



NEWTON ENERGY CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended

December 31, 2009

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

The following management's discussion and analysis ("MD&A"), effective April 21, 2010, reviews Newton Energy Corporation's ("Newton" or the "Company") activities and results for the period ended December 31, 2009. It should be read in conjunction with the Company's audited consolidated financial statements (the "Annual Financial Statements") and related notes, for the years ended December 31, 2009 and 2008

### **Basis of Presentation**

The financial data presented below has been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and is based on an assumption that the Company will continue as a going concern. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from December 31, 2009.

The reporting and functional currency of the Company is Canadian dollar. All references herein to C\$ or to \$ are to Canadian dollars and references herein to £ are to UK Pound Sterling.

### **Forward-Looking Information**

This discussion offers management's analysis of the financial and operating results of Newton and contains certain forward-looking statements relating, but not limited, to operational information, future drilling plans and the timing associated therewith, estimated commitments, anticipated capital and operating budgets and estimated costs. Forward-looking information typically contains statements with words such as "anticipate", "estimate", "expect", "potential", "could", or similar words suggesting future outcomes. The Company cautions readers and prospective investors in the Company's securities to not place undue reliance on forward-looking information as by its nature, it is based on current expectations regarding future events that involve a number of assumptions, inherent risks and uncertainties, which could cause actual results to differ materially from those anticipated by Newton.

Forward looking information is based on management's current expectations and assumptions regarding, among other things, plans for and results of drilling activity, future capital and other expenditures (including the amount, nature and sources of funding thereof), future economic conditions, future currency and exchange rates and the Company's continued ability to obtain qualified staff and equipment in a timely and cost efficient manner. In addition, budgets are based upon Newton's current exploration plans and anticipated costs both of which are subject to change based on, among other things, the actual results of drilling activity, unexpected delays and changes in market conditions. Although the Company believes the expectations and assumptions reflected in such forward-looking information are reasonable, they may prove to be incorrect. Forward-looking information involves significant known and unknown risks and uncertainties. A number of factors could cause actual results to differ materially from those anticipated by Newton including, but not limited to, risks associated with the oil and gas industry (e.g. operational risks in exploration; inherent uncertainties in interpreting geological data; changes in plans with respect to exploration or capital expenditures; the uncertainty of estimates and projections in relation to costs and expenses and health, safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations and risk associated with international activity.

See the Risk Factors section of this MD&A for a further description of these risks. The forward-looking information included in this annual report is expressly qualified in its entirety by this cautionary statement. Newton assumes no obligation to update or revise any forward-looking information to reflect new events or circumstances, except as required by law. For additional information relating to the risks and uncertainties facing Newton, see “Risk Factors”. Additional information relating to Newton is available on SEDAR at [www.sedar.com](http://www.sedar.com).

## Overview

Newton is a publicly-traded, Calgary-based, international oil and gas company engaged in acquiring properties and exploring for, developing and producing crude oil and natural gas in Onshore UK. Newton holds five licenses which covers 600 square kilometers exploration blocks in the East Midland Region of UK. The Corporation believes that the Onshore East Midlands Basin is an overlooked source of diverse prospects and has already identified prospects for the first stage of its drilling program. Administrative and legal issues unrelated to the corporation caused major delays in 2009 as surface access issues were resolved. The Corporation has made applications to local County Councils in the United Kingdom for planning permissions for its current year drilling program and has sufficient working capital to complete the current drilling program.

## Strategy

Newton' main focus is the exploration and development of its licenses. Newton objective is to be recognized, through consistently superior business performance and operations excellence, as one of the leading independent oil and gas companies active in onshore UK.

