FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer Bird River Resources Inc. (the “Issuer”)

Trading Symbol: BDR

Quarter Ended: January 31, 2018

SCHEDULE A: FINANCIAL STATEMENTS

The unaudited interim consolidated financial statements for the six month period ended January 31, 2018 are attached hereto as Schedule "A".

SCHEDULE B: SUPPLEMENTARY INFORMATION

1. Related party transactions

Reference is made to Note 13 in the unaudited interim consolidated financial statements attached hereto as Schedule "A"

2. Summary of securities issued and options granted during the period.

(a) summary of securities issued during the period

Reference is made to Note 10(b) in the unaudited interim consolidated financial statements attached hereto as Schedule "A"

(b) summary of options granted during the period

Reference is made to Note 11 in the unaudited interim consolidated financial statements attached hereto as Schedule "A"

3. Summary of securities as at the end of the reporting period.

Reference is made to Notes 10 and 11 in the unaudited interim consolidated financial statements attached hereto as Schedule "A"

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Jon Bridgman	Chief Executive Officer and Director
Donal Carroll	Director
Ty Pfeifer	Director
Edward Thompson	Secretary-Treasurer and Director
John V. Tokarsky	Chief Financial Officer
David Walters	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

The interim management discussion and analysis for the six month period ended January 31, 2018 is attached hereto as Schedule "C".

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: April 4, 2018.

John V. Tokarsky
Name of Director or Senior Officer

(signed) John V. Tokarsky
Signature

Chief Financial Officer
Official Capacity

Issuer Details Name of Issuer Bird River Resources Inc.	For Quarter Ended 2018/01/31	Date of Report YY/MM/D 2018/04/04
Issuer Address 1059 Selkirk Avenue		
City/Province/Postal Code Winnipeg, Manitoba R2X 0C2	Issuer Fax No. (204) 589-2848	Issuer Telephone No. (204) 589-2848
Contact Name John V. Tokarsky	Contact Position Chief Financial Officer	Contact Telephone No. (416) 948-6606
Contact Email Address john@tokarskycorporate.com	Web Site Address www.birdriverresources.com	

SCHEDULE "A"

BIRD RIVER RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED JANUARY 31, 2018

(UNAUDITED – PREPARED BY MANAGEMENT)

Notice to Reader

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

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these unaudited condensed consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

BIRD RIVER RESOURCES INC.

Condensed Interim Consolidated Statements of Cash Flows (unaudited)

(Expressed in Canadian Dollars)

	6 months ended	
	January 31 2018	**January 31 2017**
Cash provided by (used in) operating activities		
Net loss for the period	$ (25,657)	$ (66,878)
Adjustments for:		
Depletion	8,039	14,419
Depreciation	161	208
Share based payments	3,093	-
Changes in non-cash working capital items:		
Trade receivables	8,834	5,445
Goods and services tax recoverable	(4,189)	3,546
Inventory	8,930	1,869
Note receivable	-	-
Trade payables	(108,316)	11,274
Other payables	(57,982)	220
	(167,087)	(29,897)
Cash provided by (used in) investing activities		
Property and equipment	-	-
Cash provided by (used in) financing activities		
Share capital	4,391,629	-
Increase (decrease) in cash and cash equivalents	4,224,542	(29,897)
Cash and cash equivalents, beginning of the period	35,456	87,845
Cash and cash equivalents, end of the period	**$ 4,259,998**	**$ 57,948**

The accompanying notes form an integral part of these unaudited condensed interim consolidated financial statements

BIRD RIVER RESOURCES INC.

Condensed Interim Consolidated Statements of Financial Position (unaudited)

(Expressed in Canadian Dollars)

	As at January 31 2018	As at July 31 2017
ASSETS		
Current		
Cash and cash equivalents (note 4)	$ 4,259,998	$ 35,456
Trade receivables	7,401	16,235
Goods and service tax recoverable	4,189	-
Inventory	8,427	17,357
Total current assets	4,280,015	69,048
Non-current		
Property and equipment (note 5)	73,670	81,870
Total non-current assets	73,670	81,870
Total assets	**$ 4,353,685**	**$ 150,918**
LIABILITIES		
Current		
Trade payables	$ 32,080	$ 140,396
Other payables (note 8)	31,696	89,678
Total current liabilities	63,776	230,074
Non-current liabilities		
Decommissioning obligations (note 9)	9,663	9,663
Total liabilities	73,439	239,737
SHAREHOLDERS' EQUITY		
Share capital (note 10)	4,583,401	1,012,247
Warrants (note 10)	820,475	-
Share-based payments reserve (note 11)	4,933	1,840
Deficit	(1,128,563)	(1,102,906)
Total shareholders' equity	4,280,246	(88,819)
Total liabilities and shareholders' equity	**$ 4,353,685**	**$ 150,918**

Basis of preparation and going concern assumption (note 2)

Approved by the Board:

"Jon Bridgman" Director

"Donal Carroll" Director

The accompanying notes form an integral part of these unaudited condensed interim consolidated financial statements

BIRD RIVER RESOURCES INC.

Condensed Interim Consolidated Statements of Comprehensive Loss (unaudited)

(Expressed in Canadian Dollars)

	3 months ended		6 months ended	
	January 31 2018	**January 31 2017**	**January 31 2018**	**January 31 2017**
Revenue				
Petroleum and natural gas revenue	$ 5,138	$ 3,029	$ 9,489	$ 13,183
Industrial mineral sales	4,758	14,478	20,658	25,904
	9,896	17,507	30,147	39,087
Expenses				
Depletion	4,020	7,210	8,039	14,419
Depreciation	80	104	161	208
(Gain) on settlement of debt (note 10(b))	(4,179)	-	(60,960)	-
General and administrative (note 12)	47,764	40,807	83,013	68,907
Production and operating - petroleum and natural gas	2,950	840	5,235	7,723
Production and operating - industrial minerals	8,425	6,738	17,223	14,708
Share based payments (note 11)	2,890		3,093	
	61,950	55,699	55,804	105,965
Income (loss) from operations	(52,054)	(38,192)	(25,657)	(66,878)
Other income (expenses)	-	-	-	-
Net loss and comprehensive loss for the period	**$ (52,054)**	**$ (38,192)**	**$ (25,657)**	**$ (66,878)**
Income (loss) per common share (note 10(e)):				
Basic	$ (0.002)	$ (0.004)	$ (0.001)	$ (0.006)
Fully diluted	(0.001)	(0.004)	(0.001)	(0.006)
Weighted average number of common shares outstanding				
Basic	29,099,869	10,570,225	20,236,562	10,570,225
Fully diluted	54,735,824	10,670,225	45,872,517	10,670,225

BIRD RIVER RESOURCES INC.

Condensed Interim Consolidated Statements of Changes in Equity (unaudited)

(Expressed in Canadian Dollars)

	Common shares		Warrants		Share-based payments		
	Shares	Amounts	Number	Amounts	reserve	Deficit	Total
Balances, July 31, 2016	**10,570,225**	**$ 1,012,247**	**$ -**	**$ -**	**$ 1,840**	**$ (919,149)**	**$ 94,938**
Net loss for the year	-	-	-	-	-	(183,757)	(183,757)
Balances, July 31, 2017	**10,570,225**	**1,012,247**	**-**	**-**	**1,840**	**(1,102,906)**	**(88,819)**
Issued for cash	47,530,709	4,712,733	-	-	-	-	4,712,733
Costs of issue - cash	-	(321,104)	-	-	-	-	(321,104)
Costs of issue - broker options	-	(147,970)	5,458,455	147,970	-	-	-
Warrant valuation on private placements	-	(672,505)	18,477,500	672,505	-	-	-
Share based payments	-	-	-	-	3,093	-	3,093
Net loss for the period	-	-	-	-	-	(25,657)	(25,657)
Balances, January 31, 2018	**58,100,934**	**$ 4,583,401**	**23,935,955**	**$ 820,475**	**$ 4,933**	**$ (1,128,563)**	**$ 4,280,246**

1. Nature of operations

Bird River Resources Inc. (the "Company") is a publicly listed company incorporated under the laws of Manitoba on March 7, 1958. The mailing and office address of its executive office is 1059 Selkirk Avenue, Winnipeg, Manitoba, R2X 0C2.

The principal business activities include the acquisition and exploration of resource properties with the Company's primary focus on petroleum and natural gas properties. The Company also engages in secondary activities, from time to time, involving the purchase or acquisition of certain industrial minerals, typically diatomaceous earth and bentonite, for distribution and re-sale or for use in an abandoned water well sealing operation. The Company's shares are listed on the Canadian Stock Exchange under the symbol BDR.

