilometres and is adjacent to blocks LB-14 and LB-12 held by a supermajor oil company. COPL will also acquire 2,023 square kilometres of 3D seismic that was shot and licensed by Peppercoast in the first quarter of 2010. The Production Sharing Contract ("PSC") for Block LB-13 is an 8 year exploration license that commenced in May 2007 and is divided into 3 phases of 4 years, 2 years and 2 years, respectively. The second and third phases of the PSC require the drilling of a well in each phase. The second phase of the PSC is to commence on May 23, 2011. In addition to the agreed purchase price, COPL has loaned US\$15 million on a secured basis to Peppercoast in order for Peppercoast to satisfy an account payable to TGS-NOPEC Geophysical. The loan funds pay for the acquisition and processing of the 3D seismic survey referred to above and should also satisfy Peppercoast's work obligations under the PSC's first phase.

FINANCIAL SUMMARY

The Company's general and administrative costs increased during the first quarter of 2011 due to an increase in the Company's activities. General and administrative costs amounted to \$2.1 million for the three months ended March 31, 2011 compared to \$1.4 million for the same period in 2010. A stock-based compensation expense of \$4.7 million for stock options granted was recognized in the first quarter of 2011 compared to \$nil in same period of 2010. The Company recorded interest income of \$0.4 million and had no interest charges for the three months ended March 31, 2011 compared to no interest income and \$0.3 million in interest charges for the same period in 2010. A foreign exchange loss of \$0.4 million was also recognized in the first quarter of 2011 (compared to an immaterial foreign exchange gain in the first quarter of 2010) which related mainly to translation of cash and cash equivalents kept in currencies other than Canadian dollars. As a result, the Company's net loss amounted to \$6.9 million for the three months ended March 31, 2011, compared to a net loss of \$1.7 million for the same period in 2010.

In the first quarter of 2011, the Company obtained gross proceeds of \$91 million (approximately \$85.3 million net of agent's fees and issue costs) as it met the second release condition of the Company's public offering that closed in December 2010.

Also in the first quarter of 2011 the Company formally commenced its exploration activities in the UK with total additions to its exploration and evaluation assets of \$0.7 million.

As at March 31, 2011, the Company's cash and cash equivalents amounted to \$119.8 million and included \$16.3 million of cash held in escrow accounts set-up with certain farm-in partners for use on particular exploration projects in accordance with escrow agreements.

Net cash generated from financing activities amounted to \$85.3 million in 2011, compared to \$nil in the same period of 2010. Cash used in operating activities amounted to \$1.8 million for the three months ended March 31, 2011, compared to \$0.8 for the respective period of 2010.

OUTLOOK *

The Company's current strategy is to establish and grow its oil and gas business by farming into and/or acquiring interests in unappraised and/or undeveloped assets.

The Company's short-term operations will focus on:

- fulfilling existing obligations in UK (as discussed in the "Overview" and "Commitments and Contractual Obligations" sections), that is, participating in its partners' 2011 drilling programs on a non-operator basis,
- continuing to explore options for additional property deals in the UK North Sea that will complement the Company's existing portfolio;
- working on completion of SPA in respect of interest in offshore prospect in Liberia (as discussed in the "Overview" section)
- evaluating opportunities in Brazil.

Currently, the Company does not have material cash inflows and/or adequate financing to develop profitable operations. The Company is pursuing exploration and acquisition projects that, if successful, will require substantial additional financing before they are able to generate positive cash flows. Accordingly, the Company's continued successful operation is dependent on its ability to obtain additional financing. No assurance can be provided that the Company will raise the required levels of financing.

** This section contains forward-looking information. Please see the "Forward-looking Information" section (at the beginning of this document) for a discussion of risks and uncertainties relating to such information.*

FINANCIAL AND OPERATING HIGHLIGHTS**Net Income and Cash Flows from Operating Activities**

The following table summarizes the Company's financial results for the three month period ended March 31, 2011 and 2010:

| (\$ 000's) except per share | Three months ended March 31, 2011 | Three months ended March 31, 2010 |
|-------------------------------------|---|---|
| Management services income | \$ - | \$ 6 |
| General and administrative expenses | (2,134) | (1,441) |
| Stock-based compensation | (4,718) | - |
| Interest income | 380 | - |
| Foreign exchange (loss)/gain | (424) | 1 |
| Net (loss) | (6,899) | (1,707) |
| Per share (loss) | \$ (0.04) | \$ (0.10) |
| Cash used in operating activities | \$ (2,052) | \$ (785) |
| Outstanding common shares | 284,016,939 | 16,652,222 |
| Weighted average - basic | 176,559,741 | 16,402,222 |