## Licenses

The Company has been awarded five exploration licenses, PEDLs 204, 205 and 208 in which it has a 100% interest and PEDLs 254 and 255 in which it has a 100% interest in the non-coal bed petroleum rights. The Company’s rights and obligations in each license are set out in agreements with the British Department of Energy and Climate Change (the “DECC”) and joint operating agreements with the coal bed methane rights holders on PEDLs 254 and 255. These agreements are structured such that the Company has certain rental payments and minimum exploration obligations in the first six years of the license. The exploration obligations are work commitments and do not have specific dollar amounts. During the remaining term of 25 years, the licenses are subject to escalating rental payments. If production extends past this period, the BERR may extend the licenses. The Company can relinquish its licenses at any time without financial penalty. Work and rental commitments are as follows:

License	Rental per year until 2014	Work commitment
PEDL204	£2,500	Drill one well to depth of 1,000 m before the end of year 6.
PEDL205	£2,500	Complete a geochemical survey across 2.5 km <sup>2</sup> reprocess 30 km of 2D seismic data in the first 3 years and a drill or drop well commitment.
PEDL208	£5,000	Firm commitment to obtain 56 kilometres of seismic data and drill a well to depth of 850m before the end of the initial six year term.
PEDL254	£1,250	Firm commitment to obtain 78 kilometres of seismic data and to drill a well to depth of 800m in the first two years.
PEDL255	£1,250	Drill or drop well to depth of 800m before the end of year 6.

For each drilling site, a Minerals Planning Permission (“MPP”) is required from the County authority in which the location resides. A prerequisite for submission of the planning applications are the signing of the surface owner’s certificate which requires that a surface lease be in place. The MPP covers most operational issues such as noise, traffic, site operations, visual impact and environmental concerns and typically take two to three months to receive. The Corporation is currently in negotiations to obtain surface lease rights for identified drilling sites.

The DECC at its discretion may revoke any licenses for non performance during the term of each license. The DECC's approval is required for the drilling and the production of wells on each license and such approvals are subject to safety and "good oilfield practice" reviews. The BERR is responsible to monitor the efficient economic exploitation of the resources covered by the licenses.

There are no explicit health and safety permits required. The DECC approves the Corporation as an "Approved Operator" which is bound by the test of "good practice" and DECC will not issue a license to anyone that is not an "Approved Operator". The Health and Safety Executive ("HSE") uses a series of guidelines backed by workplace legislation under which the company must acknowledge its awareness of and adherence to the HSE. When operations are to commence, the Corporation must send the HSE a notification via fax a week prior to the date of commencing operations.

A description of the 13<sup>th</sup> round award and maps can be found at:

[https://www.og.berr.gov.uk/upstream/licensing/onshore\\_13th/index.htm](https://www.og.berr.gov.uk/upstream/licensing/onshore_13th/index.htm).

## Financial Highlights

- As at December 31, 2009, Newton had \$3,895,617 in cash and cash equivalents. This will allow it to finish the first phase of its drilling program.
- Newton had a net loss of \$667,908 for the year ended December 31, 2009 (2008, \$921,835). This net loss comprised mostly of office and administration expense costs incurred by the Company as well as \$14,482 stock based compensation charged to income statement on granting of stock options to a new director (2008, \$392,578).
- As at December 31, 2009 Newton had capitalized expenditure of \$84,388 (2008, \$24,425) as property, plant and equipment. These expense are rental payments on leases to the UK Government as well as other costs directly related to the licenses.

## FINANCIAL PERFORMANCE

<b>Selected Annual Information</b>	Year ended December 31, 2009	Year ended December 31, 2008	Eleven months ended December 31, 2007
Total Revenue – interest income	56,088	119,213	38,300
Net Loss	667,908	921,835	137,994
Net Loss Per Share	0.05	0.09	0.04
Total Assets	4,028,215	4,705,738	2,786,680
Weighted Average Number of Shares	14,011,261	9,894,688	3,181,714
Dividend	Nil	Nil	Nil

Newton is currently exploring for crude oil in the East Midland Region of UK and has no production. The Company’s revenue is comprised entirely of interest earned on cash and cash equivalents balances. Capital expenditures and certain general and administrative costs represent Newton’ costs associated with its activities for the respective periods.

## Office and Administrative Expenses

For year ended December 31, 2009 office and administrative expenses were reduced to \$446,035 compared to \$455,273 in 2008. The higher office and administration expenses in 2008 were due to onetime costs related to re-listing of shares of the Company on the Venture Exchange.