The Company is in the exploration stage and has not yet determined whether its mineral properties contain reserves that are economically recoverable. The continued operations of the Company and the recoverability of amounts shown for exploration and evaluation assets is dependent upon the ability of the Company to obtain financing to complete the exploration and development of its mineral properties, and if they are proven successful, the existence of economically recoverable reserves and future profitable production, or alternatively, upon the Company’s ability to dispose of its interest on an advantageous basis, all of which are uncertain.

2. Basis of preparation and summary of significant accounting policies

These condensed interim consolidated financial statements of the Company for the six month period ended January 31, 2018 (the "consolidated interim financial statements") have been prepared in accordance with IAS 34 Interim Financial Reporting.

These consolidated interim financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended July 31, 2017 which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and using accounting policies consistent with those used in the Company's July 31, 2017 annual consolidated financial statements.

The consolidated interim financial statements are presented in Canadian dollars, which is also the Company's functional currency.

The consolidated interim financial statements were authorized for issue by the Board of Directors on April 2, 2018.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment of complexity, or areas where assumptions and estimates are significant to the condensed interim financial statements are disclosed in Note 2.

Basis of measurement

These consolidated interim financial statements have been prepared on a historical cost basis, with the exception of financial instruments classified as at fair value through profit or loss, which are measured at fair value. In addition, these consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Going concern of operations

The going concern assumption implies that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. However, there is doubt about the appropriateness of the use of the going concern assumption because the Company has experienced losses and negative cash flows from operations over a number of years.

The Company has not yet determined whether all of its exploration and evaluation assets contain reserves that are economically recoverable, and accordingly, the success of any further exploration or development prospects cannot be assured. If the Company's exploration and development programs are successful, additional funds may be required, and the Company may not have sufficient funds to conduct the exploration required. The primary source of future funds available to the Company is through the sale of additional equity capital, which may dilute the interests of existing shareholders.

These consolidated interim financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. If the going concern assumption was not appropriate, then adjustments may be necessary to the carrying value of assets and liabilities and the reported amounts of revenue and expenses.

Significant accounting judgments and estimates

The preparation of these 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 reporting period. Actual outcomes could differ from these estimates. These consolidated interim financial statements include estimates that, by their nature are uncertain. The impacts of such estimates are pervasive throughout the 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 that management has made 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:

(i) the recoverability of sundry receivables that are included in the statement of financial position;
(ii) the recoverability of exploration and evaluation expenditures incurred on the Company's property interests;
(iii) although the Company has taken steps to verify title to the resource properties in which it has an interest, these procedures do not guarantee the Company's title and such properties may be subject to prior agreements or transfers and title may be affected by undetected issues;
(iv) the estimated useful lives and residual value of property and equipment which are included in the financial statements and the related depreciation included in profit or loss;
(v) the inputs used in accounting for share based payment transactions;
(vi) management's position that there are no income tax considerations required within these consolidated interim financial statements; and
(vii) management's judgment in determining the functional currency of the Company as Canadian Dollars.

Basis of consolidation

These consolidated interim financial statements include the accounts of the company and its wholly-owned subsidiary 2411181 Manitoba Ltd. All significant inter-company transactions have been eliminated on consolidation

Future accounting changes

Recent accounting announcements

Standards issued but not yet effective up to the date of issuance of these consolidated interim financial statements are listed below. This listing is of the standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective. The Company does not expect the impact of these new standards on its consolidated financial statements to be significant.

IFRS 9 Financial Instruments

IFRS 9, as issued, addresses the classification and measurement of financial assets and liabilities and requires any financial assets or liabilities to be classified into one of three measurement categories. The measurement categories are: (1) fair value through profit and loss; (2) fair value through other comprehensive income or loss; and (3) amortized cost. Investments in equity instruments must be measured at fair value through profit or loss; however, there is an irrevocable option to present the changes in fair value in other comprehensive income or loss. For financial liabilities, the majority of the requirements from IAS 39 have been retained. The main difference is where the fair value option is chosen for financial liabilities, the portion of the fair value change relating to an entity's own credit risk is recorded in other comprehensive income or loss as opposed to profit or loss. The standard is effective for annual periods beginning on or after January 1, 2018.

IFRS 15 Revenue from Contracts with Customers

IFRS 15 requires entities to follow a five-step model for the recognition of revenue upon the transfer of control of a good or service to the customer. The five steps are: (1) contract is identified with the customer; (2) performance obligations are identified; (3) transaction price is determined; (4) transaction price is allocated; and (5) revenue is recognized when the performance obligation is satisfied. In addition, there are enhanced revenue disclosures to provide investors with a more comprehensive understanding of the nature, amount, timing and uncertainty of revenue and cash flows from contracts. This standard replaces IAS 18 *Revenue*, IAS 11 *Construction Contracts* and related interpretations on revenue recognition. This standard is effective for annual periods beginning on or after January 1, 2018.

IFRS 16 Leases

IFRS 16 specifies how to recognize, measure, present and disclose information relating to leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has an insignificant value. Consistent with its predecessor, IAS 17, the new lease standard continues to require lessors to classify leases as operating or finance. This standard is effective for annual periods beginning on or after January 1, 2019.

3. Exploration and evaluation expenses

During the period ended January 31, 2018, the Company has directly expensed exploration and evaluation costs in the amount of $ nil (2016- $ nil).

4. Cash and cash equivalents

	January 31, 2018 ($)	**July 31, 2017 ($)**
Cash	3,998,180	35,456
Cash held In Trust	161,818	-
	4,259,998	35,456

Cash and cash equivalents are deposited at established Canadian financial institutions and with the Company's solicitors.

5. Property and equipment

	Exploration and evaluation equipment ($)	Vehicles ($)	Petroleum and natural gas properties ($)	Totals ($)
Cost:				
Balance, July 31, 2016	52,333	11,342	255,469	319,144
Additions	-	-	-	-
Impairment loss	-	-	(51,288)	(51,288)
Disposals	-	-	-	-
Balance, July 31, 2017	52,333	11,342	204,181	267,856
Additions	-	-	-	-
Balance, January 31, 2018	52,333	11,342	204,181	267,856
Accumulated depletion and depreciation:				
Balance, July 31, 2016	50,810	10,967	111,280	173,057
Depletion and depreciation for the year	305	113	12,511	12,929
Balance, July 31, 2017	51,115	11,080	123,791	185,986
Depreciation for the period	122	39	8,039	8,200
Balance, January 31, 2018	51,237	11,119	131,180	194,186
Carrying amounts:				
At July 31, 2017	1,218	262	80,390	81,870
At January 31, 2018	1,096	223	72,351	73,670

6. Interests in joint arrangements

The Company participates in a joint operation with Antler River Resources Ltd. and other parties relating to twelve oil wells in southwestern Manitoba. The Company has rights to the assets and obligations for the liabilities relating to this joint operation, therefore has recognized its share of the assets, liabilities, revenues and expenses in these consolidated financial statements. Pursuant to the arrangement, expenditures are limited to costs of surface access, building location, drilling, completing, equipping and operating or abandoning the oil wells. The related expenditures are deferred in the accounts of the Company until the technical and commercial viability of extracting resources has been demonstrated. The Company has earned an interest equal to 80% of their contribution to the costs of surface access, building location, drilling, completing, equipping and operating or abandoning the oil wells, which represents approximately a 4% interest in the joint operation. As at July 31, 2017 and 2016, technical and commercial viability of extracting resources has been demonstrated on ten oil wells and as a result the amounts previously capitalized to exploration and evaluation assets have been transferred to petroleum and natural gas properties in property and equipment and are being depleted accordingly (see Note 5).

7. Exploration and evaluation assets

The Company previously held an exploration property known as the Ore Fault property located on the Bird River Greenstone Belt, 125 kilometers northeast of Winnipeg, Manitoba. On August 19, 2008 Marathon PGM acquired the balance of the Ore Fault property consisting of 19 claims which covers 446 hectares. Under the joint arrangement, Marathon had an option to earn 100% of the Ore Fault property once their interest reached 70%. Marathon exercised its option to require the company to sell the remaining 30% interest in the property for a purchase price of $1,450,000. The company retains a 1% net smelter return ("NSR") royalty on the Ore Fault Property.

During the year ended July 31, 2017, various leases expired resulting in write-downs of exploration and evaluation assets totaling $35,127 (2016 - $91,850) relating to leases Northeast quarter 17-1-27, Northeast quarter 23-1-28 and Northeast quarter 30-1-27 (2016 - relating to leases Northwest quarter 23-1-28, Southwest quarter 23-1-28, Northeast quarter 14-4-22, Northeast quarter 2-3-26 and Southeast quarter 2-3-26).

