



SHAMARAN  
petroleum corp

**ShaMaran Petroleum Corp**

**Interim Consolidated Financial Statements (unaudited)**

**For the three months ended March 31, 2010 and 2009**

Expressed in United States dollars

Prepared by Management

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## SHAMARAN PETROLEUM CORP.

### MANAGEMENT DISCUSSION AND ANALYSIS

For the three month periods ended March 31, 2010 and 2009

*(Expressed in United States Dollars unless otherwise indicated)*

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Management's discussion and analysis ("MD&A") of the financial and operating results of ShaMaran Petroleum Corp. (the "Company" or "ShaMaran", and formerly Bayou Bend Petroleum Ltd, together with its subsidiaries the "Group") is prepared as of May 25, 2010. The MD&A should be read in conjunction with the unaudited interim consolidated financial statements for the three month periods ended March 31, 2010 and 2009, together with the audited consolidated financial statements and MD&A for the years ended December 31, 2009 and 2008. These financial statements have been prepared in accordance with Canadian generally accepted accounting principles. Unless otherwise stated herein, all dollar amounts are expressed in US dollars ("USD").

#### Overview

ShaMaran is a Canadian-based oil and gas company with interests in petroleum properties located in Kurdistan in Northern Iraq ("Kurdistan"). The Company is currently in the pre-production stages of its exploration and development campaign corresponding to three petroleum properties. ShaMaran trades on the TSX Venture Exchange under the symbol "SNM".

#### Highlights

- The Company completed in April 2010 the acquisition of 291.4 km of 2D seismic data in the Pulkhana Block. The seismic campaign was completed on schedule and within budget. Processing and interpretation of the data has commenced and will be carried out over the next few months in preparation for drilling.
- Seismic acquisition of 200 km of 2D seismic data in Block K42 commenced in early May, with seismic acquisition in the Arbat block scheduled to begin thereafter.
- Procurement activity is underway for the first well in the Pulkhana Block, with spud date planned for the fourth quarter of this year.
- Cash balance of the Company was \$62.6 million as at March 31, 2010.
- Mr. Pradeep Kabra was nominated as a director of the Company in April 2010.

## **Operations in Kurdistan**

The Group has working interests in each of the Pulkhana Block, the Arbat Block and Block K42 petroleum properties, all located in Kurdistan. These petroleum properties lie within the northern extension of the Zagros Folded Belt which is estimated to contain up to 45 billion of Iraq's 115 billion barrels of known reserves. The Kirkuk field lies within this fold belt trend and is one of the world's largest, containing reserves of over 20 billion barrels of oil. The area is underexplored and is currently undergoing a major exploration and development campaign by over 30 mid to large size international oil companies.

### *Pulkhana Block*

The Company completed in April 2010 the acquisition of 291.4 km of two dimensional seismic data. The seismic campaign was completed on schedule and within budget. Processing and interpretation of the seismic data has commenced and will be carried out over the next few months in preparation for drilling a well on this Block. Procurement activity has commenced for the well, which has a spud date planned for the fourth quarter of this year.

Shamaran plans to drill 3 wells in the first exploration phase of three years in order to confirm the size and economic viability of the development of the Pulkhana field. The Company will then have the option to continue on to a further two year exploration phase and, if development is warranted, a development period of up to 20 years.

The Company is the operator of the project with a 60% undivided interest in the petroleum operations. Petoil retains a 20% interest and the KRG holds the remaining 20%. The Company is required to pay 100% of the minimum financial commitment in respect of the first exploration phase, following which the Company will pay 75% of the forward costs. Fiscal terms under the PSC include a 10% royalty and a variable profit split based on a profitability factor to the KRG. The Company has the right to recover costs using up to 40% of the produced oil and 50% of the produced gas.

The Pulkhana Block is an appraisal/development project of a field which was discovered in 1956 and flowed over 2900 barrels of oil per day from a well which entered two fractured carbonate reservoirs.

### *Arbat Block*

Under the terms of the Arbat PSC, the Company is obliged to acquire 350 km of 2D seismic data and drill 2 wells in the first exploration phase of three years. The seismic campaign is scheduled to commence in June 2010.

The Arbat Block (formerly Block G) is located adjacent to the Miran Block of Heritage Oil Plc. This 973 square km exploration block is part of the same structural trend that contains the Miran West discovery, and includes five surface anticlines identified by recent field work.

The Company is the operator of the project and holds a 60% undivided interest in the petroleum operations, the KRG holds a 20% interest and the remaining 20% is a third party interest which the KRG has the option to assign to a third party or parties. The Company is required to pay 100% of the minimum financial commitment in respect of the first exploration sub period or until such time as the KRG's reserved 20% interest has been sold, following which the Company will pay 75% of the forward costs and receive a reimbursement for 25% of the costs incurred to that date. Fiscal terms under the PSC include a 10% royalty and a variable profit split based on a profitability factor to the KRG. The Company has the right to recover costs using up to 45% of the produced oil and 53% of the produced gas.