	<u>Year ended</u> <u>December 31, 2009</u>	<u>Year ended</u> <u>December 31, 2008</u>	<u>%</u> <u>Change</u>
Gross office and administration expenses	446,035	455,273	4%
Capitalized overhead	Nil	Nil	N/A
Net office and administration expenses	446,035	455,273	4%

## Breakdown of major categories office and administrative expenses

	<u>Year ended</u> <u>December 31, 2009</u>	<u>Year ended</u> <u>December 31, 2008</u>
Legal & accounting	133,452	126,788
Travel	76,151	52,977
Transfer agent costs	11,893	17,756
Regulatory fees & costs	37,427	98,302
Office and misc exp	52,008	54,327
Insurance	12,155	12,155
Rent	22,600	15,345
UK office	100,349	77,623
Total	<u>446,035</u>	<u>455,273</u>

Regulatory fees and costs were substantially lower than last year because of the one-time requirement of doing a filing statement and sponsorship costs to resume trading of the Company's shares on TSX Venture Exchange which were mostly in 2008. Travel and UK office costs were higher in 2009 because of increase in activity in UK.

## Consulting Fees

For the year ended December 31, 2009, consulting fees expenses increased to \$260,520 from \$187,520 in the corresponding period in 2008. Due to higher levels of corporate activity, the Company required higher level of service from CEO & CFO and therefore consulting fees were increased accordingly.

## Foreign Exchange

Newton holds over 95 percent of its cash and cash equivalents in Canadian dollar accounts; however, the Company has certain assets and liabilities in Pound Sterling and converts these to Canadian dollars at the end of each period resulting in foreign exchange gains and losses. For the

year ended December 31, 2009, Newton incurred \$12,959 of foreign exchange losses compared to \$5,677 for the year ended December 31, 2008 relating to these conversions.

## Revenue

Newton' revenue is comprised entirely of interest earned on cash and cash equivalents. Interest of \$56,088 was earned for the year ended December 31, 2009 compared to \$119,213 for the year ended December 31, 2008. The decrease in interest revenue is due to smaller cash and cash equivalent balances available for investment and sharp decline in the yields available on liquid high rated short term securities to invest in.

## Net Loss

For the year ended December 31, 2009, Newton incurred a net loss of \$677,908 compared to a net loss of \$921,835 for year ended December 31, 2008. The reduction in the net loss is due to the lower costs associated with stock based compensation (2009: \$14,482, 2008: \$392,578) as most stock options granted to directors and officers vested in 2008.

## Quarterly Information

The following table summarizes key financial information on a quarterly basis for the following two years:

<b>2009</b> <b>For the three months ended</b>	<b>March 31</b>	<b>June 30</b>	<b>Sept. 30</b>	<b>Dec. 31</b>	<b>Year Ended Dec. 31</b>
Net Loss	134,250	173,856	172,969	196,833	677,908
Net Loss Per Share	0.01	0.01	0.01	0.02	0.05
Total Assets	4,529,096	4,340,323	4,192,822	4,037,980	4,028,215

<b>2008</b> <b>For the three months ended</b>	<b>March 31</b>	<b>June 30</b>	<b>Sept. 30</b>	<b>Dec. 31</b>	<b>Year Ended Dec. 31</b>
Net Loss	80,271	454,865	152,397	234,302	921,835
Net Loss Per Share	0.02	0.07	0.01	0.02	0.09
Total Assets	3,684,146	3,762,990	4,889,712	4,705,738	4,705,738

## Fourth Quarter

In the fourth quarter of 2009, Newton had a net loss of \$196,833 compared to a net loss of \$234,302 in the fourth quarter of 2008. The main reason for lower net loss compared to fourth quarter of 2008 was filing statement with TSX Venture which most of the costs were paid in last quarter of 2008.

## Liquidity and Capital Resources

Newton is currently exploring for crude oil in the East Midland Region of UK and currently has no production or operational cash flows. Newton' revenue is comprised entirely of interest earned on cash and cash equivalent balances. Newton invests its cash and cash equivalents with major Canadian financial institutions with investment grade credit ratings. Newton has no outstanding bank debt or other interest bearing indebtedness as at December 31, 2009.