8. Other payables

The Company's other payables are comprised of the following:

	January 31, 2018 ($)	July 31, 2017 ($)
Sales taxes payable	-	583
Accrued liabilities	31,696	89,095
	31,696	89,678

9. Decommissioning obligations

The Company's decommissioning obligations result from its ownership interest in petroleum and natural gas properties. The total provision for decommissioning obligations is estimated based on the Company's net ownership interest in all wells and facilities, estimated costs to reclaim and abandon these wells and facilities and the estimated timing of the costs to be incurred in future years. The total estimated undiscounted cash flows required to settle the obligations, before considering salvage as at July 31, 2017 is approximately $19,000 (2016 - $19,000), which has been discounted using a pre-tax rate of 2.96% (2016 - 2.96%) reflecting the time value of money and the risks specific to the obligation. These obligations are to be settled based on the economic lives of the underlying assets, which currently extend up to 25 years (2016 - 25 years) into the future and will be funded from general corporate resources at the time of abandonment.

The Company's decommissioning obligations as at January 31, 2018 and July 31, 2017 were as follows:

	January 31, 2018 ($)	July 31, 2017 ($)
Balance, beginning of period/year	9,663	9,385
Accretion	-	278
Balance, end of period/year	9,663	9,663

10. Share capital

(a) Authorized

Authorized share capital consists of an unlimited number of common voting shares.

(b) Changes in issued common shares are summarized below:

Date		Number of Common Shares	Amount $
August 1, 2016	Balances	10,570,225	1,012,247
	Changes during the year	-	-
July 31, 2017	Balances	10,570,225	1,012,247
September 29, 2017	Settlement of indebtedness (1)	2,308,709	138,523
December 22, 2017	Private placement (2)	32,587,000	3,422,410
December 28, 2017	Private placement (3)	12,735,000	1,151,800
	Warrant valuation		(672,505)
	Costs of issue – cash (4)		(321,104)
	Costs of issue – broker warrants (4)		(147,970)
January 31, 2018	Balances	58,100,934	4,583,401

(1) On September 29, 2017, the Company issued a total of 2,308,709 common shares at the price of $0.06 per common share to settle the amount of $138,723 of indebtedness to arm's length parties.

(2) On December 22, 2017, the Company closed a first tranche of financing for 27,130,000 Units at the price of $0.10 per Unit and 5,457,000 Flow Through shares at the price of $0.13 per Flow Through share for gross proceeds of $3,422,410. Each Unit consists of one common share and one half common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of $0.20 expiring on December 22, 2019.

(3) On December 28, 2017, the Company closed a second tranche of financing for 10,125,000 Units at the price of $0.10 per Unit and 2,610,000 Flow Through shares at the price of $0.13 per Flow Through share for gross proceeds of $3,422,410. Each Unit consists of one common share and one half common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of $0.20 expiring on December 29, 2019.

(4) In connection with these private placements, the Company paid cash commissions of $321,104 and 5,458,455 Broker Warrants.

(c) Warrants summary:

The Company issued warrants in connection with private placements and is disclosed as a separate component of shareholders' equity. The fair values of the associated warrants were estimated on their dates of issue using the Black-Scholes option pricing model as follows:

Issue Date	Expiry Date	Number of Warrants	Remaining Warrants	Exercise Price	Market Price	Risk Free Interest Rate	Expected Volatility	Average Expected Life	Expected Dividend Yield	Fair Values
Dec 22, 2017	Dec. 22, 2019	13,565,000	13,565,000	$0.20	$0.10	1.64%	100%	2 years	0%	$491,053
Dec. 28, 2017	Dec. 28, 2019	5,012,500	5,012,500	$0.20	$0.10	1.66%	100%	2 years	0%	$181,452
Balances, January 31, 2018		18,477,500	18,477,500							$672,505

(d) Broker warrants summary:

Issue Date	Expiry Date	Broker Warrants Issued	Remaining Broker Warrants	Exercise Price	Market Price	Risk Free Interest Rate	Expected Volatility	Average Expected Life	Expected Dividend Yield	Fair Values
Dec. 22, 2017	Dec. 22, 2019	3,154,950	3,154,950	$0.20	$0.10	1.64%	100%	2 years	0%	$114,209
Dec. 29, 2017	Dec. 29, 2019	726,030	726,030	$0.20	$0.10	1.66%	100%	2 years	0%	$33,761
		3,880,980	3,880,980							$147,970

(e) Income (loss) per share

The calculation of basic and diluted income (loss) per share is calculated by dividing the net income (loss) by the weighted average number of common shares outstanding during the periods.

The calculation of fully-diluted income (loss) per share assumes all outstanding stock options, warrants and broker warrants were exercised and the underlying shares were issued and outstanding during the entire periods.

11. Share-based payments

(a) Outstanding options

The following table summarizes stock options outstanding as at January 31, 2018 and July 31, 2017:

	Number outstanding (#)	Exercise price ($)	Expiry date
Directors' options	100,000 (i)	0.10	March 14, 2019
Director's options	100,000 (ii)	0.10	March 14, 2019
Director's options	1,300,000 (iii)	0.10	March 14, 2019

(i) On March 14, 2014, the Company issued 100,000 incentive stock options to a director of the Company. The exercise price is $0.10 per common share and the options expire on March 14, 2019. These options have a vesting period of 18 months with 1/6 vesting every three months beginning April 1, 2014. These options were fully vested as at July 31, 2016.

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

Expected stock price volatility	18.64%
Expected option life	5 years
Risk free interest rate	0.89%
Expected dividend yield	-
Stock price at grant	$0.10
Exercise price	$0.10

(ii) On July 7, 2017, the Company issued 100,000 incentive stock options to a director of the Company. The exercise price is $0.10 per common share and the options expire on March 14, 2019. These options have a vesting period of 18 months with 1/6 vesting every three months beginning August 1, 2017. 33,332 of these options were vested as at January 31, 2018.

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

Expected stock price volatility	33.71%
Expected option life	1.67 years
Risk free interest rate	0.68%
Expected dividend yield	-
Stock price at grant	$0.09
Exercise price	$0.10

(iii) On November 27, 2017, the Company issued 1,300,000 incentive stock options to directors and officers of the Company. The exercise price is $0.10 per common share and the options expire on March 14, 2019. These options have a vesting period of 18 months with 1/6 vesting every three months beginning November 27, 2017. 216,666 of these options were vested as at January 31, 2018.

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

Expected stock price volatility	50%
Expected option life	1.33 years
Risk free interest rate	1.41%
Expected dividend yield	-
Stock price at grant	$0.08
Exercise price	$0.10

(b) Changes in stock options

A summary of the changes in stock option activity for the period ended January 31, 2018 and the year ended July 31, 2017 is as follows:

	January 31, 2018		**July 31, 2017**	
	Weighted average exercise price ($)	**Number of options (#)**	**Weighted average exercise price ($)**	**Number of options (#)**
Outstanding, beginning of period/year	0.10	200,000	0.10	100,000
Granted	0.10	1,300,000	0.10	100,000
Expired	-	-	-	-
Outstanding and exercisable, end of period/year	0.10	1,500,000	0.10	200,000

The options outstanding at the end of the period have an exercise price of $0.10 per share (year ended July 31, 2017 - $0.10 per share) and had a weighted average remaining contractual life of 1.12 years as at January 31, 2018 (1.62 years as at July 31, 2017).

(c) Effects on profit or loss

The total estimated fair value of options vested and recognized as an expense for the period ended January 31, 2018 was $3,093 (year ended July 31, 2017 = $ nil).

12. General and administrative expenses

The general and administrative expenses incurred by the Company for the periods ended January 31, 2018 and 2017 were as follows:

	6 months ended January 31, 2018 ($)	6 months ended January 31, 2017 ($)
Automotive	-	1,224
Management fees	20,500	24,000
Office and general	20,861	4,440
Professional fees	23,000	25,890
Rent	3,200	4,800
Repairs and maintenance	-	883
Shareholder and public company costs	11,977	5,870
Telephone	1,246	1,337
Travel	2,228	463
	62,151	68,907

13. Related party transactions

(a) Key management personnel compensation

The Company did not pay employment based remuneration to directors, officers and other members of key management for the six month periods ended January 31, 2018 and 2017, however, the Company did pay contract based remuneration to directors, officers and other members of key management as disclosed in part (b) below.