#### *Block K42*

A campaign to acquire 200 km of two dimensional seismic data on this Block commenced at the end of April 2010. The campaign is expected to be completed in June of this year.

Block K42 is located immediately north of the Pulkhana Block and is on trend with the Jambur field situated to the north west of the Block. It is an exploration block with no seismic or surface mapped prospects. Recent field work indicates the possibility of two leads in the Block.

The Company is a party to the K42 Option Agreement between the KRG and Oil Search (Iraq) Limited ("OSIL"), which allows an option to the Company and OSIL to enter into with the KRG a PSC, the terms of which have been agreed in principal, relating to the exploration and development of petroleum resources in the Block K42 contract area located in Kurdistan.

In accordance with the Block K42 PSC, OSIL is the operator and, collectively with the Company, represent the "Contractor". This K42 Option Agreement requires the Contractor to conduct certain seismic services, including the acquisition of 200 kilometers of seismic surveying, within the option period of 18 months commencing October 1, 2009. The option to enter into a PSC may be exercised by providing written notice to the KRG. The Contractor is to pay 100% of all the costs incurred during the option period, 25% of which are to be paid by the Company.

Upon exercise of the option, the Company would acquire not less than an undivided 20% interest in the petroleum operations in respect of the Block K42 contract area, with OSIL holding a 60% interest and the KRG holding the remaining 20%. If either the Company or OSIL elect not to exercise its option in respect of the Contract the other party has the option of acquiring the exiting party's rights and obligations.

## Selected Quarterly Information

The following is a summary of selected quarterly financial information for the Company:

	For the Quarter Ended							
	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30
(\$000s, except per share data)	2010	2009	2009	2009	2009	2008	2008	2008
<b>Continuing operations</b>								
Depreciation	(26)	(6)	-	-	-	-	-	-
General and administrative	(219)	(556)	(642)	(585)	(595)	(97)	(88)	(133)
Stock based compensation	(204)	(99)	(366)	(81)	-	(78)	(138)	(496)
Foreign exchange gain (loss)	1,694	32	4,143	2,214	(1,446)	(3,575)	(806)	450
Guarantee fees	(458)	(636)	-	-	-	-	-	-
Interest income	66	76	62	43	129	227	217	262
Income tax	(13)	(12)	-	-	-	-	-	-
Net income/(loss) from continuing operations	840	(1,201)	3,197	1,591	(1,912)	(3,523)	(815)	83
<b>Discontinued operations</b>								
Net revenues	-	-	-	943	715	1,663	1,583	798
Expenses	(190)	1,459	119	(757)	(2,861)	(70,337)	(17,154)	(6,940)
Interest income	2	3	12	9	-	41	232	266
Gain loss on sale of assets	77	(4)	(173)	1,777	-	-	-	-
Net income/(loss) from discontinued operations	(111)	1,458	(42)	1,972	(2,146)	(68,633)	(15,339)	(5,876)
Net income/loss	729	257	3,155	3,563	(4,058)	(72,156)	(16,154)	(5,793)
<b>Basic income (loss), \$ per share:</b>								
Continuing operations	-	-	0.01	0.01	(0.01)	(0.01)	-	-
Discontinued operations	-	-	-	0.01	(0.01)	(0.22)	(0.05)	(0.02)
	-	-	0.01	0.02	(0.02)	(0.23)	(0.05)	(0.02)
<b>Diluted income (loss), \$ per share:</b>								
Continuing operations	-	-	0.01	0.01	(0.01)	(0.01)	-	-
Discontinued operations	-	-	-	0.01	(0.01)	(0.22)	(0.05)	(0.02)
	-	-	0.01	0.02	(0.02)	(0.23)	(0.05)	(0.02)

### Summary of principal changes in first quarter information

In the first quarter of 2010, the Company continued its exploration campaign in respect of its Kurdish petroleum properties, constituting the continuing operations of the Company, and which have no corresponding revenue. The net income in the first quarter was primarily due to the gain on foreign currency.

## Results of Continuing Operations

The various income and expenses from continuing operations are explained as follows:

### *Depletion, Depreciation and Amortization*

Depletion, depreciation and amortization ("DD&A") was \$26,000 for the three months ended March 31, 2010. For the comparable period in 2009 the amount was \$nil. DD&A corresponds to cost of use of the furniture and IT equipment at the Company's technical and administrative offices located in Switzerland and Kurdistan.

### *General and Administrative Expenses*

For the three months ended March 31, 2010 and 2009 general and administrative expenses were \$219,000 (2009: \$595,000), the principal components of which were legal, accounting and audit fees of \$112,000 (2009: \$222,000), management and consulting fees of \$48,000 (2009: \$110,000), office and other expenses of \$35,000 (2009: \$234,000), and \$24,000 (2009: \$29,000) for travel and related expenses. The decrease in general and administrative expenses relative to 2009 is primarily due to incurring less professional fees and support costs which were required in the reorganization of the Company in the comparable period of the prior year.