During 2009, Newton had the following sources of financing:

- At December 31, 2009, Newton had approximately \$3.9 million in cash and cash equivalents. These balances will be used to fund future capital expenditures including: the minimum work commitments under the terms of land licenses; office and administrative expenditures; and working capital requirements.
- Taking into account Newton' cash and cash equivalents balance of \$3.9 million as at December 31, 2009, and the estimate of its first 6 years of licenses remaining basic commitments to be approximately \$2.2 million to \$2.9 million, Newton anticipates having approximately \$1.0 million to \$1.7 million remaining to fund its share of any testing related expenditures on the exploration wells, other corporate office and administrative expenditures and its ongoing working capital requirements.
- With exploration success, Newton will require further financial resources to complete an appraisal program and ultimately, if warranted, any development program. Newton assesses its financing requirements and its ability to access debt or equity markets on an ongoing basis. Given the current conditions in the financial markets, Newton will seek to maintain financial flexibility and will monitor and assess its financing requirements as its exploration activities progress. Newton' ability to access the equity or debt markets in the future may be affected by prolonged market instability. The inability to access the equity or debt markets for sufficient capital, at acceptable terms, and within required timeframes, could have a material adverse effect on Newton' financial condition, results of operations and prospects. Further discussion on these risks can be found in the "Risk Factors" section of the MD&A (see also capital expenditure section page 17).

### **Outstanding Share Data**

As of the date of this MD & A, Newton has the following securities outstanding:

- 14,011,261 common shares;
- 1,370,000 stock options.

Each stock option entitles the holder thereof to acquire one common share. The number of common shares reserved for issuance pursuant to options granted will not exceed 10 percent of the issued and outstanding common shares. As of the date of this MD & A, total stock options outstanding represents 9.78 percent of the total issued and outstanding common shares.

### **RISK FACTORS**

The oil and gas industry is very competitive and is subject to many risks. Many of these risks are outside of Newton' control. Management has identified certain key risks and their potential impact on Newton' operations. Financial market instability has impacted Newton' ability, and that of other exploration and development companies, to access equity or debt markets at all or with acceptable terms. For future capital requirements beyond the Company's current financing capability, which consists of its cash and cash equivalents balances at December 31, 2009, risks associated with the global economic conditions have increased significantly. Other risks are set out below.

## **Exploration, Development and Production Risks**

Oil and natural gas operations involve many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The long-term commercial success of Newton depends on its ability to find, appraise, develop and commercially produce oil and natural gas resources and reserves, which will depend not only on its ability to explore and develop any properties it may have from time to time, but also on its ability to select and acquire additional producing properties or prospects. No assurance can be given that Newton will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, Newton may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic. There is no assurance that commercial quantities of oil and natural gas will be discovered or acquired by Newton.

Future oil and natural gas exploration may involve unprofitable efforts, not only from dry wells, but from wells that are productive but do not produce sufficient petroleum substances to return a profit after drilling, operating and other costs. Completion of a well does not assure a profit on the investment or recovery of drilling, completion and operating costs. In addition, drilling hazards or environmental damage could greatly increase the cost of operations, and various field operating conditions may adversely affect the production from successful wells. These conditions include delays in obtaining governmental approvals or consents, insufficient storage or transportation capacity or other geological and mechanical conditions. While diligent well supervision and effective maintenance operations can contribute to maximizing production rates over time, production delays and declines from normal field operating conditions cannot be eliminated and can be expected to adversely affect revenue and cash flow levels to varying degrees.

Oil and natural gas exploration, development and production operations are subject to all the risks and hazards typically associated with such operations, including hazards such as fire, explosion, blowouts, sour gas releases and spills, each of which could result in substantial damage to oil and natural gas wells, production facilities, other property and the environment or personal injury. In accordance with industry practice, Newton is not fully insured against all of these risks, nor are all such risks insurable. Although Newton will maintain liability insurance in an amount that it considers consistent with industry practice, the nature of these risks is such that liabilities could exceed policy limits, in which event Newton could incur significant costs that could have a material adverse effect upon its financial condition. Oil and natural gas exploration, development and production operations are also subject to all the risks typically associated with such operations, including encountering unexpected formations or pressures, premature decline of reservoirs and the invasion of water into producing formations. Losses resulting from the occurrence of any of these risks could have a material adverse effect on Newton.