(b) Other related party transactions

During the six month period ended January 31, 2018, the Company paid management fees in the amount of $20,500 (2017 - $24,000) to officers and directors of the Company. The Company also paid rent in the amount of $3,200 (2017 - $4,800) to a former director and officer of the Company. These amounts are recorded at the exchange amount, which is the amount agreed upon by the related parties.

As at January 31, 2018, included in trade and other payables are amounts owing to directors and officers of the Company in the amount of $17,500 (2017 - $111,362). These amounts are unsecured and non-interest bearing with no specified terms of repayment

(c) Key management personnel compensation during the period is comprised of:

	January 31, 2018 ($)	January 31, 2017 ($)
Management fees (note 13(b))	20,500	24,000
Share based payments (note 11)	3,093	-
	23,593	**24.000**

14. Financial instruments

(a) Risk management and hedging activities

In the normal course of operations, the Company is exposed to various financial risks. Management's close involvement in the operations allows for the identification of risks and variances from expectations. The Company does not meaningfully participate in the use of financial instruments to control these risks. The Company has no designated hedging transactions. The financial risks and management's risk management objectives and policies are as follows:

(i) Currency risk

The Company does not hold any assets or liabilities denominated in a foreign currency, therefore is not exposed to currency risk.

(ii) Price risk

The Company is exposed to price risk with respect to commodity prices of oil and gas. The Company monitors commodity prices in order to manage their exposure to these risks. An annual average change of 1% in crude oil prices would affect the reported net income by $95 for the period ended January 31, 2018 (2017 - $132)..

(iii) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Company. The Company is exposed to credit risk on its financial assets. Cash is held with established Canadian financial institutions and the Company's other receivables are from Canadian government entities, from which management believes the risk of loss to be remote. The Company does not have any derivatives or similar instruments that mitigate the maximum exposure to credit risk.

The carrying amount of financial assets recorded in the consolidated interim financial statements of $4,271,588 (July 31, 2017 - $51,691) represents the maximum exposure to credit risk at the reporting date.

(iv) Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. Management monitors the Company's liquidity by assessing forecast and actual cash flows and by maintaining adequate cash on hand. It is management's opinion that it is unlikely that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments. As at January 31, 2018, the Company had working capital in the amount of $4,216,239 (July 31, 2017 – deficiency of $161,026).

The contractual maturities of financial liabilities based on the earliest date on which payment can be required are as follows:

	Total amount ($)	**6 months or less ($)**	**More than 6 months ($)**
As at January 31, 2018:			
Trade payables	32,080	32,080	-
Other payables	31,696	31,696	-
	63,776	63,776	-
As at July 31, 2017			
Trade payables	140,396	140,396	-
Other payables	89,678	89,678	-
	230,074	230,074	-

(v) Interest rate risk

The Company is not exposed to any meaningful interest rate risk due to the short term nature of its interest generating assets.

(b) Sensitivity analysis

The Company had cash and cash equivalents subject to interest rate risk of $4,259,998 (July 31, 2017 - $35,456). A 1% change in the primary interest rate would not affect the reported net income on an annualized basis for the period ended January 31, 2018 (2017 - $355).

(c) Fair values, carrying amounts and changes in fair value

The fair values of the Company's financial instruments approximate their carrying value due to their short-term nature. Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of judgment. The methods and assumptions used to develop fair value measurements, for those financial instruments where fair value is recognized in the consolidated interim statement of financial position, have been prioritized into three levels:

- Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level two includes inputs that are observable other than quoted prices included in level one; and
- Level three includes inputs that are not based on observable market data.

The Company's financial instruments within the fair value hierarchy as at January 31, 2018 and July 31, 2017 were as follows:

	Level 1 ($)	**Level 2 ($)**	**Level 3 ($)**
As at January 31, 2018:			
Cash and cash equivalents	4,259,998	-	-
As at July 31, 2017:			
Cash and cash equivalents	35,456	-	-

(d) Collateral

The carrying value of financial assets the company has pledged as collateral is $ nil (2016 - $ nil).

15. Capital management

The Company considers its capital structure to consist of share capital, stock options and warrants. When managing capital, the Company's objective is to ensure that the Company continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of mineral and petroleum and natural 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 Company's operations. As at January 31, 2018, the Company had managed capital, being total equity on the consolidated interim statement of financial position of $4,280,246 (July 31, 2017 – net deficit of $88,819).

A number of the properties in which the Company currently has an interest are in the exploration stage. As such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative expenses, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties it if feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

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

There were no changes in the Company's approach to capital management during the current or prior period. The Company is not subject to externally imposed capital requirements.

16. Subsequent events

Subsequent to the period end, on February 12, 2018 the Corporation announced that it had acquired all of the issued and outstanding shares of High Point Oil Inc. ("High Point") a private corporation for an aggregate of 55,172,124 common shares at a deemed value of $0.10 per common share. The book value of High Point's total assets, total liabilities and shareholders equity per the unaudited financial statements for the year ended December 31, 2017 are $1,246,598, $118,610 and $1,127,988 respectively. The difference between this book value and the acquisition price will result in a valuation increment upon consolidation which will be included on the Corporation's financial statements for the quarter ended April 30, 2018. Also, subsequent to the quarter the Corporation advanced $3.4 million dollars to High Point with no fixed terms of repayment in order that High Point be able to complete its initial 2018 drilling program discussed below.

High Point Oil Inc. is an Alberta based company focusing on the exploration and development of conventional light oil reserves in an area of focus characterized by extensive infrastructure and product markets. Prior to acquisition by the Corporation, High Point had acquired and interpreted approximately 170 square miles of contiguous 3D seismic in its' area of focus. Predicated upon these interpreted results, the company acquired prospective lands and mineral leases and planned a drilling program, now expected to begin in the second calendar quarter of 2018. The Alberta Energy Regulator has granted High Point eligibility to hold licenses for all types of wells, facilities and pipelines.

SCHEDULE "C"

BIRD RIVER RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE SIX MONTH PERIOD ENDED JANUARY 31, 2018

INTRODUCTION

The following Management Discussion and Analysis ("MD&A") of Bird River Resources Inc. (the "Company") is prepared with information as at March 30, 2018 and provides an analysis of the Company's performance and financial condition as at and for the six month period ended January 31, 2018 as well as an analysis of future prospects. The Board of Directors carries out its responsibility for review of this disclosure principally through its audit committee, comprised of independent directors. The audit committee reviews this disclosure and recommends its approval by the Board of Directors.

This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the unaudited consolidated interim financial statements of the Company for the years ended July 31, 2017 and 2016 together with the notes thereto. All amounts are in Canadian dollars unless otherwise specified. The financial statements, along with Certifications of Annual Filings, news releases and other information, are available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (ii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

FORWARD-LOOKING STATEMENTS

This MD&A may contain forward-looking statements that are based on the Company's expectations, estimates and projections regarding its business and the economic environment in which it operates. These statements speak only as of the date on which they are made, are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Examples of some of the specific risks associated with the operations of the Company are set out below under "Risks and Uncertainties". Actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements.

GENERAL OVERVIEW

Bird River Resources Inc. is a junior natural resource exploration company in Canada incorporated on March 7, 1958. It is a reporting issuer in the provinces of Ontario and Manitoba with its common shares listed for trading on the Canadian Securities Exchange (CSE) under the trading symbol "BDR". The Company's Registered and Head Offices are located at 1059 Selkirk Avenue, Winnipeg, Manitoba, R2X 0C2. The Company's constating documents do not differ from Canadian corporate legislation with respect to corporate governance principles.

The Company is currently in the oil and gas business in southwestern Manitoba and has been since 2009, mainly through joint ventures with experienced oil and gas exploration operators. Initially, the Company agreed to participate as to a five percent interest in the drilling of a three oil well drilling program near the towns of Sinclair and Pierson in southwestern Manitoba, all of which remain producing. Since then, the Company has participated in the drilling of additional wells in that area, most of which remain producing (see "Narrative Description of the Company's Business - Oil and Gas Activities" below).

The Company operates an environmental division which distributes various industrial minerals and absorbent products for use in abandoned water well sealing operations, animal bedding, odor control and animal waste management (see "Narrative Description of the Company's Business - Environmental Division" below).

The Company formerly held an exploration property known as the Ore Fault Property, located in the Bird River Sill area of Manitoba approximately 125 km northeast of Winnipeg. This property was prospective for base and PGM metals. In 2008, the Company sold its working interest in this property for cash and now retains a 1% net smelter return royalty on this property (see "Narrative Description of the Company's Business - Ore Fault Property" below).

