

Form 51-102F1
Management Discussion and Analysis
For
Fall River Resources Ltd.

For the Quarter Ended December 31, 2005

The selected financial information set out below and certain comments which follow are based on and derived from the management prepared financial statements of Fall River Resources Ltd. (the "Company" or "Fall River") for the first quarter ended December 31, 2005 and should be read in conjunction with them.

Forward Looking Information

Certain statements contained in the following Management's Discussion and Analysis constitute forward looking statements. Such forward looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from actual future results and achievements expressed or implied by such forward looking statements. Readers are cautioned not to place undue reliance on these forward looking statements, which speak only as of the date the statements were made. Readers are also advised to consider such forward looking statements while considering the risks set forth below.

General

Fall River is a Canadian listed public company with its shares traded on the TSX Venture Exchange under the symbol "FRR" as a Tier 2 company.

Fall River is a junior oil and gas company focused on acquiring and building a portfolio of properties.

Fall River's corporate strategy is risk mitigation by portfolio spread and diversity, early stage cash flow and production potential and a commitment to an expanded development program utilising that early stage cashflow. Fall River intends to participate in oil and gas interests on a joint venture / farmin basis with interests up to around 50% in Canada and the USA. No revenues are currently produced from its properties, however Fall River is in the process of purchasing the Sprowl gas field in Wyoming USA, which is a producing field, and is in the process of developing its portfolio of oil and gas prospects to generate production and revenue flow. The Company depends largely on the issue of shares from the treasury to investors to raise the necessary funds for acquisitions and development. Such stock issues in turn depend on numerous factors, important among which are positive oil and gas prices, positive stock market conditions, a company's track record and the experience of management.

Overall Performance

During the quarter, the Company announced that it has entered into an Option Agreement to acquire a 20% working interest in a producing gas field and the associated reserves in USA known as "Sprowl". Settlement of the Sprowl acquisition is subject to a prospectus raising in Australia and the Dual listing of Fall River onto the Australian.

The Company filed a prospectus with the Australian Securities and Investment Commission to raise AUD\$6,000,000 with an oversubscription of up to AUD\$3,000,000. Pursuant to this

Prospectus, the Company is offering 30,000,000 Shares at a price of AUD\$0.20 per Share. There will be one attaching Option with every 3 Shares issued. Each Option entitles the holder thereof to acquire one Share at an exercise price of AUD\$0.25 per Share on or before November 30, 2007. The Shares are being offered to Australian residents only. Martin Place Securities Pty. Ltd. and Ocean Financial Group Pty. Ltd. have been appointed as joint managers of the financing and will be paid a fee of 6.5% plus GST of total funds raised, and will be issued 2 million options on the same terms as the attaching options issued under the Prospectus. The Joint Managers will be issued with 1 option for every 15 shares issued as oversubscriptions. The Company may pay part of the 6.5% fee as a placement and handling fee to licensed dealers in securities who assist the Company in placing any subscription for Shares.

In addition, the Company announced that its wholly-owned subsidiary, Spring River Resources Ltd, entered into a Participation Agreement with Kestrel Energy Inc ("Kestrel") whereby it intends to pursue commercial exploitation of the Baxter shale with Kestrel. Further, in conjunction with the acquisition, the Company is completing a financing in convertible notes ("notes") by the issue of up to 953,333 AUD\$1.00 notes. The Company will receive gross proceeds of approximately CAD\$775,000 less the placement and management fees and other costs associated with the financing. The notes are issued at a discount to face value of 10%, bearing simple interest of 12% per year calculated on the face value of the notes. As the notes are discounted from their face value their effective rate of interest will be 13.3%. The maturity date of the notes is 30th November 2008. The Notes may at the discretion of the noteholder be convertible into units with each unit comprised of one common share of the Company and one half of one non-transferable share purchase warrant (a "Warrant") exercisable for a period of one year from the date of issue, subject to their expiry date being no later than 30th November 2008. The Notes are convertible at prices ranging from CAD\$0.20 to CAD\$0.35 per common share over their life and each whole Warrant is exercisable at prices ranging from CAD\$0.24 to CAD\$0.42 over their life. The effective price of a common share based on the discounted face value for the convertible notes will range from \$0.18 to \$0.315.

Australian Stock Exchange Listing and Option of Sprowl Gas Field Property

Fall River announced that it had entered into an Option Agreement to acquire a 20% working interest in a producing gas field and associated reserves in USA known as "Sprowl". Settlement of the Sprowl acquisition is subject to a prospectus raising in Australia and the Dual listing of Fall River onto the Australian Stock Exchange.

Sprowl is a gas field comprising a section of land in Grady County in west central Oklahoma. The Sprowl field consists of 2 producing gas wells with a 6 well development program planned. The 1st 2 of the 6 well program was drilled in December 05 / January 06 the remaining 4 wells to be drilled over the next 30 months. The Sprowl play is essentially a step out and development project accessing proved undeveloped reserves. Since the lodgment of the Prospectus, Fall River has exercised its option under the Sprowl Agreement and has extended the time for settlement of the acquisition of the interest in the Sprowl leases. In the event that the capital raising requirements are not met, the Company has negotiated that the vendor will not make any further claim other than the commitments to an option fee and certain financial obligations during the extended period from 31 January 2006 to 31 March 2006.

The agreement dated October 15, 2005 (as amended by an Amendment dated November 16, 2005 and January 14, 2006), between the Company's wholly owned subsidiary Spring River Resources Ltd. ("SRR") and R and M Oil and Gas LLLP ("R and M") agreed on the terms of an option over a 50% interest in R and M's 40% interest in the oil and gas leases ("Leases") known as the Sprowl Gas Field, forming part of the South East Middleberg Field in Grady County, Oklahoma.

The agreement includes provisions that:

- a) Option: R and M grants to SRR an option to acquire a 50% interest in R and M's 40% interest in the Leases;
- b) Exercise Price: To exercise the option and acquire the interest, SRR must:
 - A. pay to R and M US\$2,600,000;
 - B. pay to R and M any AFE payments paid by R and M for the Leases after the date of the Agreement and prior to settlement within 7 days of presentation of proof of payment;
 - C. issue to R and M 1,500,000 common shares of Fall River; and
 - D. issue to R and M 500,000 warrants, on the same terms as the Options are to be issued under this Prospectus.
- c) Exercise: SRR shall provide written notice to R and M of its exercise of the Option at the earlier of:
 - A. December 26, 2005; or
 - B. Within 24 hours of the raising of a minimum of AUD\$6,000,000 under the Prospectus Financing;
 - C. unless extended in writing by the parties, and closing and settlement shall take place no later than January 31, 2006.unless extended in writing by the parties, and closing and settlement shall take place no later than March 31, 2006.
- d) Option Commitment Fee: If SRR does not exercise the option and acquire the interest, SRR must:
 - A. issue to R and M 750,000 common shares of Fall River; and
 - B. issue to R and M 250,000 warrants, on the same terms as the Options are to be issued under this Prospectus.
- e) Joint Operating Agreement: SRR must join as a party the joint operating agreement for operation of the Sprowls Leases;
- f) Due Diligence: during the currency of the option, SRR may undertake due diligence.
- g) Costs arising from Delayed Settlement: SRR must pay interest at 9% on any moneys borrowed from R and M to fund the operating costs incurred in relation to the Interest that Spring River would have acquired if it had settled on 31 January, for the period from 1 February until settlement plus a payment for the cost of operations to R and M for the months of February and March 2006 agreed at AU\$37,500 per month, to cover additional costs incurred arising from the delayed settlement.
- h) No further claim if SRR fails to settle: If SRR fails to settle on 31 March 2006, R and M will not make any claim on Spring River in excess of the consideration in paragraphs (d) and (g) above.

The Sprowl Field is situated in the Middleburg – Amber trend in the Anadarko Basin and produces from the Red Fork sandstones. These reservoirs were the second largest play in the Mid Continent area and have produced 4.6 Tcf of gas from 68 reservoirs in 48 fields. 80 gas wells have been successfully drilled on the Middleburg – Amber trend with only 3 dry holes.

Pipelines, roads and other infrastructure are already in place.

In order to finance the acquisition and development of Sprowl, Fall River intends to complete a prospectus offering in Australia. In conjunction with the prospectus Fall River will seek an Australian Stock Exchange listing as a dual listing. Management has established a due diligence committee and is underway with its prospectus offering.

Baxter

By an agreement dated November 15, 2005, the Company's wholly owned subsidiary Spring River Resources Ltd. and Kestrel Energy Inc. agreed on the terms of a participation agreement involving (i) a farmin with respect to an initial well using the Green Canyon 27-3 well bore on the oil and gas leases itemised in the Agreement and known as the Green Canyon Prospect; (ii) an option to farmin with respect to a phase 2 well on the oil and gas leases itemised in the Agreement and known as the Green Canyon Prospect; and (iii) an option to farmin with respect to the oil and gas leases itemised in the Agreement and known as the Flaming Gorge Prospect; all the leases forming part of the Baxter Field in the county of Sweetwater, Wyoming.

The agreement includes provisions that:

- a) Initial Well:
 - i) AFE for Initial Well: Spring River is to be responsible for funding an Authorization for Expenditures (AFE) for an underbalanced deviated well (the "Initial Well") within 30 days of receipt of the AFE from Kestrel. The Initial Well will be drilled to a depth sufficient to test the Baxter Shale located between the equivalent stratigraphic depth of 13,850 feet in UPRC 237-3.
 - ii) Interest Earned in Initial Well: upon drilling of the Initial Well to the contracted depth and completing the well, Spring River will earn 25% of Kestrel's working interest and operating rights in the Baxter Leases only insofar as the Baxter Leases cover the Baxter Shale underlying certain specified land, up to Initial Well Payout (in summary, the recovery of the cost of drilling the Initial Well and any royalty interests), and 15% after Initial Well Payout.
- b) Phase 2 Well:
 - i) Second Well Participation: Within 60 days of release of the rig from the Initial Well, Kestrel must send Spring River an AFE for a well for a second location on the Baxter Leases.
 - ii) Option: Spring River has the option to participate in the second well (the "Phase 2 Well") within 30 days of receipt of the AFE from Kestrel. The Phase 2 Well depth is not defined.
 - iii) Failure to Participate: If Spring River elects not to participate, the Agreement terminates and it loses its rights in the Initial Well and its option to participate in the Flaming Gorge prospect.
 - ii) Interest Earned in Phase 2 Well: upon drilling of the Phase 2 Well and completing the well, Spring River will earn 25% of Kestrel's working interest and operating rights in the Baxter Leases only insofar as the Baxter Leases cover the Baxter Shale underlying certain specified land, up to Initial Well Payout (in summary, the recovery of the cost of drilling the Initial Well and any royalty interests), and 15% after Initial Well Payout.
- c) Flaming Gorge Option:
 - i) Option: If Spring River participates and fulfils its obligations with respect to the Initial Well and the Phase 2 Well, Spring River has the option to acquire 15% of Kestrel's working interest in the Flaming Gorge leases.
 - ii) Initial Flaming Gorge Well Participation: Kestrel must send Spring River an AFE for a well on the Flaming Gorge Leases within 90 days of release of the rig from the Initial Well, Kestrel must send Spring River an AFE for a well for a second location on the Baxter Leases.
 - ii) Interest Earned in Flaming Gorge Leases: upon drilling of the initial Flaming Gorge well and completing the well, Spring River will earn 25% of Kestrel's working interest and operating rights in the Flaming Gorge Leases, up to Initial Well Payout (in summary, the recovery of the cost of drilling the Initial Well and any royalty interests), and 15% after Initial Well Payout.

- d) Operator: Kestrel is appointed as the operator for the purposes of this Agreement.
- e) Area of Mutual Interest: The parties have agreed upon an area of mutual interest for acquiring future acreage.
- f) Term of Agreement: The Agreement is to remain in effect for so long as Spring River has rights to earn the lease interests under the Agreement or owns interests in those leases.

The Baxter shale is a 1000 m thick shale and siltstone unit located in the Green River Basin of Wyoming. It extends for hundreds of square miles and has 8 fracture zones, identified from existing oil wells which have penetrated this section. Numerous oil and gas shows and unsustained gas flows of volatile liquids and rich gas have been reported thus far by explorers in this area.

The Company announced that the Coiled Tubing Drilling Contractor has confirmed mobilization to location in Green Canyon – Baxter Shale – Wyoming, USA on Thursday 9th March 2006.

A sidetrack program has been prepared with the milling and opening of a window (already completed) through casing in an existing well at a depth of 11,800 ft. The next phase involves the drilling of a deviated underbalanced well through 6 of 8 fracture zones identified within the Baxter Shale, utilizing a coiled tubing drill-rig, to a depth of around 15,000 ft.

A casing leak from one of the fracture zones in a nearby well within the 10 sq. mile farmin area, has been intermittently flaring a highly volatile rich mix of gas and oil. Subsequently 2 additional wells have been drilled to deeper objectives which has allowed technical evaluation of these hydrocarbons over a 3,000 ft interval. Tests of the Baxter Shale at Green Canyon record a thermal value of the gas of around 1600btu per mcf.

Recently Questar, a large USA Independent operator, announced that it has successfully drilled and completed a number of wells in the Baxter Shale and has recorded sustainable commercial gas flows. Questar identified 7 fracture zones within the Baxter Shale. Initial flow rate was 5.2 million cubic feet per day (mmcf/d) at an averaged sustained rate of 1.6 mmcf/d. These flow rates are based on vertical wells. A horizontal drilling program, which is now the accepted technique for production from shale reservoirs, would be expected to increase flow rates significantly. Data is not available as to the contribution of each zone however it is understood the majority of production is from the Baxter Shale.

The Joint Venture has appointed Blade Energy of Dallas as the technical adviser to the drilling program. Blade is regarded as one of the leading experts in underbalanced drilling.

South Wildwood

Fall River announced that it has entered into a Participation Agreement whereby it has agreed to acquire an interest in a quarter section of land with oil and gas targets in the South Wildwood area of Saskatchewan. Fall River has acquired a 50% working interest before payout and a 30% working interest after payout subject to Crown royalties and 5% gross overriding royalty which will terminate at payout. The property is in close proximity to the farmors oil and gas treatment plant. The target is the Mississippian age Alida Sandstone which is a prolific producing reservoir in Southeast Saskatchewan. Programmed total depth of the well is approximately 1200 metres.

The South Wildwood well (8-35-6-2 W2) has now been drilled to a depth of 1225 metres so as to test the targeted Alida Formation at an expected depth of between 1179 to 1190 metres. The well was situated between two other wells, 10-35 and 16-26, which shared a common oil/water interface in the porous dolomite reservoir of the Alida Formation. The test well was located at the

intersection of two seismic lines that showed an amplitude anomaly at the Alida stratigraphic level.

In place of the porous Alida Formation, the 8-35 well encountered a very fine crystalline dolomite with hydrocarbon shows, but which had high residual water saturation. A test of the zone produced minor oil cut mud and salt water and the well was plugged and abandoned. It is interpreted by the operator, Petrex Energy Ltd, that the porous Alida beds have been replaced by a Kisbey Formation tidal channel in-fill, dolomite deposit.

The 8-35 well did, however, encounter significant high gas detector shows from a sandy interval of the Second White Speckled Shale of the Colorado Group, at a depth of between 650 to 800 metres. The Second White Speckled Shale is an immature source rock that is capable of generating gas and has been produced elsewhere in Saskatchewan and Alberta. This zone is presently being evaluated by Petrex in the Wildwood – Queensdale area of Saskatchewan in relation to other leases in which the Company has no interest. If the evaluation is positive, it will be extended to the lease in which the Company has an interest.

Lake David

This lease is located within close proximity to existing production from the Nisku and Camrose Formations, which are dolomitised carbonates of Devonian age. The Lake David-1 well commenced drilling September 30 this year, and reached total depth of 825 metres on October 3. The well encountered significant oil shows in the Nisku, Camrose and underlying Leduc Formation, with good indications of porosity in the Nisku and Camrose sections. A drill stem test of the Leduc Formation indicated this unit is a tight limestone incapable of commercial production. The joint venture then decided to run casing prior to testing firstly the Camrose Formation and later the Nisku Formation. Testing of the Camrose Formation recovered oil cut water, whilst the Nisku Formation was found to be water saturated. Although it would seem that it is possible to produce oil from the Camrose, the cost of disposal of the accompanying water renders this option uneconomic. The joint venture is now negotiating with a third party to take over the well for water disposal, in return for a royalty payable to the joint venture. Fall River paid 30% of the well cost and has now earned a 15% working interest in Section 32. Evaluation of the untested potential of the lease will require acquisition of additional seismic.