## **Ability to Execute Exploration and Development Program**

It may not always be possible for Newton to execute its exploration and development strategies in the manner in which Newton considers optimal. Newton' exploration and development programs involve the need to obtain approvals from the relevant authorities, which may require conditions to be satisfied or the exercise of discretion by the relevant authorities.

## **Project Risks**

Newton' ability to execute projects and market oil and natural gas will depend upon numerous factors beyond Newton' complete control, including:

- the supply of and demand for oil and natural gas;
- the effects of inclement weather;
- the availability of drilling, production and related equipment and supplies, as well as services, all of which may be disrupted for a number of reasons;
- unexpected cost increases;
- accidental events;
- currency fluctuations;
- the availability and productivity of skilled labour;
- the regulation of the oil and natural gas industry by various levels of government and governmental agencies in the UK.

Because of these factors, Newton could be unable to execute projects on time, on budget or at all, and may not be able to effectively market the oil and natural gas that it may produce.

## **Operational Experience**

The management and directors of Newton have significant international experience in the oil and gas industry; however, given the fact that Newton was incorporated recently in 2006, the team has not, as a group, completed the drilling of a well or developed a conventional oil and gas project. There can be no assurance that any drilling and development operations will be successful.

## **Competition**

The petroleum industry is competitive in all its phases. Newton competes with numerous other organizations in the search for, and the acquisition of, oil and natural gas properties and in the marketing of oil and natural gas. Newton' competitors include oil and natural gas companies that have substantially greater financial resources, staff and facilities than Newton. Newton' ability to acquire or increase reserves in the future will depend not only on its ability to explore and develop its present properties, but also on its ability to select and acquire other suitable producing properties or prospects for exploratory drilling. Competitive factors in the distribution and marketing of oil and natural gas include price and methods and reliability of delivery.

## **Availability of Drilling Equipment and Access**

Oil and natural gas exploration and development activities are dependent on the availability of drilling and related equipment and supplies (typically leased from third parties) in the particular areas where such activities will be conducted. Demand for such limited equipment or access restrictions may affect the availability of such equipment and supplies to Newton and may delay exploration and development activities.

## **Management of Growth**

Newton may be subject to growth-related risks, including capacity constraints and pressure on its internal systems and controls. The ability of Newton to manage growth effectively will require it to

continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of Newton to deal with this growth could have a material adverse impact on its business, operations and prospects.

### **Reliance on Key Personnel**

Newton' success depends in large measure on certain key personnel. The loss of the services of such key personnel could have a material adverse affect on Newton. Newton does not have any key person insurance in effect for management. The contributions of the existing management team to the immediate and near term operations of Newton are likely to be of central importance. In addition, the competition for qualified personnel in the oil and natural gas industry can be intense and there can be no assurance that Newton will be able to continue to attract and retain all personnel necessary for the development and operation of its business. Investors must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of Newton.

### **Substantial Capital Requirements**

Newton anticipates making substantial capital expenditures for the acquisition, exploration, development and production of oil and natural gas reserves in the future. Newton' results will impact its access to the capital necessary to undertake or complete future drilling and development programs. Newton' ability to access the equity or debt markets in the future may be affected by any prolonged market instability. There can be no assurance that debt or equity financing, or future cash (if any) generated by operations, would be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to Newton. The inability of Newton to access sufficient capital for its operations could have a material adverse effect on Newton' financial condition, results of operations and prospects.

### **Dilution**

Newton may make future acquisitions or enter into financings or other transactions involving the issuance of securities of Newton which may be dilutive.