The Company held an 8 hectare Quarry Lease located 85 km southwest of Winnipeg near Miami, Manitoba. This lease hosts a narrow bed of bentonite that the Company previously used in an abandoned water well sealing operation. The leased expired during the 2016 fiscal year (see "Narrative Description of the Company's Business – Quarry Lease" below).

NARRATIVE DESCRIPTION OF THE COMPANY'S BUSINESS

Oil and Gas Activities

In March 2009, the Company entered into a joint venture agreement with Antler River Resources Ltd. ("Antler") to invest $35,000 for a 5% gross interest (4% net) in a three well oil drilling program. The wells are located near the towns of Sinclair and Pierson in southwestern Manitoba. All three wells are now producing. In December 2009 the Company participated in the drilling of a vertical well north east of Sinclair. The well commenced pumping in January 2010 and all four wells are still in production.

In March 2011, the Company reported the test production results for its fifth horizontal oil well, located at 11-26-1-28W near Pierson. The operator of the well is Atikwa Resources Inc. (ATK:TSX-V) ("Atikwa") and the initial production over the first ten days for the well averaged 150 barrels per day. The Company has a 5% gross and 4% net participation in the well. This well is still in production; however the rate of production has declined.

In September 2011, the Company reported its participation in the drilling of a new horizontal oil well located at 12-15-8-28W1 east of Sinclair. This is the first well of a planned six well drilling program. The operator of the well and joint venture partner is Antler. The horizontal well has approximately a one mile leg and was cased all the way. The Company has a 5% gross and 4% net participation in the well. The well continues to be in production.

In October 2011, the Company announced that the drilling portion of a new well northeast of Sinclair at 12-15-8-28W1 was completed. The well was drilled into the Bakken formation at 926 meters with a horizontal leg of 1300 meters. The well was cased for the entire length of the leg and has 27 fracking ports approximately 50 meters apart. The operator of this well is Antler and the Company has a 5% gross interest.

An additional well was drilled at 13-23-1-28W east of Pierson. This was a horizontal well with a 600 meter leg drilled into the Spearfish formation. The operator of this well is Atikwa with a 50% interest and the Company has 5% gross (4% net). The well is presently shut in due to water problems.

In January 2012, the Company announced the completion of a new Antler horizontal well at 12-15-8-28 northeast of Sinclair. The well was drilled into the Bakken formation at 926 meters with a horizontal leg of 1300 meters and commenced pumping 30 cubes of fluid with a 35% oil cut, working out to about 65 barrels of oil a day (a cube is about 6.28 US barrels). The Company has a 5% gross interest and a 4% net participation. This well continues to be in production.

In February 2012, the Company reported an update of the last five oil wells drilled and their production:

1) Well HZ 12-15-8-28 drilled into the Bakken Formation with a 1300 meter leg. Production had leveled out at 80 barrels of oil per day.
2) Well HZ 11-26-1-28 drilled into the Spearfish Formation with a 600 meter leg was producing 40 barrels of oil per day.
3) Well HZ15-30-1-27 drilled into the Spearfish Formation with a 600 meter leg was producing 100 barrels per day of fluid, of which 50 barrels is oil.

4) Well HZ 7-34-1-28 drilled into the Spearfish Formation with a 600 meter leg was producing 130 barrels of oil per day.
5) Well HZ 13-23-1-28 drilled into the Spearfish Formation with a 1300 meter leg was producing 240 barrels of fluid, of which 15 barrels is oil.

In July 2012, the Company reported with Antler that another double success had been achieved with the drilling and fracking of two new horizontal oil wells. The wells, located east of Sinclair at 16-16-7-28 and 3-15-8-28 were each drilled with 600 meter legs and were fully cased. The wells initially produced approximately 75 barrels per day for each well. The operator of the wells is Antler. The Company has 2.5% interest (2% net) in each of the new wells and the Company now had an interest in 11 production wells.

In February 2013, the Company participated with Antler in drilling a new horizontal well located at 3-22-7-28 in southwestern Manitoba. The Company has a 5% gross interest (4% net) in the well. The drilling of the well was successful and is now production.

In September 2014, the Company participated with Antler to drill a new horizontal well located at 4-5-2-27 in southwestern Manitoba, with the Company having a 5% gross interest (4% net) in the new well. The drilling of the new well was competed in early November 2014 and is now in production at a total cost of $67,433.

In August 2015, the Company paid $4,400 towards the work-over of well 11-26-1-28 using an acid activation process that cleans out the bore hold to increase oil recovery.

In December 2016: the Company participated in the successful work-over of well 12-15-8-28. As a result the well's production of oil doubled from approximately 10 bpd to 20 bpd.

The following table summarizes the Company's oil well holdings:

Summary of Oil Well Holdings

Well ID and Location	Dir	Location	Oper	Company's Interest	Formation	Status	Comments
LSD 6-13-7-29	V	W of Sinclair	ARR	5% well only	Bakken	P	
LSD 14-15-8-28	V	E of Sinclair	ARR	5% well only	Bakken/Lodgepole	P	
HZ 13-15-8-28	H	E of Sinclair	ARR	5% well only	Bakken/Lodgepole	P	
HZ 11-26-1-28W	H	Pierson	AB	5% gross, 4% net	Spearfish	P	
HZ 12-15-8-28W1	H	NE of Sinclair	ARR	5% gross, 4% net	Bakken	P	
HZ 15-30-1-27	V		ARR		Spearfish	P	
HZ 13-23-1-28W	H	E of Pierson	AB	5% gross, 4% net	Spearfish	NP	water
HZ 7-34-21-28	H		ARR	2.5% gross, 4% net	Bakken	P	
HZ 3-15-8-28	H	E of Sinclair	RFM	2.5% gross, 2% net	Bakken	P	
HZ 3-22-7-28	H	SW Manitoba	ARR	5% gross, 4% net	Mississippi MC3	P	
HZ 4-5-2-27	H	SW Manitoba	ARR	4% profit, 5% costs	Bakken/Lodgepole	NP	water
HZ 16-16-7-28	H	E of Sinclair	ARR	2.5% gross, 2% net	Mississippi MC3	P	

Legend

ARR	Antler River Resources Ltd.
AB	1885683 Alberta Ltd. (formerly held by Atikwa Resources)
RFM	Riflemen
H	horizontal
V	vertical
P	producing
NP	not producing

Historically, oil production in southwest Manitoba typically shows a decline in production rates from year to year; however, many wells have been known to produce over 25 years.

NI 51-101 Disclosure

Pursuant to the requirements of NI 51-101 - Standards of Disclosure for Oil and Gas Activities, copies of the Company's recent Forms 51-101F1 and 51-101F3 are available on SEDAR under the Company's profile at www.sedar.com.

Environmental Division

The Company operates an environmental division which distributes various industrial minerals, including diatomaceous earth and bentonite. These industrial minerals are also used in the division's abandoned water well sealing operation. The well sealing service can generally be conducted from the early spring through to the early winter.

The Company distributes various industrial and environmental products (e.g. Dexpan and CanDry absorbents) and is also a distributor of various other absorbent products that are sold to industry and agricultural businesses for animal bedding, odor control and animal waste management

Quarry Lease

The Company held an 8 hectare Quarry Lease (QL-1530) located 85 km southwest of Winnipeg near Miami, Manitoba. This lease hosts a narrow bed of bentonite that the Company previously used in a water well sealing operation. The Company allowed the lease to expire during the 2016 fiscal year.

Ore Fault Property

In 2004, the Company acquired the remaining 80% of 2411181 Manitoba Ltd. which owned the original Ore Fault Property (the "Property") located in the Bird River Sill area of southeastern Manitoba for total consideration of $23,000 in cash and shares of the Company. The Company already owned the other 20% of 2411181 Manitoba Ltd. In 2006, the Company acquired all of the underlying smelter rights to the Property for consideration of 700,000 common shares. As a result, the Company held a 100% interest in the Property at that time. In 2005, the Company acquired 3 additional adjacent claims for consideration of $5,000 and 50,000 common shares. The Property was then comprised of 19 claims.

In 2007, the Company entered into an option and joint venture arrangement with Marathon PGM Corporation (MAR:TSX) ("Marathon") to create a joint venture to actively explore and earn an interest in the Property, whereby Marathon had the option to earn up to a 100% interest in the Property by a combination of exploration expenditures and cash payments to the Company. The Property, being adjacent to Gossan Resources' Bird River Sill property, was also under option to Marathon.

In 2008, Marathon earned a 50% participation interest in the Ore Fault Property by spending $549,000 in exploration expenditures and payments to the Company totaling $200,000 cash. Later in 2008, Marathon acquired the remaining interest in the Property for the cash consideration of $1,450,000. The Company retained and continues to retain a 1% net smelter return royalty (the "NSR") on all minerals and metals extracted from the Property.