Comparative Financial Position Items

The following table summarizes the Company's financial position as at March 31, 2011, December 31, 2010, and January 1, 2010:

| (\$ 000's) except per share | March 31, 2011 | December 31, 2010 | January 1, 2010 |
|-----------------------------------|-------------------|-------------------|-----------------|
| Cash and cash equivalents | \$ 119,492 | \$ 37,373 | \$ 1,409 |
| Current assets | 119,954 | 37,508 | 1,791 |
| Bridge Loan | - | - | 1,802 |
| Current liabilities | 1,307 | 989 | 3,703 |
| Share capital | 100,768 | 41,833 | 8,063 |
| Shareholders' equity (deficiency) | \$ 119,438 | \$ 36,621 | \$(1,772) |

The significant increase in cash and share capital reflects the closing of public offering in December 2010, with the respective funds released to the Company in December 2010 of approximately \$36.6 million and in February 2011 of approximately \$85.3 million.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The Company is a TSX Venture issuer that has not had significant revenue from operations in either of its last two financial years. In accordance with National Instrument 51-102, additional disclosure on material costs is presented below.

| (\$ 000's) | Three months ended March 31, 2011 | Three months ended March 31, 2010 |
|--|---|---|
| General and administrative: | | |
| Payroll, external directors' fees and related costs | \$ 655 | \$ 104 |
| Consulting services | 237 | 733 |
| Professional services | 537 | 43 |
| Travel expenses | 225 | 128 |
| Office expenses | 248 | 392 |
| Stock exchange and transfer agent fees | 139 | 39 |
| Other general and administrative | 93 | 2 |
| Total general and administrative | \$ 2,134 | \$ 1,441 |
| Capitalized exploration and evaluation costs – UK North Sea | \$692 | \$0 |

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses amounted to \$2.1 million for the three months ended March 31, 2011 as compared to \$1.4 million for the respective period of 2010. The increase in expenditures reflects the increase in the size of the Company's team and its activities in 2011.

STOCK-BASED COMPENSATION EXPENSE*

The Company has a stock option plan where the number of common shares reserved under the plan shall not exceed 10% of issued and outstanding common shares and the number reserved for any one individual may not exceed 5% of the issued and outstanding shares. Exercise prices for stock options granted are determined by the closing market price on the day before the date of grant.

On February 23, 2011, the Company granted 12,415,000 stock options to its directors, officers, employees and consultants to acquire common shares at an exercise price of \$0.68. The options vest immediately and expire five years from date of grant. The related stock-based compensation expense of \$4.7 million has been recognized in the consolidated statement of comprehensive loss for the three month period ended March 31, 2011.

The fair value of each option granted is estimated on the date of grant using a Black-Scholes option pricing model (the assumptions used for the model are discussed in the notes accompanying the Company's unaudited consolidated financial statements as at and for the three month period ended March 31, 2011).

No stock options were exercised during the three month periods ended March 31, 2011 and 2010.

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INTEREST INCOME AND FINANCING CHARGES

Interest income amounted to \$0.4 million for the three months ended March 31, 2011 and related mainly to interest obtained on funds from subscriptions receipt sold and kept in escrow until the release conditions were met (as per the December 2010 public offering) as well as interest on the Company's cash in banks. The interest income for the comparable three month period ended March 31, 2010 was nominal.

Interest and financing charges amounted to \$0.3 million for the three month period ended March 31, 2010 and related entirely to the Bridge Loan which was in place at that time. The loan was repaid in full during June 2010.

There were no interest and/or financing charges recognized in the consolidated statement of comprehensive loss for the three month period ended March 31, 2011.

FOREIGN EXCHANGE LOSS

A foreign exchange loss of \$0.4 million was recognized in the first quarter of 2011 (compared to nominal foreign exchange gain in the first quarter of 2010) which related mainly to a foreign exchange loss on translation of cash and cash equivalents kept in currencies other than Canadian dollars.

TRANSACTIONS WITH RELATED PARTIES

During the first quarter of 2010, transactions with the Company's directors and officers in the form of consulting services totalled \$0.4 million and as at March 31, 2010 there were accrued liabilities of \$1.0 million due to its directors and officers. These transactions occurred in the normal course of business and have been valued at exchange amounts based on commercial rates and terms agreed to in the related consulting contracts.

There were no similar transactions in the first quarter of 2011, as in June 2010 the Company's officers became employees. As at March 31, 2011 accounts due from related parties amounted to \$15,000 and represented travel advances and accounts payable due to related parties in the amount of \$13,000, and represented outstanding travel expenses.

FINANCIAL INSTRUMENTS*

The Company's financial instruments consist of cash, short-term deposits, cash held in escrow, credit card and other deposits, accounts receivable, as well as accounts payable and accrued liabilities. It is management's opinion that the Company is not currently exposed to significant interest and/or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying value.

As the Company's current exploration activities are carried out in the UK, significant amounts are transacted in or referenced to currencies other than the Canadian dollar, including British Pound and U.S. dollar. As a result, fluctuations in the exchange rates between the Canadian dollar, British Pound and U.S. dollar can have a significant effect on the Company's financial position and its reported results. To mitigate a portion of its exposure and to the extent it is feasible, the Company keeps its funds in currencies applicable to its known short-term commitments. No assurance can be given that such management of risk exposure will offset and/or eliminate the foreign exchange fluctuations.

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SHARE CAPITAL*

The Company is authorized to issue an unlimited number of common and preferred shares.

As at March 31, 2011, there were 284,016,939 common shares issued and outstanding. The Company issued the following common shares during the three month period ended March 31, 2011:

- On February 22, 2011, a second release condition of December 2010 public offering was met as the Company signed agreements in respect of North Sea prospects in Block 23/21 and Block 22/15 (as defined in the prospectus). Accordingly, 182,000,000 Subscription Receipts were converted into 182,000,000 Common Shares and 91,000,000 Warrants, and funds of approximately \$85.3 million were released to the Company (\$91.0 million gross proceeds, net of Agent's Fee and issue costs). In addition, 15,600,000 agent's warrants were issued, each warrant entitling the holder to purchase one Common Share of COPL for the period until December 1, 2013 at an exercise price of \$0.50. The fair value of Warrants issued during the first quarter of 2011 (including agent's warrants) was estimated at \$26.3 million using a Black-Scholes option pricing model (the assumptions used for the model are discussed in the notes accompanying the Company's unaudited consolidated financial statements as at and for the three months period ended March 31, 2011).
- 51,000 Common Shares were issued upon exercise of share purchase warrants which had an exercise price of \$0.65 per warrant.

As at March 31, 2011, the Company also had the following outstanding securities other than common shares:

- A total of 149,115,646 share purchase warrants issued and outstanding, each warrant carrying the right to acquire one common share, including: 3,566,646 warrants issued in relation to the May 2010 private placements that have an exercise price of \$2.00 and an expiry date of December 14, 2011; 133,515,000 warrants issued in relation to December 2010 public offering, which have an exercise price of \$0.65 and an expiry date of December 1, 2013 and 15,600,000 agent's warrants issued in relation to December 2010 public offering, which have an exercise price of \$0.50 and an expiry date of December 1, 2013.
- 22,007,500 stock options issued and outstanding to purchase common shares with an average exercise price of \$0.67 per share and a remaining contractual life of four to five years.

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LIQUIDITY AND CAPITAL RESOURCES *

As of March 31, 2011, the Company had working capital of approximately \$118.6 million, shareholders' equity of \$119.4 million and cash and cash equivalents of \$119.5 million.

As discussed in the "Share Capital" section, during the first quarter of 2011, the Company obtained the remaining funds from its public offering closed in December 2010 in the amount of approximately \$85.3 million. The Company will use the proceeds from this offering to finance its operations in the UK North Sea, in particular to cover capital commitments related to farm-in transactions (as discussed in the "Overview" section).

Currently, the Company does not have material cash inflows and/or adequate financing to develop profitable operations. The Company is pursuing exploration projects that, if successful, will require substantial additional financing before they are able to generate positive cash flows. Accordingly, the Company's continued successful operations are dependent on its ability to obtain additional financing. No assurance can be provided that the Company will raise the required levels of financing.

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COMMITMENTS AND CONTRACTUAL OBLIGATIONS*

As at March 31, 2011, the Company has the following contractual obligations:

| (\$ 000's) | Total | Less than One Year | One to Three Years | Four to Five Years | After Five Years |
|-----------------------------|---------------|-------------------------------|-------------------------------|-------------------------------|-----------------------------|
| Farm-in commitments | 66,600 | 66,600 | - | - | - |
| Office lease | 4,188 | 535 | 1,069 | 1,069 | 1,515 |
| Financial advisory services | 29 | 29 | - | - | - |
| | 70,817 | 67,164 | 1,069 | 1,069 | 1,515 |

Further to farm-in agreements signed in respect of exploration prospects in the UK North Sea, the Company is committed to participate in drilling five exploration wells in 2011 at an estimated cost of \$66.6 million net to the Company. Subject to positive results of these commitment wells, the Company has contingent obligations to participate in well testing and in the drilling of two contingent wells.

The Company is committed under an operating lease agreement for the rental of office space in Calgary. The approximate lease payments total \$4.2 million and are payable over the next 9 years.

The obligation in respect of financial advisory services relates to an agreement with Endeavour International. The agreement is in effect until June 10, 2011.

Potential further obligations in respect of Liberia project are discussed in the "Overview" section.

Currently, the Company has enough funds to cover the immediate existing commitments discussed above. However, the Company is pursuing contracts that if successful, will require additional financing. No assurance can be provided that the Company will raise the required levels of financing.

** This section contains forward-looking information. Please see the "Forward-looking Information" section (at the beginning of this document) for a discussion of risks and uncertainties relating to such information.*

SELECTED QUARTERLY INFORMATION

Eight Most Recent Quarters:

| (\$ 000's) | March 31, 2011 | December 31, 2010 | September 30, 2010 | June 30, 2010 |
|---|-----------------------|--------------------------|---------------------------|----------------------|
| Revenue | 380 | 0 | 0 | 0 |
| Net loss | (6,899) | (4,492) | (1,148) | (1,974) |
| Net loss per share - basic & diluted | (0.04) | (0.07) | (0.05) | (0.10) |

| (\$ 000's) | March 31, 2010 | December 31, 2009 | September 30, 2009 | June 30, 2009 |
|---|-----------------------|--------------------------|---------------------------|----------------------|
| Revenue | 6 | 5 | 0 | 0 |
| Net loss | (1,707) | (1,896) | (1,276) | (16) |
| Net loss per share - basic & diluted | (0.10) | (0.12) | (0.08) | (0.00) |

ACCOUNTING POLICIES AND ESTIMATES

Adoption of International Financial Reporting Standards (IFRS)

The Company has prepared its March 31, 2011 interim unaudited condensed consolidated financial statements in accordance with IFRS 1, “First-time Adoption of International Financial Reporting Standards” and with IAS 34, “Interim Financial Statements”. Previously, the Company prepared its interim and annual consolidated financial statements in accordance with GAAP applicable for Canada. The adoption of IFRS did not have a material impact on the Company’s operations, strategic decisions and/or capital expenditures.

IFRS 1 requires the presentation of comparative information as at January 1, 2010 under IFRS and reconciliation between IFRS and the previous GAAP results. Due to the Company’s:

- limited operations in 2009 and 2010;
- lack of assets (other than office equipment and cash) as at January 1, 2010 and December 31, 2010; and
- election to apply exemptions available under IFRS 1 in respect of IFRS 3, “Business Combination” and IFRS 2, “Share-based Payment”,

the implementation of IFRS did not trigger any adjustments to the Company’s financial position and results of operations.

The Company’s IFRS accounting policies are provided in Note 3 to the interim unaudited condensed consolidated financial statements as at and for three month period ended March 31, 2011. Due to the Company’s limited operations, there are no material changes in accounting policies used by the Company under IFRS as compared to previous GAAP; other than adoption of new IFRS policies applicable to the Company’s growing operations (for instance, Accounting for Exploration and Evaluation Assets, discussed above). There are three recent accounting pronouncements noted below, which the Company is required to adopt as of January 1, 2011. All of these standards are substantially converged with IFRS.

Future Accounting Changes

All accounting standards effective for the periods beginning on or after January 1, 2011 have been adopted as part of the transition to IFRS.

As of January 1, 2013, the Company will be required to adopt IFRS 9, “Financial Instruments” which will replace IAS 39, “Financial Instruments: Recognition and Measurement” and will provide for a classification model of financial assets and liabilities with two categories: amortized costs and fair value. Currently, the Company does not expect the adoption of IFRS 9 to have a material impact on the Company’s financial statements.

Critical Accounting Estimates

The management is required to make judgements, assumptions and estimates in applying the Company’s accounting policies and practices, which may have a significant impact on the financial results reported by the Company. The amounts recorded in respect of stock options and share purchase warrants granted are based on the Company’s estimation of their fair value, calculated using assumptions regarding the life of the option/warrant, interest rates and volatility. By their nature, these estimates and assumptions are subject to uncertainty, and the actual fair value of option/warrant may differ at any time.

DIRECTORS

Arthur S. Millholland, P.Geol. - President and Chief Executive Officer
Harald Ludwig - Director
Massimo Carrello - Director
Christopher McLean - Director
Rick Schmitt - Director

OFFICERS

Arthur S. Millholland, P.Geol. - President and Chief Executive Officer
Gerald Roe – Chief Operating Officer
Aleksandra Owad, CGA, FCCA (UK) – Chief Financial Officer

Faralee A. Chanin, LL.B., M.B.A. – Corporate Secretary