### **Issuance of Debt**

From time to time, Newton may enter into transactions to acquire assets or the shares of other organizations. These transactions may be financed in whole or in part with debt, which may increase Newton' debt levels above industry standards for oil and natural gas companies of similar size. Depending on future exploration and development plans, Newton may require additional equity and/or debt financing that may not be available or, if available, may not be available on favourable terms. Neither Newton' articles nor its by-laws limit the amount of indebtedness Newton may incur. The level of Newton' indebtedness from time to time, could impair Newton' ability to obtain additional financing on a timely basis to take advantage of business opportunities that may arise.

## **Foreign Exchange**

Newton operations costs will generally incur in Pound Sterling and the funds it will have available to it may be in other currencies. There is a possibility that operations and development costs may increase as a result of currency fluctuation.

## **Insurance and Liability**

Newton' involvement in the exploration for and development of oil and natural gas properties may result in Newton becoming subject to liability for pollution, blow outs, property damage, personal injury or other hazards. Although Newton maintains insurance in accordance with industry standards to address certain of these risks, such insurance has limitations on liability and may not be sufficient to cover the full extent of such liabilities. In addition, such risks are not, in all circumstances, insurable or, in certain circumstances, Newton may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of any uninsured liabilities would reduce the funds available to Newton. The occurrence of a significant event that Newton is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on Newton.

## **Dividends**

To date, Newton has not declared or paid any dividends on the outstanding Newton shares. Any decision to pay dividends on the Newton shares will be made by the board of directors of Newton on the basis of Newton' earnings, financial requirements and other conditions existing at such future time. At present, Newton does not anticipate declaring and paying any dividends in the foreseeable future.

## **Third-Party Credit Risk**

Newton is or may be exposed to third-party credit risk through its contractual arrangements with any potential joint venture partners, marketers of its petroleum and natural gas production, suppliers, contractors, and other parties. In the event such entities fail to meet their contractual obligations to Newton, such failures could have a material adverse effect on Newton and its cash flow from operations.

## **Conflicts of Interest**

Certain directors of Newton are also directors of other oil and gas companies and as such may, in certain circumstances, have a conflict of interest requiring them to abstain from certain decisions. Conflicts, if any, will be subject to the procedures and remedies of the Business Corporations Act (Alberta).

## **FINANCIAL INSTRUMENTS**

The Corporation considers its risks in relation to financial instruments in the following categories:

### **Credit Risk**

Credit risk is the risk that counterparty to a financial instrument will not discharge its obligations, resulting in a financial loss to the Corporation. The Corporation has policies and procedures in place that govern the credit risk it will assume. We evaluate credit risks on an ongoing basis including an evaluation of counterparty credit rating and counterparty concentrations measured by amount and percentage. The Corporation's objective is to have no credit losses.

The primary sources of credit risk for the Corporation arise from the following financial assets: (1) cash and cash equivalents and (2) accounts receivable. The Corporation has not had any credit losses in the past and the risk of financial loss is considered to be low. As at December 31, 2009, the Corporation has no financial assets that are past due or impaired due to credit risk related defaults.

### **Liquidity Risk**

Liquidity risk is the risk that the Corporation will not be able to meet obligations associated with financial liabilities. The Corporation's financial liabilities are comprised of accounts payable and accrued liabilities. The Corporation frequently assesses its liquidity position and obligations under its financial liabilities by preparing regular financial forecasts. The Corporation mitigates liquidity risk by maintaining a sufficient cash balance as well as maintaining sufficient current and projected liquidity to meet expected future payments.

### **Market Risk**

Market risk is the risk that the fair value (for assets or liabilities considered to be held for trading and available for sale) or future cash flows (for assets or liabilities considered to be held-to-maturity, other financial liabilities, and loans and receivables) of a financial instrument will fluctuate because of changes in market prices. The Corporation evaluates market risk on an ongoing basis. At December 31, 2009, all of the Corporation's financial instruments were assessed to have little or no market risk.

The Corporation has cash deposits and cash equivalents with Major Banks in Canada and UK. As at December 31, 2009, the amount in cash and cash equivalents was \$3,895,617 which was held less than 30 days to maturity GIC or other money market funds as well as balances in chequing accounts.