Exploration and evaluation assets

In conjunction with the Company's activities in the natural resource industry, the Company carried the following capitalized amounts:

	July 31, 2017 ($)	July 31, 2016 ($)
Petroleum and natural gas leases (i)	-	35,127
Mineral exploration properties (ii)(iii)	-	-
	-	35,127

(i) The Company's lease holdings were as follows:

Lease ID	Location	% Owned	July 31, 2017 ($)	July 31, 2016 ($)	Expiry
NW quarter 17-1-27	Coulter/Vale	6.67	-	4,243	April 16 2017
NE quarter 23-1-28	Dist Lyleton	15	-	16,371	July 25 2017
NE quarter 30-1-27	Dist Cameron	15	-	14,080	July 25 2017

During the fiscal year ended July 31, 2017, 3 leases expired resulting in a write down of $35,127. During the fiscal year ended July 31, 2016, 5 other leases expired resulting in the write down of $91,577.

(ii) The Company formerly held one Quarry Lease which lapsed during fiscal 2016 resulting in a write down in the amount of $273.

(iii) The Company retains a 1% net smelter return ("NSR") royalty on the Ore Fault Property.

SUMMARY OF SELECTED ANNUAL FINANCIAL INFORMATION

The following is selected information from the Company's three most recently completed fiscal year-ends:

Annual Information	Year Ended July 31, 2017 ($)	Year Ended July 31, 2016 ($)	Year Ended July 31, 2015 ($)
Total revenue	95,007	95,911	95,260
Net income (loss)	(183,757)	(244,043)	(307,796)
Income (loss) per share - basic and fully-diluted	(0.02)	(0.02)	(0.03)
Total assets	150,918	304,356	468,095
Long-term liabilities	9,663	9,385	9,115
Dividends declared	-	-	-

The net loss and comprehensive loss for the year ended July 31, 2017 was $183,757 as compared to a net loss and comprehensive loss of $244,043 for the year ended July 31, 2016. The decrease of $60,286 in the net loss for the year is primarily attributable to the decrease in general and administrative expenses due to lower professional fees and the decline in a write down of the remainder of exploration and evaluation assets as the Company's remaining leases had expired. Total revenue during the year stayed relatively constant, with revenue from the producing oil wells declining to $31,215 vs. $43,877 in 2016, due to lower oil prices and a natural decrease in production. Expenses for the year were $243,471 compared to $253,942 in 2016 which is a decrease of $10,471 during 2017.

The net loss and comprehensive loss for the year ended July 31, 2016 was $244,043 as compared to a net loss and comprehensive loss of $307,796 for the year ended July 31, 2015. The decrease of $63,753 in the net loss for the year is primarily attributable to the decrease in depletion expense of $11,720 and the decline in the impairment charge relating to the investment in petroleum and natural gas properties by $188,979 from the previous year (2015 -$201,141) to $12,162 in 2016. Total revenue during the year (2016 – 95,911) increased modestly from the previous year (2015 - 95,260). Revenue from the producing oil wells declined by $11,060 to $43,877 due to lower oil prices compared to petroleum revenue of $54,937 in 2015. Expenses for the year were $253,942 compared to $408,274 in 2015 which represents a decrease in expenses of $154,332 during 2016. During the year, general and administrative expenses increased by $41,421 to $156,991 (2015 - $115,570) due to increases in professional fees of $42,808.

The net loss and comprehensive loss for the year ended July 31, 2015 was $307,796 as compared to a net loss and comprehensive loss of $128,963 for the year ended July 31, 2014. The increase of $178,833 in the net loss is primarily attributable to the decrease in revenue of $25,250 and the impairment charge relating to the investment in petroleum and natural gas properties in the amount of $201,141 (2014 - $41,532). This decrease in revenue is attributable to the decline in revenue from the producing oil wells to $54,937 due to lower oil prices compared to petroleum revenue of $76,223 in 2014. Expenses for the year were $408,274 compared to $260,369 in 2014 which is an increase in expenses of $147,905 over last year. At the end of the 2015 fiscal year, management recognized an impairment loss of $201,141 on its oil and gas properties. During the year, general and administrative expenses decreased $13,477 to $115,570 (2014 - $129,047).

SELECTED QUARTERLY INFORMATION

The following is selected financial information for the eight most recent interim periods indicated.

Quarter Ended	Total Revenue ($)	Net Income (Loss) Total ($)	Net Income (Loss) Per Share ($)	Total Assets ($)
January 31, 2018	9,896	(52,054)	(0.002)	4,353,685
October 31, 2017	20,251	26,398	0.002	124,168
July 31, 2017	33,177	(117,403)	(0.011)	150,918
April 30, 2017	22,743	524	0.000	241,876
January 31, 2017	17,507	(38,080)	(0.004)	249,084
October 31, 2016	21,580	(28,687)	(0.002)	265,869
July 31, 2016	21,119	(154,122)	(0.016)	304,629
April 30, 2016	29,715	(25,491)	(0.002)	397,451

As discussed in the "Narrative of the Company's Business" section above, the Company has joint venture agreements with Antler and 1885683 Alberta Ltd. (formerly Atikwa) in oil and gas drilling programs in southwest Manitoba for a participation of five percent gross interest on average. Through these joint ventures, the Company has participated in the successful development and completion of 10 producing oil wells. Deferred expenditures include costs of surface access, building location, drilling, completing, equipping and operating or abandoning the oil wells. The cash flows of the joint operations include the expenditures as outlined above as well as the company's proportionate share of the joint venture's revenues and operating expenses.

The Company achieved a net and comprehensive loss for the three month period ended January 31, 2018 of $52,054 (versus a net loss and comprehensive loss of $38,192 for the three month period ended January 31, 2017). The net loss was after gains on settlement of indebtedness totalling $4,179. Total revenue during the period was $9,896 (2016 – 17,507). Revenue from the producing oil wells increased to $5,138 due to higher oil prices and production volumes compared to petroleum revenue of $3,029 in 2017. General and administrative expenses for the period were higher at $47,764 compared to $40,807 in 2017 due mostly to increases in professional fees.

The Company achieved a net and comprehensive loss for the six month period ended January 31, 2018 of $25,657 (versus a net loss and comprehensive loss of $66,878 for the six month period ended January 31, 2017). The net loss was after gains on settlement of indebtedness totalling $60,960. Total revenue during the period was $30,147 (2016 – 39,087). Revenue from the producing oil wells decreased to $9,489 due to lower production volumes compared to petroleum revenue of $13,183 in 2017. General and administrative expenses for the period were higher at $83,013 compared to $68,907 in 2017 due mostly to increases in professional fees.

Over the past several quarters, administrative expenses have varied within a range reflecting the Company's costs associated with oil and gas investments, new business development, the well sealing service and related costs in maintaining the Company's listing as a reporting issuer in good standing. Management does not foresee any material change in the amounts of these expenditures in the near future.

LIQUIDITY AND CAPITAL RESOURCES

At January 31, 2018, the Company had positive working capital of $4,216,239 compared to a working capital deficiency of $161,026 as at the fiscal year ended July 31, 2017. The increase in working capital was due to the issuance of common shares to settle indebtedness in the amount of $138,723 and the issuance of private placements to raise $4,574,210 (before costs of issue). The Company continues to receive revenue from its interests in oil wells and the sale of industrial products. The Company incurs ongoing general operating expenses relating to the management of a public reporting issuer, such as office expenses. stock transfer, filing fees, stock exchange fees, and management and professional fees.

Presently, the Company holds percentage interests (5% gross - 4% net) and (2.5% gross - 2% net) in a total of twelve oil wells, of which ten are in production.

Over the past several quarters, administrative expenses have varied within a range reflecting the Company's costs associated with oil and gas investments, new business development, the well sealing service and related costs in maintaining the Company's listing as a reporting issuer in good standing. Management does not foresee any material change in the amounts of these expenditures in the near future. The Company presently anticipates that its general and administrative costs for its current fiscal year ending July 31, 2018 will be approximately $100,000 and continues to seek additional working capital to pursue its objectives.

The Company reviews business propositions regularly seeking M&A and other opportunities that will enable the Company to grow its revenue and thereby increase shareholder value. In that regard, subsequent to the period ended January 31, 2018, the Company closed an acquisition of High Point Oil Inc. for the issuance of shares of the Company, which will be consolidated with the results of the Company in subsequent periods.

