

WESTERN PLAINS PETROLEUM LTD.

(FORMERLY SAHA PETROLEUM LTD.)

FINANCIAL STATEMENTS

JUNE 30, 2009

AS AMENDED APRIL 7, 2010

(UNAUDITED)

NOTICE OF NO AUDITOR REVIEW

Pursuant to National Instrument 51-102 Part 4, subsection 4.3(3) (a), the accompanying unaudited interim financial statements have been prepared by management and the Corporation's independent auditors have not performed a review of these financial statements.

WESTERN PLAINS PETROLEUM LTD. (FORMERLY SAHA PETROLEUM LTD.)

Balance Sheets

Unaudited

	As at June 30, 2009	As at December 31, 2008
Assets	\$	\$
Current		
Cash	335,397	82,432
Accounts receivable	353,733	246,221
Prepaid expenses and deposits	7,109	11,663
	696,239	340,316
Property, plant and equipment (Note 7)	1,338,092	4,479,457
	2,034,331	4,819,773
Liabilities		
Current		
Accounts payable and accrued liabilities	239,266	601,046
Bank debt (Note 8)	-	612,555
	239,266	1,213,601
Note payable (Note 8)	283,399	1,783,399
Asset retirement obligations (Note 9)	114,215	222,916
Shareholders' equity		
Share capital (Note 11)	3,219,928	3,219,928
Contributed surplus (Note 13)	207,745	207,745
Deficit	(2,030,222)	(1,827,816)
	1,397,451	1,599,857
	2,034,331	4,819,773

Continuance of operations (Note 1)

Contingent liability (Note 5)

Related party transaction (Note 15)

Subsequent events (Note 18)

See accompanying notes to the interim financial statements.

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS

David Forrest
Director

Stephen Johnson
Director

WESTERN PLAINS PETROLEUM LTD. (FORMERLY SAHA PETROLEUM LTD.)

Statements of Loss, Comprehensive Loss, and Deficit

Unaudited

	Three months ended		Six months ended	
	June 30, 2009	June 30, 2008	June 30, 2009	June 30, 2008
Revenue	\$	\$	\$	\$
Petroleum revenue	410,957	1,035,866	1,181,367	1,164,880
Expenses				
Royalties	94,384	245,378	266,792	274,079
Production and transportation	110,883	253,667	368,717	283,357
General and administrative	102,470	274,522	257,512	356,832
Interest, net	57,605	56,748	111,544	62,751
Depletion, depreciation and accretion	101,010	266,128	802,084	306,354
Stock-based compensation	-	-	-	45,551
	466,352	1,096,443	1,806,649	1,328,924
Loss from operations	(55,395)	(60,577)	(625,282)	(164,044)
Gain on sale of property, plant and equipment (note 7)	422,876	-	422,876	-
Net income (loss) before income taxes	367,481	(60,577)	(202,406)	(164,044)
Income taxes (note 10)	-	-	-	-
Net income (loss) and comprehensive income (loss) for the period	367,481	(60,577)	(202,406)	(164,044)
Deficit, beginning of period	(2,397,703)	(1,119,646)	(1,827,816)	(1,016,179)
Deficit, end of period	(2,030,222)	(1,180,223)	(2,030,222)	(1,180,223)
Basic and diluted income (loss) per share (note 12)	0.017	(0.004)	(0.010)	(0.013)

See accompanying notes to the interim financial statements

WESTERN PLAINS PETROLEUM LTD. (FORMERLY SAHA PETROLEUM LTD.)
Statements of Cash Flows

Unaudited

	Three months ended		Six months ended	
	June 30, 2009	June 30, 2008	June 30, 2009	June 30, 2008
Operating activities	\$	\$	\$	\$
Net income (loss) and comprehensive income (loss) for the period	367,481	(60,577)	(202,405)	(164,044)
Items not affecting cash:				
Depletion, depreciation, and accretion	101,010	266,128	802,084	306,354
Gain on sale of property, plant and	(422,876)	-	(422,876)	-
Stock-based compensation	-	-	-	45,551
	45,615	205,551	176,802	187,861
Changes in non-cash working capital (note 17)	(207,785)	45,412	(464,738)	25,541
	(162,170)	250,963	(287,936)	213,402
Financing activities				
Working capital acquired in business	-	-	-	105,233
Repayment of note payable	-	(291,601)	-	(791,601)
Repayment of bank debt	(650,000)	-	(400,000)	-
	(650,000)	(291,601)	(400,000)	(686,368)
Investing activities				
Additions to petroleum and natural gas	2,995	-	(46,545)	(78,888)
Disposal of petroleum and natural gas	2,700,000	-	2,700,000	-
Less assumption of note payable by purchaser	(1,500,000)	-	(1,500,000)	-
	1,202,995	-	1,153,455	(78,888)
(Decrease) increase in cash for period	390,825	(40,638)	465,520	(551,854)
Cash and cash equivalents, beginning of period	(55,428)	142,589	(130,122)	653,805
Cash and cash equivalents, end of period (note 17)	335,397	101,951	335,397	101,951

See accompanying notes to the interim financial statements

WESTERN PLAINS PETROLEUM LTD. (FORMERLY SAHA PETROLEUM LTD.)

Notes to Financial Statements

June 30, 2009

Unaudited

1. INCORPORATION, NATURE OF BUSINESS AND CONTINUANCE OF OPERATIONS

Western Plains Petroleum Ltd. (the "Corporation") was originally incorporated as Mises Capital Corporation under the Business Corporations Act (Alberta) on November 19, 2004 and was classified as a Tier 2 "oil and gas exploration and production" corporation under the symbol "MPP" on the TSX Venture Exchange ("TSXV") on August 11, 2006. On April 1, 2008, the Corporation changed its name to "Saha Petroleum Ltd." and began trading under the symbol "SPZ" on the TSXV on April 25, 2008. On August 24, 2009, the Corporation changed its name to "Western Plains Petroleum Ltd." and began trading under the symbol "WPP" on the TSXV on August 25, 2009.

These financial statements have been prepared on a going concern basis which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. Should the Corporation be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due.

The Corporation's ability to continue as a going concern is dependent upon its ability to attain profitable operations and generate funds there from, and to continue to obtain borrowings from third parties sufficient to meet current and future obligations. As at June 30, 2009 the Corporation has a deficit of \$2.0 million and has recorded a loss of \$0.2 million for the six months ended June 30, 2009. These financial statements do not reflect the adjustments or reclassification of assets and liabilities which would be necessary if the Corporation were unable to continue its operations.

2. SIGNIFICANT ACCOUNTING POLICIES

The unaudited financial statements of the Corporation have been prepared by management in accordance with Canadian generally accepted accounting principles ("GAAP") using the same accounting policies as those set out in note 2 to the audited financial statements for the year ended December 31, 2008, except as outlined below.

The unaudited interim financial statements for the six month period ended June 30, 2009 should be read in conjunction with the audited financial statements for the year ended December 31, 2008.

3. ADOPTION OF NEW ACCOUNTING POLICIES

The unaudited financial statements of the Corporation have been prepared by management using the same new accounting policies as those set out in note 3 to the audited financial statements for the year ended December 31, 2008, as it pertains to the Capital Disclosures and Financial Instruments.

Therefore, the unaudited interim financial statements for the six month period ended June 30, 2009 should be read in conjunction with the audited financial statements for the year ended December 31, 2008.

WESTERN PLAINS PETROLEUM LTD. (FORMERLY SAHA PETROLEUM LTD.)

Notes to Financial Statements

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4. RECENT ACCOUNTING PRONOUNCEMENTS

The unaudited financial statements of the Corporation have been prepared by management using the same recent accounting pronouncements as those set out in note 4 to the audited financial statements for the year ended December 31, 2008, as it pertains to the International Financial Reporting Standards (“IFRS”).

Therefore, the unaudited interim financial statements for the six month period ended June 30, 2009 should be read in conjunction with the audited financial statements for the year ended December 31, 2008.