### **Accounts Receivable**

The Corporation's accounts receivable are amounts due from the Canada Revenue Agency in relation to GST refunds and due from UK Government in relation to VAT refund which are both considered to be risk free as for the credit standing of said Governments.

## **Accounts Payable and Accrued Liabilities**

Accounts payable and accrued liabilities are comprised primarily of amounts due in respect of current administrative costs of the Corporation. Payment terms on these amounts are typically 30 days from receipt of invoice and do not bear interest. The Corporation has met its obligations in respect of these liabilities. As at December 31, 2009, accounts payable and accrued liabilities were \$74,251.

## **RELATED PARTY TRANSACTIONS**

To keep maximum flexibility and keep administrative cost to a minimum, the Company does not have any permanent employees and conducts its affair through consulting agreements with its executives. Effective June 1, 2008, the Corporation entered into a consulting agreement with Inceptum Ventures Ltd. ("Inceptum"), a company wholly-owned by Michael Frey, the President of the Corporation whereby the Corporation has agreed to pay to Inceptum \$120,000 annually for consulting services. The Inceptum Consulting Agreement provides one month's severance for each six months from the commencement of the agreement.

Effective June 1, 2008, the Corporation entered into a consulting agreement with 571021 Alberta Corp. ("571021"), a private company owned 50% by Mr. Sadrehashemi, the Chief Financial Officer of the Corporation and 50% by his wife whereby the Corporation has agreed to pay to 571021 \$96,000 annually for consulting services. The 571021 Consulting Agreement provides one month's severance for each six months from the commencement of the agreement.

During the year ended December 31, 2009, the Corporation paid consulting fees in the amount of \$216,000 to Inceptum and 571021. These consulting fees were in the normal course of operations and have been valued in the financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Other than as described herein, the Corporation has not acquired any assets or services or provided any assets or services in any transaction within the twelve months prior to the date of this MD&A with any Non-arm's length party.

## **CHANGES IN ACCOUNTING POLICIES AND PRACTICES AND FUTURE ACCOUNTING PRONOUNCEMENTS**

### **Changes in Accounting Policies**

Newton adopted the following new accounting standards effective January 1, 2009:

- i) As of January 1, 2009, the Company adopted the CICA Handbook Section 3064, "Goodwill and Intangible Assets", The new standard revises the requirement for recognition, measurement and disclosure of intangible assets. The adoption of this standard did not have a material impact on the Company's Consolidated Financial Statements.
- ii) Section 3862 – "Financial Instruments – Disclosure", In March 2009, the Canadian Institute of Chartered Accountants ("CICA") Accounting Standard Board amended CICA Handbook Section 3862, Financial Instruments – Disclosures. The amendments enhanced disclosure requirements regarding fair value measurements and liquidity risks. The Company has

adopted these amendments for its fiscal year ended December 31, 2009. The Company has determined that the adoption of these amendments has had no impact on the financial statements.

- iii) EIC – 173 – “Credit Risk and the Fair Value of Financial Assets and Financial Liabilities”, EIC-173 provides guidance on how to take into account the credit risk of an entity and counterparty when determining the fair value of financial assets and financial liabilities, including derivative instruments. The Company has determined that the adoption of these amendments has had no impact on the consolidated financial statements.

### **Future Accounting Pronouncements**

In January 2009, CICA issued Section 1582 “Business Combination”, Section 1601 “Consolidated Financial Statements”, and Section 1602 “Non-controlling Interests” which may have an impact on the Company’s consolidated financial statements.

- Section 1582 replaces former guidance on business combination. The new Section expands the definition of a business subject to an acquisition and establishes significant new guidance on the measurement of consideration given, and the recognition and measurement of assets acquired and liabilities assumed in a business combination. The new Section requires that all business acquisitions be measured at the full fair value of the acquired entity at the acquisition date even if the business combination is achieved in stages, or if less than 100 percent of the equity interest in the acquiree is owned at the acquisition date.

This standard is equivalent to the International Financial Reporting Standard 3 “Business Combinations”. This standard is applied prospectively to business combinations with acquisition dates on or after January 1, 2011. Earlier adoption is permitted. This new Section will only have an impact on the Company’s consolidated financial statements for future acquisitions that will be made in periods subsequent to the date of adoption.

- Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 provides guidance on accounting for non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. The two Sections are the equivalent to the corresponding provisions of the International Accounting Standard 27 “Consolidated and Separate Financial Statements” These Sections apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011, and should be adopted concurrently with Section 1582. Earlier adoption is permitted. The Company is currently evaluating the impact of the adopting these standard on its consolidated financial statements.

### **International Financial Reporting Standards (“IFRS”)**

In February 2008, the Accounting Standards Board confirmed that all Canadian publicly accountable enterprises will be required to adopt IFRS for interim and annual reporting purposes for fiscal years beginning on or after January 1, 2011. Newton has performed its preliminary review on the accounting policy choices upon its conversion to IFRS for the fiscal year beginning on January 1, 2011. The implementation of IFRS 6 “Exploration for and Evaluation of Mineral Resources”

("IFRS 6") is expected to have the most significance to the Company's results of operations, financial position and disclosures.

Newton currently utilizes the full cost method for accounting for its exploration activities under Canadian GAAP. Under the full cost method, all costs associated with the acquisition of, exploration for and the development of crude oil and natural gas, including asset retirement obligations, are capitalized and accumulated within cost centres on a country-by-country basis. Such costs include land acquisition, geological and geophysical activity, drilling and testing of productive and non-productive wells, carrying costs directly related to unproved properties, major development projects and administrative costs directly related to exploration and development activities

Under Canadian GAAP, amounts capitalized under the full cost method are reviewed for impairment whenever events or conditions indicate that their net carrying amount may not be recoverable from estimated future cash flows. If impairment is identified, the assets are written down to the estimated fair market value. The calculation of these future cash flows is dependent on a number of estimates, which include reserves, timing of production, crude oil price, operating cost estimates and foreign exchange rates.

Upon conversion to IFRS, Newton will be required to adopt IFRS 6, which is the standard that deals with accounting for exploration and evaluation ("E&E") assets in the extractive industries. Typical costs included in the E&E assets are acquisition of rights to explore, topographical, geological, geochemical and geophysical studies, exploratory drilling, trenching, sampling, and activities in relation to evaluating the technical feasibility and commercial viability of extracting mineral resources. Under IFRS 6, costs incurred prior to the legal rights to explore an area being obtained may no longer be capitalized within E&E assets and requires that upon initial recognition E&E assets should be measured at cost.

IFRS 6 allows either of two alternatives to be chosen as the accounting policy for E&E assets after initial recognition. The first alternative is the "cost model" whereby the item is carried at cost less impairment. The other alternative is the "revaluation model." The revaluation model requires that, after initial recognition, an asset, whose fair value can be reliably measure should be carried at a re-valued amount, being fair value at the date of measurement, less any subsequent accumulated depreciation or accumulated impairment losses. For the purpose of completing an impairment test under IFRS 6, the E&E assets must be allocated to specific cash-generating units (CGUs). The level of grouping of CGUs for impairment testing purpose is based on how management makes decisions about continuing/disposing of assets and operations and the commercial terms associated with these assets and operations.

Other areas of potential impact include stock-based compensation. Newton continues to develop an implementation plan, including the consideration of the resources required to complete the conversion to IFRS and the impact to its financial systems.

## Capital Expenditures

As at April 20, 2010, The Company consolidated working capital is approximately \$3,700,000. The Company anticipates that the available funds will be expensed over the next 12 months substantially as follows:

Principal Purposes	Amount of Funds
Expenditures related to exploration program for next 12 months	
Permits and Site preparation	200,000
Drilling	1,800,000
Testing and Completion	<u>900,000</u>
	2,900,000
Expenditures related to general operations and administration	360,000
Contingent Work Program Expenditure	100,000
Unallocated funds	<u>340,000</u>
Total available Funds allocated	3,700,000

The Company is of the view that expenditure of the funds as indicated above will assist in meeting the stated business objectives. Notwithstanding the proposed uses of available funds as discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary.