



STIKINE ENERGY CORP.

(formerly Stikine Gold Corporation)

MANAGEMENT'S DISCUSSION AND ANALYSIS

(FORM 51-102F1)

NINE MONTH INTERIM PERIOD ENDED NOVEMBER 30, 2010

JANUARY 14, 2011



TABLE OF CONTENTS

Date of Report	2
Description of Business	2
Selected Annual Financial Results	2
Summary of Quarterly Results	2
Results of Operations.....	3
<i>British Columbia Silica Properties</i>	3
Personnel Developments	4
Liquidity and Financial Position	4
Financial Instruments	4
<i>Fair Values and Hierarchy Levels</i>	4
<i>Financial Instrument Risk Management</i>	5
Critical Accounting Estimates	6
<i>Resource Property Costs</i>	6
<i>Asset Retirement Obligations</i>	6
<i>Stock Option and Warrant Valuation</i>	7
<i>Income and Mining Taxes</i>	7
New Accounting Pronouncements	7
Related Party Transactions.....	8
Risks and Uncertainties	8
Additional Disclosure for Venture Issuers without Significant Revenue.....	8
Outstanding Share Data	8
Legal Claims and Contingent Liabilities	9
Off-balance Sheet Arrangements	9
Outlook.....	9
Additional Information.....	10
Forward-Looking Information	10



STIKINE ENERGY CORP. (formerly Stikine Gold Corporation)
MANAGEMENT'S DISCUSSION AND ANALYSIS
NINE MONTHS ENDED NOVEMBER 30, 2010

Date of Report

This Management Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited financial statements and related notes thereto for the nine months ended November 30, 2010 and 2009, and the audited financial statements and related notes thereto for the years ended February 28, 2010 and 2009, which have been prepared in accordance with Canadian generally accepted accounting principles (GAAP). This MD&A is prepared as of January 14, 2011. All amounts in the financial statements and this MD&A are expressed in Canadian dollars, unless otherwise indicated.

Description of Business

Stikine Energy Corp. (the "Company") is engaged in the exploration for mineral resources in British Columbia, Canada.

Selected Annual Financial Results

The information below has been extracted from the Company's audited annual financial statements.

	Year Ended February 28, 2010	Year Ended February 28, 2009	Year Ended February 29, 2008
Total revenues	Nil	Nil	Nil
Net loss	(140,568)	(1,769,922) ¹	(453,008) ²
Net loss per share			
- basic and diluted	(0.01)	(0.04)	(0.01)
Total assets	1,017,378	103,276	1,248,729
Total long term debt	Nil	Nil	Nil

Note 1: The loss for the year-ended February 28, 2009 includes a write-off of \$1,542,781 in resource property costs.

Note 2: The loss for the year-ended February 29, 2008 includes a write-off of \$304,916 in resource property costs.

Summary of Quarterly Results

The information below has been extracted from the Company's unaudited interim quarterly financial statements.

	Nov. 30, 2010	Aug. 31, 2010	May 31, 2010	Feb. 28, 2010
Total revenues	Nil	Nil	Nil	Nil
Net profit (loss)	(67,451)	(101,004)	(175,319) ¹	14,525 ²
Net loss per share				
- basic and diluted	(0.01)	(0.01)	(0.01)	0.01
Total assets	4,566,160	4,851,488	1,368,342	1,017,378
Total long term debt	Nil	Nil	Nil	Nil

	Nov. 30, 2009	Aug. 31, 2009	May 31, 2009	Feb. 28, 2009
Total revenues	Nil	Nil	Nil	Nil
Net loss	(83,035)	(43,635)	(28,423)	(1,559,489) ³
Net loss per share				
-basic and diluted	(0.01)	(0.01)	(0.01)	(0.04)
Total assets	1,146,666	352,631	105,241	103,276
Total long term debt	Nil	Nil	Nil	Nil

Notes:

- 1) The loss for the quarter ended May 31, 2010 includes stock based compensation expense of \$120,630.
- 2) The company recorded a tax credit gain of \$49,721 and a deferred tax credit recovery of \$16,719 during the quarter ended February 28, 2010.
- 3) The loss for the quarter ended February 28, 2009 includes a write-off of \$1,542,781 in resource property costs.



Results of Operations

During the nine months ended November 30, 2010, the Company recorded a loss of \$344,607 and deferred acquisition and exploration costs of \$2,979,197 compared to a loss of \$150,071 and deferred acquisition and exploration expenditures of \$873,346 for the nine months ended November 30, 2010. In the prior year, the Company was just beginning its acquisition and exploration of British Columbia Silica properties whereas in the current year it has been much more active. Higher general and administrative expenses are a function of the Company's overall higher activity level and non-cash stock based compensation of \$120,629 being recorded in the current year.

During the three months ended November 30, 2010, the Company incurred a loss of \$67,451 and deferred acquisition and exploration costs of \$847,412 compared to a loss of \$83,035 and deferred acquisition and exploration costs of \$694,177 for the three months ended November 30, 2010. The components of administrative expenses were materially consistent year over year.

British Columbia Silica Properties

The Company holds a 100% interest in approximately 90,000 hectares of mineral claims covering prospective silica zones and potential access/infrastructure sites in northeastern British Columbia. Based on preliminary field work conducted in 2009, the Company determined that several of the properties meet the criteria for raw silica sources that could potentially be used in the production of frac sand. Frac sand is an indispensable component in the development of unconventional tight shale gas wells, such as the nearby Horn River, Liard and Montney basins.

Work to date indicates that the Nonda and Angus properties represent the best opportunities to develop frac sand sources, subject to further sampling and process testwork. Sampling and mapping at the Nonda property highlight its very large-scale potential over an impressive 11,500-metre by 1,000-metre area. Petrographic analysis of samples collected from Nonda indicate the rocks are very pure with up to 99 percent silica comprising variably sized quartz grains that fall within the required range for commercial frac sand.

Over the past year, bench-scale process testing of samples has resulted in the development of a process flow sheet for Nonda rocks using industry standard equipment. The process testing included an iterative approach to the development of the flow sheet; at various stages in the development of the flow sheet products were sampled and submitted for proppant testing and characterization at Stim-Lab (a Core Laboratories company). The results of that work showed that liberation of monocristalline quartz (sand) grains could be readily achieved and that through cleaning and sorting stages final products could be made that exceed recommended parameters for frac-quality sand. The bench-scale final products of Nonda "40/70" frac sand and "100 mesh" frac sand were then submitted for long term conductivity testing and show excellent results.

Similar bench-scale work is underway for the Company's Angus project and a similar process flow sheet will be employed to liberate and sort generally coarser sand products, including "20/40", "30/50", "40/70" and other mesh sizes for the Montney Basin.

Pilot-scale testing is underway in Abbotsford, BC for a 430 tonne Nonda sample and the plant will complete an optimization phase shortly. After the various process components have been adjusted and sized to meet the demands of the larger process testing, the plant will enter a production phase resulting in the delivery of bagged frac sand. Proppant testing of this material will also be carried out to confirm its quality. The Company also intends to take a sample from its Angus property, and to process that material in the pilot plant in the spring of 2011.

To November 30, 2010, the Company had recorded acquisition costs totalling \$82,898 and deferred exploration costs of \$3,962,390.



Personnel Developments

In March of 2010, the Company received the resignation of director John M. Mirko who left the board to focus on other commitments. The Company subsequently appointed Cleve R. Graham to the board of directors and Robert W. (Bob) Chambers, P.Eng, as vice-president, environment and sustainability.

Mr. Graham has been focused on oil and gas well completions for much of his 34 years in the industry. For the past 10 years he has concentrated on project-style development work and during the last five years has been heavily involved in the horizontal or unconventional aspect of the business. His work has primarily focused on the Horn River basin located in northeast British Columbia. During this time he worked closely with Apache Canada and EnCana Corporation on multistage shale-gas completions including: hydraulic fracturing procedures, equipment and consumables such as frac sand. He helped to develop an entirely new approach to how surface operations for such completions are handled. He is widely recognized as an expert in the field and continues to work with several oil and gas companies in the industry.

Mr. Chambers will be responsible for environmental and development planning for all of the Company's operations and project sites. He is a geotechnical engineer with over 20 years experience in site assessment, design and environmental aspects of tailings, mine rock and water management for mining projects. He has worked on projects in British Columbia, Yukon, Northwest Territories, Manitoba, Saskatchewan, Ontario, United States, Mexico, Peru, Chile, Indonesia, Ireland, Slovakia, Papua New Guinea and the Philippines. Mr. Chambers has a bachelor of applied science degree in geological engineering and a master of engineering in civil engineering from the University of British Columbia. Mr. Chambers is a member of the Association of Professional Engineers and Geoscientists of British Columbia.

Liquidity and Financial Position

The viability of the Company's future operations is dependent on future financing. At November 30, 2010, the Company had cash and cash equivalents of \$48,153 and working capital of \$140,176. The Company will be required to raise further capital to advance its various B.C. Silica properties. Management continues to seek financing for the Company and although management has been successful in the past; there is no assurance that these initiatives will be successful in the future.

Financial Instruments

Fair Values and Hierarchy Levels

The Company has designated its financial instruments as follows:

- Cash and cash equivalents are classified as "*Held-For-Trading*" and recorded at fair value with changes in fair value recorded in net income;
- Reclamation bond amounts are classified as "*Available-for-Sale*" and recorded at fair value with temporary changes in fair value recorded in other comprehensive income; and
- Accounts payable, accrued liabilities, and due to related parties are classified as "*Other Financial Liabilities*". These financial liabilities are recorded at amortized cost using the effective interest method.

There are three levels of fair value hierarchy that prioritize the inputs to valuation techniques used to measure fair value, with level 1 inputs having the highest priority. The levels and the valuation techniques used to value the Company's financial assets and liabilities are described below:

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.



STIKINE ENERGY CORP. (formerly Stikine Gold Corporation)
MANAGEMENT'S DISCUSSION AND ANALYSIS
NINE MONTHS ENDED NOVEMBER 30, 2010

- Level 2 – Quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 – Unobservable (supported by little or no market activity) prices.

The carrying amounts of financial instruments approximate fair value as of November 30, 2010 as shown below:

	Fair Value Hierarchy Level		Carrying and Fair Values
Financial Assets			
Cash and cash equivalents	2	\$	48,153
Reclamation bonds	2	\$	11,000
Financial Liabilities			
Accounts payable and accrued liabilities	N/A	\$	419,919
Due to related parties	N/A	\$	30,067

The fair values of the Company's accounts payable and accrued liabilities and due to related parties are estimated to approximate their carrying values due to the immediate or short-term maturity of these financial instruments.

Financial Instrument Risk Management

The Company is exposed to potential loss from various risks including credit risk, foreign exchange risk, interest rate risk, liquidity risk, market risk and commodity price risk.

i) Credit Risk

A concentration of credit risk in accounts receivable resides with the Canada Revenue Agency. Management has considered payment history and other factors and estimated that no allowances are required to allow for potential credit losses, as the risk of non-performance is remote. The Company maintains its cash and cash equivalents and reclamation bonds in Canadian Chartered Banks. The Company's maximum exposure to credit risk is the carrying value of its financial assets.

ii) Foreign Exchange Risk

The Company's operations are exclusively conducted in Canada and the operating results and the financial position of the Company are reported in Canadian dollars. The Company is not subject to foreign exchange risk at November 30, 2010.

iii) Interest Rate Risk

The Company is exposed to interest rate risk on its cash and cash equivalents. Generally, the Company's interest income will be reduced during sustained periods of lower interest rates as higher yielding cash equivalents and short-term investments mature and the proceeds are invested at lower interest rates. A 1% change in interest rates would have an insignificant impact on the Company's financial statements or operating results.

iv) Liquidity Risk

The Company is exposed to liquidity risk. The Company seeks to manage liquidity risk by maintaining sufficient cash and short-term investment balances for settlement of its obligations. Liquidity requirements are managed based on expected cash flow to ensure there is sufficient capital in order to meet short-term obligations. For the nine months ended November 30, 2010, the Company reported a loss of \$343,774 and an accumulated deficit of \$8,831,707 at that date. The Company had working capital of \$140,176 and



cash and cash equivalents at August 31, 2010 amounted to \$48,153. At November 30, 2010, the liquidity risk of the Company was considered high due to limited funds and general uncertainty in the world economy.

v) Pledged Financial Assets

The Corporation has financial assets that are pledged for reclamation obligations. Reclamation deposits are maintained to satisfy the Corporation's obligation for future reclamation expenditures at its various exploration properties.

vi) Market and Commodity Price Risk

The Company is exposed to market risk and commodity price risk. Declines in the market price of commodities can affect the Company's ability to raise capital to fund its ongoing exploration and development activities.

Critical Accounting Estimates

The Company's accounting policies are described in Note 2 to the Company's annual and interim financial statements. The preparation of these financial statements in conformity with Canadian generally accepted accounting policies requires management of the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. These estimates are based on past experience, industry trends and known commitments and events. By their nature, these estimates are subject to measurement uncertainty and the effects on the financial statements of changes in such estimates in future periods could be significant. The estimates made in applying the policies below can be uncertain and a change in these estimates could materially impact the financial statements.

Resource Property Costs

The costs associated with resource costs and/or equipment include acquired interests in exploration stage properties representing the fair value at the time they were acquired. The values of such mineral properties are primarily driven by the nature and amount of mineral interests believed to be contained or potentially contained, in properties to which they relate. The Company reviews and evaluates its mining interests for impairment at least annually or when events or changes in circumstances indicate that the related carrying amounts may not be recoverable. Impairment is considered to exist if the total estimated future undiscounted cash flows are less than the carrying amount of the assets. An impairment loss is measured and recorded based on discounted estimated future cash flows. Future cash flows are estimated based on expected future production, commodity prices, operating costs and capital costs. Where future net cash flows cannot be estimated and other events or changes in circumstances suggest impairment, management determines whether the carrying cost is recoverable and at fair value using best estimates and comparative situations in the marketplace.

Asset Retirement Obligations

The Company is subject to various laws governing reclamation of its exploration sites. These laws are continually changing and these changes may affect the procedures and costs required to complete reclamation obligations. Estimates of the fair value of these liabilities for asset retirement obligations are recognized in the period they are incurred. A corresponding increase in the related asset is recorded and depreciated over the estimated life of the asset. If the fair value of the liability decreases due to changes in future cash flow estimates, a corresponding decrease in the related asset is recorded. If the reduction exceeds the value of the related asset, the remaining amount is reduced through earnings. Where a related asset is not identifiable with a liability, the change in fair value is charged to earnings in the period. Each period, the liability is increased to reflect the accretion (or interest) portion of the initial fair value estimate and changes in estimated cost and timing of the reclamation procedures. Actual future reclamation costs may be materially different from the costs estimated by the Company.



Stock Option and Warrant Valuation

The determination of the fair value of stock options and warrants issued requires management to estimate future stock volatility, expected life, and a risk-free rate of return. The Company uses historic information to estimate these future variables and these estimates could materially impact the financial statements.

Income and Mining Taxes

The Company uses the liability method of accounting for income taxes. Under the liability method, future tax assets and liabilities are determined based on differences between the financial statement carrying amounts and their respective tax bases, and for tax losses and other deductions carried forward. The Company evaluates the carrying values of its future tax assets periodically by assessing its valuation allowance and by adjusting the amount of such valuation allowance in the period, if necessary.

New Accounting Pronouncements

i) International Financial Reporting Standards ("IFRS")

The Canadian Accounting Standards Board ("AcSB") has published a strategic plan outlining the convergence of Canadian GAAP with IFRS and determined that publicly-listed companies must adopt IFRS for fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended February 28, 2011. At the end of fiscal 2011, the Company plans to prepare two sets of financial statements; one set to comply with Canadian GAAP for reporting purposes; the other to comply with IFRS for use as comparative figures once the Company adopts IFRS.

Management's IFRS changeover plan involves a scoping and planning phase, an assessment and evaluation phase, and an implementation phase. Management has now generally completed the first phase having identified and prioritized areas of difference between Canadian GAAP and IFRS.

As part of its assessment and evaluation phase, management is analyzing the various exemptions available for the purpose of determining which, if any, it will elect to apply upon adoption of IFRS. The key personnel involved in the development and execution of the implementation phase have undergone preliminary training with more planned for the upcoming year. While assessment and evaluation are ongoing, the adoption of IFRS is not expected to have a significant impact on the Company's information technology and data systems, internal control over financial reporting, disclosure controls and procedures, investor relations, and financial reporting personnel.

While the Company has performed its initial review of IFRS as of the date of this report, the full financial reporting impact of the transition to IFRS has not been determined at this time. The Company's assessment of differences between Canadian GAAP and IFRS is based on known standards at the date of this report, and the Company's current and expected future business activities. Changes in standards, and future business activities could lead to differences in the Company's financial statements and related disclosures under Canadian GAAP and IFRS. Those changes could have material effects on the Company's initial analysis as discussed above.

ii) The CICA issued new Handbook Section 1582, "Business Combinations", Handbook Section 1600, "Consolidated Financial Statements" and Handbook Section 1601, "Non-controlling Interests" in January 2009 which establish a new section for accounting for a non-controlling interest in a subsidiary. These new standards are expected to align Canadian GAAP with the provisions of the International Financial Reporting Standards ("IFRS") equivalent IFRS3, "Business Combinations" and IAS 27, "Consolidated and Separate Financial Statements". The new standards will be effective for business combinations for which the acquisition date is on or after January 1, 2011. The Company is evaluating the impact of these new standards on the Company's consolidated financial statements as part of the Company's IFRS initiatives.



Related Party Transactions

During the nine months ended November 30, 2010, consulting fees of \$44,000 (2009 - \$14,800) were paid or accrued to the Company's President and Chief Executive Officer. Services provided include general corporate, exploration and acquisition strategy, planning and management work, contract negotiations, and investment presentations. During the nine months ended November 30, 2010, consulting fees of \$17,850 (2009 - \$10,850) were paid or accrued to the Company's Secretary and Chief Financial Officer. Services provided include corporate finance and funding initiatives, contract negotiations, accounting, office and general management. During the nine months ended November 30, 2010, rent costs of \$33,899 (2009 - \$30,499) were paid or accrued to a company with directors of the Company in common. At November 30, 2010 current liabilities include \$30,067 (2009 - \$30,087) payable to related parties. These transactions were incurred in the ordinary course of business, are non-interest bearing, and without specific repayment terms. The transactions are measured at the exchange amount, which is the fair value consideration established and agreed to by the related parties.

Risks and Uncertainties

The Company's financial success will be dependent upon the extent to which it can discover mineralization or acquire mineral properties and the economic viability of developing its properties. The Company competes with many companies possessing greater financial resources and technical facilities than itself. The market price of minerals and/or metals is volatile and cannot be controlled. There is no assurance that the Company's mineral exploration and development activities will be successful. The development of mineral resources involves many risks in which even a combination of experience, knowledge and careful evaluation may not be able to overcome. All of the Company's short to medium term operating and exploration cash flow must be derived from external financing. Actual funding may vary from what is planned due to a number of factors including the progress of exploration and development on its current properties. Should changes in equity market conditions prevent the Company from obtaining additional external financing, the Company will need to review its exploration property holdings to prioritize project expenditures based on funding availability.

Additional Disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses and capitalized resource property costs is provided in the Company's *Statements of Loss, Comprehensive Loss and Deficit* and the *Schedule of Resource Property Costs* contained in its interim Financial Statements dated November 30, 2010 and 2009. These statements are available on the Company's website at www.stikineenergy.com or on the SEDAR website www.sedar.com.

Outstanding Share Data

During the nine months ended November 30, 2010, the Company completed a brokered private placement of flow-through common ("FT") shares and units at a price of \$0.20 for total gross proceeds of \$3,100,000. 13,775,000 FT shares and 1,725,000 units were issued, each unit consisting of one common share and one half of one common share purchase warrant. Each full warrant entitles the holder to acquire an additional common share until December 17, 2011 at price of \$0.25. In the event that the Company's common shares close at a price greater than \$0.50 cents for 20 consecutive trading days, the Company may accelerate the expiry date of the warrants by giving notice to the warrant holders that the warrants will expire on the 30th day after the date of notice. The agents of the financing received cash commissions of \$217,000.00 and 1,085,000 agent warrants, each exercisable until December 17, 2010 at a price of \$0.25.

Also, during the nine months ended November 30, 2010, the Company granted 2,100,000 incentive stock options exercisable at a price of \$0.30 per share for a period of five years. Also during the nine months ended November 30, 2010, a total of 615,000 outstanding stock options expired unexercised, a total of 585,000 stock options were exercised for proceeds of \$58,500, and 2,000,000 warrants were exercised for proceeds of \$300,000.



STIKINE ENERGY CORP. (formerly Stikine Gold Corporation)
MANAGEMENT'S DISCUSSION AND ANALYSIS
NINE MONTHS ENDED NOVEMBER 30, 2010

Subsequent to November 30, 2010, the Company closed a private placement raising gross proceeds \$5,865,000 through the issuance of 19,550,000 units at a price of \$0.30 per unit. Each unit consisted of one common share and one half of a purchase warrant, each whole warrant entitling the holder to acquire one common share of the Company at an exercise price of \$0.40 until December 30, 2011, and at an exercise price of \$0.50 until December 30, 2012. In consideration for their services, the Company paid the agents cash commissions of 7 per cent of the gross proceeds, and issued the agents non-transferable common share purchase warrants to acquire up to 7 per cent of the units sold. Each agent's warrant entitles the holder to purchase one common share of the Company until December 30, 2012, at an exercise price of \$0.40.

Also subsequent to November 30, 2010, 100,000 shares were issued upon the exercise of outstanding stock options.

Common shares and convertible securities outstanding as at the date of this report are:

Security	Expiry Dates	Exercise Prices	Common Shares on Exercise
Common Shares	-	-	87,727,917
Warrants	Dec. 17, 2011 to Dec. 30, 2012	\$0.25-\$0.40	13,091,000
Options	Feb. 20, 2012 to May 3, 2015	\$0.10 to \$0.30	4,810,000
Total			105,628,917

Legal Claims and Contingent Liabilities

At November 30, 2010, there were no material legal claims or contingent liabilities outstanding.

Off-balance Sheet Arrangements

The Company has no material off-balance sheet arrangements.

Outlook

Frac sand already has high value for product delivered to northeastern British Columbia ("NEBC") well heads, but much of the cost is attributed to shipping and transport from great distances. Increased drilling activity as a result of current success of the NEBC gas play and the ongoing development of other gas fields in North America will likely increase demand dramatically over the next three years. A key component to the Company's strategy is to quickly establish potential off-take / investor relationships with the gas producers in the area. The Company's goal is to quickly define resources and processes to produce frac sand; to accelerate permitting and development activities; and, rapidly become a cash flowing producer of high-quality silica sand products located in close proximity to growing demand.

Pilot-scale testing is underway in Abbotsford, BC for a 430 tonne Nonda sample and the plant will complete an optimization phase shortly. After the various process components have been adjusted and sized to meet the demands of the larger process testing, the plant will enter a production phase resulting in the delivery of bagged frac sand. Proppant testing of this material will also be carried out to confirm its quality. The Company also intends to take a sample from its Angus property, and to process that material in the pilot plant in the spring of 2011.

To reflect its strengthening commitment to the energy sector, the Company has changed its name to Stikine Energy Corp.



Additional Information

Additional information is available for viewing at the Company's website www.stikineenergy.com or on the SEDAR website www.sedar.com.

Forward-Looking Information

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, amongst other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration of the Company's properties. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties, and assumptions. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration success, continued availability of capital and financing, inability to obtain required regulatory or governmental approvals and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change except as required by law. These statements are based on a number of assumptions, including, among others, assumptions regarding general business and economic conditions, the timing of the receipt of regulatory and governmental approvals for the transactions described herein, the ability of the Company and other relevant parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for proposed transactions and exploration and development programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause results to differ materially.