Sunken Lake

This prospect again targeted Devonian age Nisku and Camrose reservoirs. It is also located in close proximity to existing production from these Devonian carbonates. The well encountered significant oil shows in the Nisku & Camrose Formations, with good indications of porosity in both. Log interpretation suggested the Camrose Formation might be water saturated, but the interpretation was complicated by the fact that this interval was beset by lost circulation problems during drilling. Accordingly the joint venture decided to run casing prior to testing firstly the Camrose Formation and later the Nisku Formation. Testing of the Camrose Formation and Nisku Formations has confirmed that both are water saturated. Testing of the overlying Colony Formation, which yielded gas shows during drilling, is to be undertaken. Fall River is paying 50% of the well costs to earn a 50% working interest before payout and a 25% working interest after payout. Evaluation of the untested potential of the lease will require acquisition of additional seismic.

Shinkle Leases

The Company has a 100% ownership of the coal bed methane rights on the Shinkle Leases to 1250 feet. Fall River also retains a 50% Overriding Royalty Interest (ORRI) on the 19 wells on the Lease on which it has done work and a 7.5% ORRI on gas and oil production from the rest of the Lease. The Company does not plan any work on these Leases during the current year.

Results of Operations

For the quarter ended December 31, 2005, the Company incurred a net loss of \$641,465 compared to a net loss of \$491,209 for the prior one year quarter. The significant difference between the two quarters is a charge of \$118,066 for prospectus costs related to a prospectus that was filed with the Australian Securities and Investments Commissions during the quarter, 92,914 in salaries and benefits which is a result of the Company employing key executives as employees rather than through consulting and management fee arrangements which accounts for the \$95,484 drop in expense for consulting and \$36,500 drop in expense for management fees and \$70,404 charged for debenture interest amortization and accretion related to the debenture financing completed by the Company in September 2005 compared to nil last year.

Other differences between the two years include \$142,449 for travel and promotion compared to \$50,941 the prior year which is largely travel and promotional material costs related to the debenture financings, equity financing and prospectus financing. The increase in foreign exchange loss of \$13,732 is a result of the increase in value of the Canadian dollar and the Company holding most of the recent financing proceeds in Australian dollars. Office fees increased by \$43,166 due to increased business activity and professional fees dropped \$29,428 as there were more professional fees for due diligence last year as the Company sought out oil and gas opportunities.

Summary of Quarterly Results

The following table sets forth selected quarterly financial information for each of the last nine (9) quarters prepared in accordance with Canadian Generally Accepted Accounting Principles with the figures for each quarter on a cumulative year-to-date basis in Canadian dollars.

Quarter Ending	Revenue	Net Loss	Net Loss per Share
December 30, 2005	13,647	641,465	0.03
September 30, 2005	2,256	2,051,337	0.13
June 30, 2005	Nil	883,128	0.05
March 31, 2005	Nil	620,643	0.04
December 31, 2004	Nil	491,209	0.03
September 30, 2004	10	372,024	0.03
June 30, 2004	10	230,089	0.02
March 31, 2004	9	96,901	0.01
December 31, 2003	6	69,697	0.00

NOTE: There were no discontinued operations or extraordinary items on the Company's financial statements during the above mentioned periods.

The increase in net loss in September 2005 is a result of drilling operations being undertaken, sourcing additional farmin opportunities and setting in place financing arrangements to move the Company forward.

Liquidity and Capital Resources

The Company has financed its operations mainly through the sale of its common shares or securities convertible into common shares to investors. The Company will be required to continue

to do so for the foreseeable future excepting that on the basis of completion of the Sprowl agreement, cash flow from Sprowl will be available for operations. In addition the company is looking to commence production at an early stage from its exploration program currently underway.

The Company had working capital of \$914,025 at December 31, 2005 compared to a working capital of \$853,051 at September 31, 2004. The increase in working capital was a result of additional funds received in October when it closed an equity financing. The Company's cash position at December 30, 2005 was \$939,386, and \$216,987 are held on deposit representing funds held for the payment of interest on the convertible note.

During the quarter the Company completed a private placement of 9,948,297 units at a price of \$0.15 per unit. Each Unit consists of one common share and one half of one share purchase warrant with each whole warrant entitling the holder to acquire one share at a price of \$0.20 per share for a period of 12 months from closing. Fall River has agreed to pay a management fee equal to a total of 3% cash and 4% broker's warrants. A placement fee is payable to authorised parties equal to 5% cash fee and 4% broker's warrants.

Capital Resources

The Company has the following capital resource commitments:

- ? Sprowl Gas Field in Oklahoma requires Fall River to pay 20% of the costs of all future operating and capital costs once its option is exercised.
- ? Baxter Field in Wyoming requires Fall River to pay 25% of all future operating and capital costs for the first two wells, if any, before payout and 15% after payout.
- ? South Wildwood area of Saskatchewan which requires Fall River to pay 50% of the costs to drill and case the test well, and any future operating or capital costs, if any, will be required to be borne by the Company as to 50% before payout and 30% after payout.
- ? Lake David which requires Fall River to pay 30% of any future operating or capital costs, if any, before payout and 15% after payout.
- ? Sunken Lake which requires Fall River to pay 25% of any future operating or capital costs, if any, before payout and 12.5% after payout.
- ? Rose Creek Prospect which requires Fall River to pay 55% of any future operating or capital costs, if any, before payout and 24.75% after payout;

Transactions with Related Parties

Related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

During the period consulting fees of \$11,250 (2004 - \$5,000) were charged by a director of the Company. Consulting fees of \$14,184 (2004 - \$4,500) were charged by a director of the Company. Salaries of \$70,691 (2004 - \$Nil) were paid by the Company to 2 directors.

Directors or parties related to directors hold \$244,306 of the face value of convertible debentures (Note 4). Interest paid or accrued on convertible debentures owing to the related parties amounted to \$6,397 during the period.

Critical Accounting Estimates

The Company follows the full cost method of accounting for oil and gas interests whereby all costs of acquisitions, exploring for and developing oil and gas reserves are initially capitalized. Such costs include land acquisition costs, geological and geophysical expenses, carrying charges on non-producing properties, costs of drilling and overhead charges directly related to acquisition and exploration activities.

Costs capitalized, together with the costs of production equipment, are depleted and amortized on the unit-of-production method based on the estimated gross proved reserves as determined by independent petroleum engineers. Petroleum products and reserves are converted to a common unit of measure, using 6 MCF of natural gas to one barrel of oil.

Costs of acquiring and evaluating unproved properties are initially excluded from depletion calculations. These unevaluated properties are assessed periodically to ascertain whether impairment has occurred. When proved reserves are assigned or the property is considered to be impaired, the cost of the property or the amount of the impairment is added to costs subject to depletion calculations.

Proceeds from a sale of petroleum and natural gas properties are applied against capitalized costs, with no gain or loss recognized, unless such a sale would significantly alter the rate of depletion by more than 20%.

In applying the full cost method, the Company performs a ceiling test on properties which restricts the capitalized costs less accumulated depletion from exceeding an amount equal to the estimated undiscounted value of future net revenues from proved oil and gas reserves, as determined by independent engineers, based on sales prices achievable under existing contracts and posted average reference prices in effect between the end of the year and the finalization of the year end audit and current costs, and after deducting estimated future general and administrative expenses, production related expenses, financing costs, future site restoration costs and income taxes.

Changes in Accounting Policy

There were no changes to the accounting policy during the most recent year.

Financial Instruments and Other Instruments

The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk. As of the date hereof, the Company's investment in oil and gas properties has full exposure to commodity risk, both upside and downside. As the oil and gas price moves so to does the underlying value of the Company's oil and gas projects.

The Company's property interests in the United States make it subject to foreign currency fluctuations which may adversely affect the Company's financial position and results.

Outstanding Share Data

The authorized share capital consists of an unlimited number of common shares. As of December 31, 2005 and the date hereof, an aggregate of 28,624,800 common shares were issued and outstanding as at December 31, 2005 and date hereof.

The Company has the following warrants outstanding as of December 31, 2005:

<u>Number of shares</u>	<u>Price per share</u>	<u>Expiry Date</u>
4,974,149	\$0.20	October 19, 2007
680,434	\$0.20	October 19, 2006
245,026	\$0.20	September 23, 2006
1,038,870	\$0.20	May 2, 2007
1,123,366	\$0.20	December 14, 2006

The following summarizes information about the stock options outstanding as of December 31, 2005:

<u>Exercise price</u>	<u>Number of options outstanding</u>	<u>Weighted average remaining contractual life (years)</u>	<u>Number of options exercisable</u>
\$0.18	2,710,000	3.86	2,710,000
\$0.20	150,000	1.87	150,000
\$0.18	2,860,000	4.20	2,860,000

Investor Relations

Directors and officers of the Company all participate in a limited investor relations program. The Company has no arrangements for external promotional activities. Costs allocated to investor relations are comprised of promotional expenses incurred by directors and officers of the Company.

Other Matters

Additional information relating to the Company can be found on SEDAR at www.sedar.com.