5. CONTINGENT LIABILITY

The Corporation had issued a guarantee in the amount of USD\$110,000 (CAD\$127,000) as security in favor of National Hydrocarbons Agency, the Colombian oil and gas governmental agency. During the year ended December 31, 2007, the purchaser of the assets in Colombia issued a letter of credit replacing the Corporation’s guarantee and therefore, the restricted cash of USD\$110,000 (CAD\$127,000) was released by the bank to the Corporation. However, the bank holding the letter of credit from the purchaser has not yet fully removed the Corporation’s guarantee and therefore the Corporation’s guarantee remains outstanding. It is the position of the Corporation that this guarantee does not present a liability.

6. ACQUISITION OF GOTHAM RESOURCES INC. AND AT ENERGY INC. IN 2008

Effective March 14, 2008, the Corporation purchased 100% of the issued and outstanding common shares of Gotham Resources Inc. (“Gotham”) for total consideration of \$1,477,179 which was paid for through the issuance of 7,866,224 common shares, \$500,000 cash, and transaction costs incurred of \$111,894. Of the 7,866,224 common shares issued, 2,500,778 common shares were put into escrow. On April 1, 2008, the Corporation completed a vertical amalgamation with Gotham.

The acquisition has been accounted for using the purchase method, and results of Gotham have been consolidated with the results of the Corporation from March 14, 2008. Please refer to the audited financial statements for the year ended December 31, 2008, for the allocation of the purchase price based upon the estimated fair values of the assets acquired and liabilities assumed.

Effective November 1, 2008, the Corporation purchased 100% of the issued and outstanding common shares of AT Energy Inc., (“AT”), JAD Enterprises Inc. and 101049484 Saskatchewan Ltd. for total consideration of \$836,131 which was paid for through the issuance of 2,500,000 common shares, \$450,000 of cash, and transaction costs incurred of \$36,131. On November 24, 2008, the Corporation completed a vertical amalgamation with JAD Enterprises Inc. and 101049484 Saskatchewan Ltd. On the same day, the newly amalgamated entity was vertically amalgamated with AT.

The acquisition has been accounted for using the purchase method, and results of AT have been consolidated with the results of the Corporation from November 1, 2008. Please refer to the audited financial statements for the year ended December 31, 2008, for the allocation of the purchase price based upon the estimated fair values of the assets acquired and liabilities assumed.

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7. PROPERTY, PLANT AND EQUIPMENT

At June 30, 2009	Cost	Accumulated Depletion & Depreciation	Net book value
	\$	\$	\$
Petroleum and natural gas properties	3,403,250	(2,065,158)	1,338,092

At December 31, 2008	Cost	Accumulated Depletion & Depreciation	Net book value
	\$	\$	\$
Petroleum and natural gas properties	5,751,834	(1,272,377)	4,479,457

Costs for undeveloped land of \$ nil (2008 - \$110,398) have been excluded from cost subject to depletion.

In May 2009 a producing oil property in Saskatchewan was sold for proceeds of \$2.7 million. The proceeds consisted of cash of \$1.2 million and the assumption of notes payable of \$1.5 million, resulting in a gain on disposal of \$0.4 million

The Corporation performed an impairment test of its capitalized assets as at December 31, 2008 and impairment to its property, plant, and equipment of \$33,000 was recorded. Please refer to the audited financial statements, note 7 for the year ended December 31, 2008, for details of the benchmark prices used for the impairment test, as prepared by the Corporation's independent engineers as at December 31, 2008.

8. DEBT SETTLEMENT – BANK DEBT AND NOTE PAYABLE

On June 29, 2009, the Corporation repaid all of its bank debt and no longer has a bank line of credit. The credit facility bore interest at prime plus 1.25%.

The note payable at December 31, 2008 was held by a corporation of which an officer and director of the Corporation was also an officer and director. The note payable of \$1,783,399 at December 31, 2008 was repaid as follows:

- \$1,500,000 was assumed by the purchaser of petroleum and natural gas properties sold effective May 1, 2009 (see note 7), and
- Subsequent to the period end the remaining note payable was settled by issuing 5,680,000 common shares pursuant to a debt settlement agreement. The fair value of the common shares was \$198,800, based on the trading value of the Corporation's common shares on the settlement agreement date. The Corporation recorded \$85,200 as a gain on this debt settlement. The note bore interest at 9%.

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9. ASSET RETIREMENT OBLIGATIONS

The Corporation's asset retirement obligations result from net ownership interests in petroleum and natural gas assets

The following table presents the reconciliation of the beginning and ending aggregate carrying amount of the obligation associated with the retirement of oil and gas properties:

	Six months ended June 30, 2009	Year ended December 31, 2008
	\$	\$
Asset retirement obligations, beginning of period	222,916	-
Liabilities incurred or acquired	-	156,195
Liabilities settled or disposed	(118,006)	-
Change of estimates	-	57,604
Accretion	9,305	9,117
Asset retirement obligations, end of period	114,215	222,916

The total undiscounted amount of estimated cash flows required to settle the obligation as at as at June 30, 2009 was \$192,422 (December 31, 2008 \$352,176), which has been discounted using a credit adjusted risk free rate of 10%. All of these obligations are estimated to be incurred between 2010 and 2022 as per the Corporation's independent engineers.

10. INCOME TAXES

The Corporation has not recorded any future tax asset or liability, nor has it recorded any tax provision or recovery, due to the uncertainty of the Corporation's ability to generate sufficient future taxable income to utilize available income deductions.

11. SHARE CAPITAL

Authorized

Unlimited number of common voting shares

Unlimited number of Class A preferred shares, issuable in series

Unlimited number of Class B preferred shares, issuable in series

The Directors of the Corporation are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions and conditions attaching to the shares of each series.

WESTERN PLAINS PETROLEUM LTD. (FORMERLY SAHA PETROLEUM LTD.)

Notes to Financial Statements

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11. SHARE CAPITAL (CONTINUED)

Issued

	Three Months Ended June 30, 2009		Year Ended December 31, 2008	
	Number of Shares	Amount \$	Number of Shares	Amount \$
Common shares, beginning of period	21,226,834	3,219,928	8,082,833	1,504,643
Acquisitions	-	-	10,366,224	1,215,285
Private placement flow-through	-	-	2,777,777	500,000
Common shares, end of period	21,226,834	3,219,928	21,226,834	3,219,928

In December 2008, the Corporation issued 2,777,777 flow-through shares for gross proceeds of \$500,000, for which an officer and director subscribed for the entire offering. The Corporation is eligible to allocate Canadian Development Expense as Canadian Exploration Expense to meet this commitment. The Corporation incurred \$280,000 of eligible expenses in 2009 and will renounce that amount to the investor effective December 31, 2009. The Corporation has a commitment to incur eligible expenditures for the remaining \$220,000 in 2010 and renounce those expenditures to the investor effective December 31, 2010.

Stock option plan

The Corporation has established a Stock Option Plan ("Plan") for directors, officers, employees and consultants. The maximum number of common shares which may be reserved under the Plan may not exceed 10% of the outstanding common shares at that time. Options granted under the plan generally have a term of five years and vest on the date of grant. The exercise price of each option equals or exceeds the market price of the Corporation's common shares on the date of grant. A summary of the Plan is as follows:

	Six Months Ended June 30, 2009		Year Ended December 31, 2008	
	Number of Options	Weighted Average Price \$	Number of Options	Weighted Average Price \$
Options, beginning of period	1,702,000	0.14	756,000	0.23
Granted	-	-	1,518,000	0.11
Expired	(250,000)	0.17	(572,000)	0.17
Options, end of period	1,452,000	0.14	1,702,000	0.14

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Expiry date	Exercise Price	Outstanding and Exercisable	Weighted Average Remaining Life (Years)
June 28, 2010	\$0.20	400,000	0.75
August 11, 2011	\$0.30	42,000	1.88
March 14, 2013	\$0.11	260,000	3.54
July 23, 2013	\$0.14	150,000	3.81
December 17, 2013	\$0.10	600,000	4.21

The estimated fair value of options granted during the six months ended June 30, 2009 was \$nil (December 31, 2008 - \$81,586), and was determined using the following assumptions:

	2009	2008
Risk free interest rate (%)	n/a	3.36%
Expected volatility (%)	n/a	59%
Expected life (in years)	n/a	5 years
Expected dividends	n/a	-

Escrowed shares

Pursuant to escrow agreements related to the Corporation's initial public offering and the Gotham transaction (see Note 6), shares of certain parties were deposited with the Olympia Trust Company to be held in escrow. These shares will be released in accordance with the requirements of the TSX Venture Exchange.

At June 30, 2009 the Corporation had 959,621 (December 31, 2008 - 1,517,984) shares remaining in escrow, all of which will be released on August 11, 2009. During the six month period ended June 30, 2009, 558,363 shares (December 31, 2008 - 1,611,196) were released from escrow.

12. PER SHARE AMOUNTS

The weighted average number of shares used in calculating the basic net loss per share for the six month period ended June 30, 2009 was 21,226,834 (2008 - 9,552,347). Diluted per share information is not presented as the result would decrease the loss per share.

WESTERN PLAINS PETROLEUM LTD. (FORMERLY SAHA PETROLEUM LTD.)

Notes to Financial Statements

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13. CONTRIBUTED SURPLUS

Changes to contributed surplus are summarized as follows:

Contributed surplus at December 31, 2007	\$126,159
Stock-based compensation expensed	81,586
Contributed surplus at December 31, 2008	207,745
Stock-based compensation expensed	-
Contributed surplus at June 30, 2009	\$207,745

14. FINANCIAL RISK MANAGEMENT

a. Overview

The Corporation has exposure to **credit risk, liquidity risk and market risk**. The board of directors of the Corporation has overall responsibility for the establishment and oversight of the Corporation's risk management framework.

b. Credit risk

Credit risk is the risk of financial loss to the Corporation if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Corporation's receivables. The carrying amount of financial assets represents the maximum credit exposure.

The Corporation is subject to credit risk on its receivables. The Corporation has assessed the risk of not collecting as low, since its customers are large integrated oil companies with long track records. During the six month period ended June 30, 2009 and year ended December 31, 2008, approximately 99% of sales were made to single large integrated oil company.

c. Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under normal and stressed conditions, without incurring unacceptable losses. Refer to note 8 which describes the transactions in the current period and subsequent which reduced debt.

The Corporation manages its liquidity risk by continuously monitoring forecasted cash flows, assessing prospects for raising additional equity, and utilizing the line of credit.

WESTERN PLAINS PETROLEUM LTD. (FORMERLY SAHA PETROLEUM LTD.)

Notes to Financial Statements

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Unaudited

14. FINANCIAL RISK MANAGEMENT (CONTINUED)

d. Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Corporation's income or value of its financial instruments. The Corporation invests solely in Canadian dollars and therefore is not exposed to currency risk except for minor expenditures incurred of approximately \$15,000 for the year ended December 31, 2008 to close down the Corporation's Colombian branch office.

The Corporation is not subject to interest rate fluctuations since the line of credit was paid off in June 2009. The Corporation is not subject to interest rate fluctuations on the note payable as it has a fixed interest rate.

e. Fair value of financial instruments

The Corporation has determined the fair values of its financial instruments which consist of cash and cash equivalents, accounts receivable, line of credit and cheques issued in excess of cash, and accounts payable and accrued liabilities, approximate carrying amounts because of the short-term nature of these instruments, with the exception of the note payable which is classified as other liabilities, initially measured at fair value with subsequent periodic revaluations recorded at their amortized cost using the effective interest rate method.

f. Commodity price risk management

The Corporation does not have any contracts in place to protect against commodity price changes.

15. RELATED PARTY TRANSACTIONS

During the six months ended June 30, 2009, the Corporation incurred costs of \$32,913 (2008 - \$70,353) for legal services from a legal firm in which a director of the Corporation is an associate. These costs were included in general and administrative expenses and / or capitalized in property, plant and equipment, as appropriate. In addition, the Corporation incurred costs of \$ 43,588 (2008 - \$6,490) for accounting services for the six months ended June 30, 2009, provided by a companies that are controlled by officers of the Corporation and \$50,000 (2008 - \$nil) for consulting services related to the role of president of the Corporation for the six months ended June 30, 2009 provided by a company controlled by an officer of the Corporation. These costs were included in general and administrative expenses. As at June 30, 2009, \$ 4,862 (2008 - \$34,141) of these amounts was included in accounts payable and accrued liabilities.

All related party transactions were in the normal course of operations and have been valued at the exchange amount that is the amount of consideration established and agreed to by the related parties.

During the six months ended June 30, 2009, the Corporation did not sell oil to a corporation that is controlled by a director of the Corporation. However, the Corporation did purchase oil from the corporation that is controlled by a director of the Corporation. As at June 30, 2009, there was \$81,606 (December 31, 2008 - \$97,082) owing from this corporation to the Corporation, included in accounts receivables, related to items in the normal course of operations.

WESTERN PLAINS PETROLEUM LTD. (FORMERLY SAHA PETROLEUM LTD.)

Notes to Financial Statements

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Unaudited

16. CAPITAL MANAGEMENT

The Corporation's objective is to maintain access to sources of capital with which to finance its operations. The Corporation maintains a capital structure of equity, line of credit, and a note payable.

The Corporation manages its capital structure and makes changes to it in light of changes in economic conditions and the risk characteristics of the underlying investments. The Corporation balances its overall capital structure through new share issues, new borrowings or repayments of the line of credit, repayment of the note payable or by undertaking other activities as deemed appropriate in the specific circumstances.

Refer to note 8 which describes the transactions in the current period and subsequent which reduced debt.

17. SUPPLEMENTAL CASH FLOW INFORMATION

	Three Months Ended June 30		Six Months Ended June 30	
	2009	2008	2009	2008
Changes in Non-Cash Working Capital	\$	\$	\$	\$
Accounts receivable	75,091	(251,367)	(107,512)	(281,966)
Prepaid expenses and deposits	-	23,712	4,554	8,846
Accounts payable and accrued liabilities	(282,876)	273,067	(361,780)	298,661
Changes in non-cash working capital relating to:	(207,785)	45,412	(464,738)	25,541
Operating activities	(207,785)	45,412	(464,738)	25,541
Financing activities	-	-	-	-
Investing activities	-	-	-	-
Interest paid	57,605	56,748	111,544	66,907
Interest received	-	-	-	4,156
Taxes paid	-	-	-	-
Cash and cash equivalents are comprised of:			June 30, 2009	December 31, 2008
Balance with bank			335,397	82,432
Cheques issued in excess of balance with bank			-	(212,554)
			335,397	(130,122)

WESTERN PLAINS PETROLEUM LTD. (FORMERLY SAHA PETROLEUM LTD.)

Notes to Financial Statements

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Unaudited

18. SUBSEQUENT EVENTS

In July 2009 the remaining note payable was settled by issuing 5,680,000 common shares pursuant to a debt settlement agreement. The fair value of the common shares was \$198,800, based on the trading value of the Corporation's common shares on the settlement agreement date. The Corporation recorded \$85,200 as a gain on this debt settlement.

In the three months ended September 30, 2009, the Corporation made three acquisitions of oil properties from arm's length vendors for cash consideration totaling \$0.5 million. All properties are located in the Lloydminster area of eastern Alberta

In December 2009, the Corporation issued 3,352,940 units at a price of \$0.085 per Unit pursuant to a private placement for gross proceeds of \$285,000. Each unit was comprised of one common share issued on a flow through basis under applicable tax law, and one common share purchase warrant, each warrant exercisable into one common share. Each of the 3,352,940 warrants has a term of 12 months from the date of issuance at an exercise price of \$0.15 per share.

In January 2010 the Corporation issued 1,877,500 common shares at a price of \$0.08 per share in a private placement, for gross proceeds of \$150,200. Insiders of the Corporation subscribed to 62,500 of the 1,877,500 common shares. No finders' fee was paid in connection with the private placement. In accordance with TSX Venture Exchange policies and applicable securities laws, all securities issued under this private placement are subject to a four month hold period which expires May 12, 2010.