The Company's ability to raise funds for future development is largely tied to the Canadian capital markets and investor interest in resource exploration and development companies. Even though financial markets have improved, there continues to be ongoing concern about the demand for Canadian commodities and therefore availability of funding for junior resource companies. Demand by the world's major consumers of raw materials, particularly in China and India has declined over the few years; however, management remains optimistic about the improved economic growth in the North American economy.

The Company's financial performance is dependent on many external factors. The Company expects that any revenues it may earn from its operations in the future will be from the sale of oil and gas and from the marketing of industrial products. Both prices and markets for oil and gas can be volatile, difficult to predict and respond to changes in domestic and international political, social and economic environments. In addition, the availability and cost of funds for exploration, development and production costs are difficult to predict. These circumstances and events could materially affect the financial performance of the Company.

DECOMMISSIONING OBLIGATIONS

The Company has decommissioning obligations resulting from its ownership interest in petroleum and natural gas properties. The total decommissioning provision is estimated based on the Company's net ownership interest in all wells and facilities, estimated costs to reclaim and abandon these wells and facilities and the estimated timing of the costs to be incurred in future years. The total estimated undiscounted cash flows required to settle the obligations, before considering salvage, as at July 31, 2017 was approximately $19,000 (2016 - $19,000). These amounts have been discounted using a pretax rate of 2.96% reflecting the time value of money and the risks specific to the obligations.

These obligations are to be settled based on the economic lives of the underlying assets, which currently extend up to 25 years into the future and will be funded from general corporate resources at the time of abandonment.

The Company's decommissioning obligations as at July 31, 2017 and July 31, 2016 were as follows:

	July 31, 2017 ($)	July 31, 2016 ($)
Balance, beginning of period/year	9,385	9,115
Accretion	278	270
Balance, end of period/year	9,663	9,385

DISCLOSURE OF OUTSTANDING SHARE DATA

The Company's authorized share capital consists of an unlimited number of common voting shares as follows:

Date		Number of Common Shares	Amount $
August 1, 2016	Balances	10,570,225	1,012,247
	Changes during the year	-	-
July 31, 2017	Balances	10,570,225	1,012,247
September 29, 2017	Settlement of indebtedness (1)	2,308,709	138,523
December 22, 2017	Private placement (2)	32,587,000	3,422,410
December 28, 2017	Private placement (3)	12,735,000	1,151,800
	Warrant valuation		(672,505)
	Costs of issue - cash (4)		(321,104)
	Costs of issue - broker warrants (4)		(147,970)
January 31, 2018	Balances	58,100,934	4,583,401

(1) On September 29, 2017, the Company issued a total of 2,308,709 common shares at the price of $0.06 per common share to settle the amount of $138,723 of indebtedness to arm's length parties.

(2) On December 22, 2017, the Company closed a first tranche of financing for 27,130,000 Units at the price of $0.10 per Unit and 5,457,000 Flow Through shares at the price of $0.13 per Flow Through share for gross proceeds of $3,422,410. Each Unit consists of one common share and one half common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of $0.20 expiring on December 22, 2019.

(3) On December 28, 2017, the Company closed a second tranche of financing for 10,125,000 Units at the price of $0.10 per Unit and 2,610,000 Flow Through shares at the price of $0.13 per Flow Through share for gross proceeds of $3,422,410. Each Unit consists of one common share and one half common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of $0.20 expiring on December 29, 2019.

(4) In connection with these private placements, the Company paid cash commissions of $321,104 and 5,458,455 Broker Warrants.

Warrants summary:

The Company issued warrants in connection with private placements and is disclosed as a separate component of shareholders' equity. The fair values of the associated warrants were estimated on their dates of issue using the Black-Scholes option pricing model as follows:

Issue Date	Expiry Date	Number of Warrants	Remaining Warrants	Exercise Price	Market Price	Risk Free Interest Rate	Expected Volatility	Average Expected Life	Expected Dividend Yield	Fair Values
Dec 22, 2017	Dec. 22, 2019	13,565,000	13,565,000	$0.20	$0.10	1.64%	100%	2 years	0%	$491,053
Dec. 28, 2017	Dec. 28, 2019	5,012,500	5,012,500	$0.20	$0.10	1.66%	100%	2 years	0%	$181,452
Balances, January 31, 2018		18,477,500	18,477,500							$672,505

Broker warrants summary:

Issue Date	Expiry Date	Broker Warrants Issued	Remaining Broker Warrants	Exercise Price	Market Price	Risk Free Interest Rate	Expected Volatility	Average Expected Life	Expected Dividend Yield	Fair Values
Dec. 22, 2017	Dec. 22, 2019	3,154,950	3,154,950	$0.20	$0.10	1.64%	100%	2 years	0%	$114,209
Dec. 29, 2017	Dec. 29, 2019	726,030	726,030	$0.20	$0.10	1.66%	100%	2 years	0%	$33,761
		3,880,980	3,880,980							$147,970

Stock options outstanding:

	Number outstanding (#)	Exercise price ($)	Expiry date
Directors' options	100,000 (i)	0.10	March 14, 2019
Director's options	100,000 (ii)	0.10	March 14, 2019
Director's options	1,300,000 (iii)	0.10	March 14, 2019

TRANSACTIONS WITH RELATED PARTIES

The Company did not pay employment based remuneration to directors, officers and other members of key management for the six month periods ended January 31, 2018 and 2017, however, the Company did pay contract based remuneration to directors, officers and other members of key management as disclosed in part (b) below.

During the six month period ended January 31, 2018, the Company paid management fees in the amount of $20,500 (2017 - $24,000) to officers and directors of the Company. The Company also paid rent in the amount of $3,200 (2017 - $4,800) to a former director and officer of the Company. These amounts are recorded at the exchange amount, which is the amount agreed upon by the related parties.

As at January 31, 2018, included in trade and other payables are amounts owing to directors and officers of the Company in the amount of $17,500 (2017 - $111,362). These amounts are unsecured and non-interest bearing with no specified terms of repayment

Key management personnel compensation during the period is comprised of:

	January 31, 2018 ($)	January 31, 2017 ($)
Management fees (note 13(b))	20,500	24,000
Share based payments (note 11)	3,093	-
	23,593	**24.000**

CRITICAL ACCOUNTING ESTIMATES, JUDGEMENTS AND ACCOUNTING POLICIES

Critical Accounting Estimates

Significant assumptions about the future that management has made 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:

(i) the recoverability of accounts receivable that are included in the statement of financial position;

(ii) the recoverability of exploration and evaluation expenditures incurred on the Company's property interests;

(iii) although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title and such properties may be subject to prior agreements or transfers and title may be affected by undetected issues;

(iv) the estimated useful lives and residual value of property and equipment which are included in the financial statements and the related depreciation included in profit or loss;

(v) the inputs used in accounting for share based payment transactions included in financial assets at fair value through profit or loss; and

(vi) management's judgment in determining the functional currency of the Company as Canadian Dollars.

Critical accounting judgments

Income taxes and recovery of deferred tax assets

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements.

Restoration, rehabilitation and environmental obligations

Management's assumption of no material restoration, rehabilitation and environmental exposure, is based on the facts and circumstances that existed in the current and prior periods.

Going concern assumption

Going concern presentation of the financial statements which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due.

Accounting policies

Reference is made to the Company's audited financial statements for a full discussion of its significant accounting policies.

RISKS AND UNCERTAINTIES

Oil and gas exploration and mineral exploration are speculative ventures. There is no certainty that expenditures on exploration and development will result in the discovery of an economic hydrocarbon reserve. At the present time, the Company holds interests in a small number of producing oil wells. The Company's viability and potential success lie in its ability to develop, exploit and generate revenue out of its resource properties. Revenues, profitability and cash flow from any future resource operations involving the Company will be influenced by oil, gas and/or metal prices and by the relationship of such prices to production costs. Such prices have fluctuated widely and are affected by numerous factors beyond the Company's control.

The ability of the Company to sell, and profit from the sale of any eventual production from any of the Company's properties will be subject to the prevailing conditions in the marketplace at the time of sale. The global marketplace is unregulated and subject to changing attitudes of consumers and other end-users on the basis of economic conditions. Many of these factors are beyond the control of the Company therefore represent a market risk which could impact the long term viability of Company and its operations.

Capitalization and commercial viability

The Company will require additional funds to further explore and, if successful, develop its oil and gas interests and any additional properties or business venture that may be acquired. The Company may not have sufficient funds to carry out the completion of its exploration program, and may have to obtain other financing or raise additional funds. The Company has limited financial resources, and there is no assurance that additional funding will be available to the Company to carry out the completion of all the activities of its program, for additional exploration or for the substantial capital that is typically required in order to place a property into commercial production. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and evaluation of its properties.

The Company has limited financial resources and there is no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under applicable agreements. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interests of the Company with the possible dilution or loss of such interests.

The Company is very dependent upon the personal efforts and commitment of its existing management who are not full-time employees of the Company. To the extent that management's services would be unavailable for any reason, the Company's operations could be disrupted. The Company is also reliant upon the services of outside consultants.

Title matters

While the Company has performed its own due diligence with respect to title of its property interests, this should not be construed as a guarantee of title. Properties and interests may be subject to prior unregistered agreements of transfer or aboriginal land claims, and title may be affected by undetected defects.

Competition

Significant and increasing competition exists for oil and gas opportunities internationally. There are a number of large established companies with substantial capabilities and far greater financial and technical resources than the Company. The Company may be unable to acquire additional attractive mining properties on terms it considers acceptable and there can be no assurance that the Company's exploration and acquisition programs will yield any new reserves or result in any commercial producing operations.

Limited history of earnings

The Company has a limited history of earnings, and there is no assurance that any other properties that it may acquire will generate earnings, operate profitably or provide a return on investment in the future. The Company has no plans to pay dividends for the foreseeable future. The future dividend policy of the Company will be determined by its directors.

Potential profitability depends upon factors beyond the control of the Company

The potential profitability of mineral properties is dependent upon many factors beyond the Company's control. For instance, world prices of and markets for oil and gas are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, environmental compliance or other production inputs. Such costs will fluctuate in ways the Company cannot predict and are beyond the Company's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of the Company.

Environmental risks and other regulatory requirements

The current or future operations of the Company require permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mineral resources and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with the applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for the construction of facilities and conduct of its operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any project which the Company might undertake. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties

engaged in oil and gas operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of oil and gas companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new properties.

Operating hazards and uninsurable risks

In the course of exploration, development and production of properties, certain risks, including unexpected or unusual geological operating conditions including fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the securities of the Company.

The Company is not insured against most environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. The Company periodically evaluates the cost and coverage of the insurance against certain environmental risks that is available to determine if it would be appropriate to obtain such insurance. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate its available funds or could exceed the funds the Company has to pay such liabilities and result in bankruptcy. Should the Company be unable to fund fully the remedial cost of an environmental problem, it might be required to enter into interim compliance measures pending completion of the required remedy.

Foreign countries and regulatory requirements

The Company may acquire properties located in other countries where exploration activities may be affected by varying degrees of political instability and haphazard changes in government regulations such as tax laws, business laws and laws pertaining to oil and gas and mining. Any changes in regulations or shifts in political conditions would be beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and safety.

Currency fluctuations

The Company maintains its accounts in Canadian currency. If the Company acquires properties in other countries, its operations may be subject to foreign currency fluctuations and such fluctuations may materially affect the Company's financial position and results. The Company does not engage in currency hedging activities.

First Nations Issues

The Company's management regularly consults with and informs the local First Nations band regarding any issues that may have an impact on them, and has received continued support for the Company's current and proposed future activities. However, unforeseen circumstances in the future could potentially have an effect on the Company's operations.

FINANCIAL INSTRUMENTS

Risk management and hedging activities

In the normal course of operations, the Company is exposed to various financial risks. Management’s close involvement in the operations allows for the identification of risks and variances from expectations. The Company does not meaningfully participate in the use of financial instruments to control these risks. The Company has no designated hedging transactions. The financial risks and management’s risk management objectives and policies are as follows:

Currency risk

The Company does not hold any assets or liabilities denominated in a foreign currency, therefore is not exposed to currency risk.

Price risk

The Company is exposed to price risk with respect to commodity prices of oil and gas. The Company monitors commodity prices in order to manage their exposure to these risks. An annual average change of 1% in crude oil prices would affect the reported net income by $95 for the period ended January 31, 2018 (2017 - $132)..

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Company. The Company is exposed to credit risk on its financial assets. Cash is held with established Canadian financial institutions and the Company's other receivables are from Canadian government entities, from which management believes the risk of loss to be remote. The Company does not have any derivatives or similar instruments that mitigate the maximum exposure to credit risk.

The carrying amount of financial assets recorded in the consolidated interim financial statements of $4,271,588 (July 31, 2017 - $51,691) represents the maximum exposure to credit risk at the reporting date.

Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. Management monitors the Company's liquidity by assessing forecast and actual cash flows and by maintaining adequate cash on hand. It is management's opinion that it is unlikely that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments. As at January 31, 2018, the Company had working capital in the amount of $4,216,239 (July 31, 2017 – deficiency of $161,026).

The contractual maturities of financial liabilities based on the earliest date on which payment can be required are as follows:

	Total amount ($)	6 months or less ($)	More than 6 months ($)
As at January 31, 2018:			
Trade payables	32,080	32,080	-
Other payables	31,696	31,696	-
	63,776	63,776	-
As at July 31, 2017:			
Trade payables	140,396	140,396	-
Other payables	89,678	89,678	-
	230,074	230,074	-

Interest rate risk

The Company is not exposed to any meaningful interest rate risk due to the short term nature of its interest generating assets.

Sensitivity analysis

The Company had cash and cash equivalents subject to interest rate risk of $4,259,998 (July 31, 2017 - $35,456). A 1% change in the primary interest rate would not affect the reported net income on an annualized basis for the period ended January 31, 2018 (2017 - $355).

Fair values, carrying amounts and changes in fair value

The fair values of the Company's financial instruments approximate their carrying value due to their short-term nature. Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of judgment. The methods and assumptions used to develop fair value measurements, for those financial instruments where fair value is recognized in the consolidated interim statement of financial position, have been prioritized into three levels:

- Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level two includes inputs that are observable other than quoted prices included in level one; and
- Level three includes inputs that are not based on observable market data.
-

The Company's financial instruments within the fair value hierarchy as at January 31, 2018 and July 31, 2017 were as follows:

	Level 1 ($)	Level 2 ($)	Level 3 ($)
As at January 31, 2018:			
Cash and cash equivalents	4,259,998	-	-
As at July 31, 2017:			
Cash and cash equivalents	35,456	-	-

Collateral

The carrying value of financial assets the company has pledged as collateral is $ nil (2017 - $ nil).

CAPITAL MANAGEMENT

The Company considers its capital structure to consist of share capital, stock options and warrants. When managing capital, the Company's objective is to ensure that the Company continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of mineral and petroleum and natural 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 Company's operations. As at January 31, 2018, the Company had managed capital, being total equity on the consolidated interim statement of financial position of $4,280,246 (July 31, 2017 – net deficit of $88,819).

A number of the properties in which the Company currently has an interest are in the exploration stage. As such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative expenses, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties it if feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The Company presently has interests in 10 production wells and any future exploration and assessment on other properties in the future would be dependent on financing. As such the Company is dependent on external financing to fund its activities and or joint ventures. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties it if feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

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

There were no changes in the Company's approach to capital management during the period ended January 31, 2018. The Company is not subject to externally imposed capital requirements.

DISCLOSURE AND INTERNAL FINANCIAL CONTROLS

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the unaudited interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited interim financial statements and that (ii) the unaudited interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited interim financial statements.

In contrast to the certificate required under Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (MI 52-109), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in MI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of: (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The Company’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in MI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

SUBSEQUENT EVENT

On February 12, 2018, the Company announced that it had acquired all of the issued and outstanding shares of High Point Oil Inc. (“High Point”) a private corporation for an aggregate of 55,172,124 common shares at a deemed value of $0.10 per common share.

High Point Oil Inc. is a Alberta based company focusing on the exploration and development of conventional light oil reserves in an area of focus characterized by extensive infrastructure and product markets. Prior to acquisition by the Company, High Point had acquired and interpreted approximately 170 square miles of contiguous 3D seismic in its’ area of focus. Predicated upon these interpreted results, the company acquired prospective lands and mineral leases and planned a drilling program, now expected to begin in the second calendar quarter of 2018. The Company advanced $3.4 million dollars to High Point with no fixed terms of repayment in order that High Point be able to complete this initial 2018 drilling program. The Alberta Energy Regulator has granted High Point eligibility to hold licenses for all types of wells, facilities and pipelines. High Point is now in the process of making application for well licenses and anticipates commencing its first 3 well drilling program after spring breakup. By waiting until breakup is over, significant cost savings are realized for a variety of reasons such as not working on wet or frozen ground and not requiring as much fuel. High Point continues to expand its inventory of petroleum leases and has identified 20 drilling locations within its' initial 3D seismic data base and expects to add additional locations to its 2018 drilling plans.