### *Stock-Based Compensation*

Stock-based compensation was \$204,000 for the three months ended March 31, 2010. The amount for the comparable period in 2009 was \$nil. The stock-based compensation expense in 2010 results from the vesting of stock options that were granted from 2008 to 2010. 775,000 stock options were granted the first quarter of 2010. The Company uses the fair value method of accounting for stock options granted to directors, officers, employees and consultants whereby the fair value of all stock options granted is recorded as a charge to operations. The fair value of common share options granted is estimated on the date of grant using the Black-Scholes option pricing model.

### *Foreign Exchange (Gain) Loss*

Foreign exchange gain was \$1,694,000 for the three months ended March 31, 2010. The Company had a foreign exchange loss of \$1,446,000 during the comparable period in 2009. The gain in 2010 results from holding cash and cash equivalents denominated in Canadian dollars, while the Canadian dollar strengthened against the reporting currency of the Company, the United States dollar.

### *Guarantee fees*

The Company incurred fees of \$458,000 and \$nil for the three months ended March 31, 2010 and 2009, respectively, relating to fees payable to a related company in respect of a guarantee of the minimum financial obligations under the Pulkhana and Arbat PSCs, which were provided on behalf of the Company.

### *Interest Income*

For the three months ended March 31, 2010 and 2009, interest income was \$66,000 and \$129,000, respectively. Interest income represents bank interest earned on cash and investments in marketable securities. The decrease in interest income relative to 2009 results from a decrease in average interest yielding investments held throughout the comparative period, together with a decrease in yield on those investments than was received in the prior period.

### *Tax expense*

For the three month period ended March 31, 2010 the Company had income tax expense of \$13,000, relating to a provision for income tax on service income generated in the Swiss branch entity of the Group, which was created in the fourth quarter of 2009. There was no income tax expense reported in the comparable period in 2009, as there was no taxable income in any of the Group companies.

### **Results of Discontinued Operations**

The main components in revenue and expense of discontinued operations are explained as follows:

#### *Net revenues*

The Company had oil and gas sales, net of royalties, of \$nil and \$715,000 for the three month periods ended March 31, 2010 and 2009, respectively. The decrease in revenues is a result of the termination of all production and corresponding sales, coinciding with the sale of substantially all of the Company's United States Gulf of Mexico properties concluded May 28, 2009.

#### *Expenses*

Expenses associated with the Company's discontinued operations were \$190,000 for the three month period ended March 31, 2010. In the comparable period of 2009 the amount was \$2,861,000. The main components of expenses in 2010 were management and consulting fees totaling \$115,000, legal and accounting fees of \$42,000, and general and other expenses of \$33,000. The main components of costs and expenses in the comparable period of 2009 were operating, exploration and dry-hole costs totaling \$1,352,000, salaries and benefits of \$897,000, depletion depreciation and amortization expense of \$431,000, and general and other office expenses of \$181,000.

#### *Interest income*

For the three months ended March 31, 2010, the Company earned interest income of \$2,000. Interest income represents bank interest earned on cash and investments in marketable securities. No interest income was earned in the comparable period in 2009.

### *Gain on disposal of assets from discontinued operations*

In the first three months of 2010 the Company had a gain of \$77,000 on the disposal of all remaining operational inventories located in the United States. The amount for the comparable period in 2009 was \$nil.

### **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

### **Outstanding Share Data**

As of March 31, 2010, the Company had 499,546,088 shares outstanding, 4,545,000 stock options outstanding under its stock-based compensation plan, and zero warrants outstanding.

In accordance with the Kurdistan PSCs, the Company is required to issue an additional 100 million shares to the KRG. These shares have been reported as "Shares to be issued" in the Shareholders equity section of the consolidated balance sheet of the Company, as at March 31, 2010, as the issuance was pending subject to certain actions to be performed by the KRG.

The following contingent share consideration may be payable in the future, pending the following circumstances:

- 50 million common shares to the KRG within 30 days of the expiry of the first exploration phase, if the Pulkhana PSC is still then in effect;
- 50 million common shares to Lundin Petroleum BV upon the approval of a Pulkhana development plan.

### **Related Party Transactions**

Namdo Management Services Ltd. ("Namdo") provides corporate administrative support and investor relation services to the Company under an agreement which commenced April 1, 2007. For these services and associated reimbursable costs Namdo was paid \$56,000 during the three months ended March 31, 2010 (2009: \$33,000). Namdo is a private corporation owned by a shareholder of the Company.

During the first three months of the year 2010, the Company incurred legal fees of \$19,000 (2009: \$36,000) with a law firm in which an officer of the Company is a partner.

The Company receives services from various subsidiary companies of Lundin Petroleum AB ("Lundin"), a shareholder of the Company. Lundin charges during the first quarter of 2010 were \$840,000 (2009: \$nil) which was comprised of G&G and other technical service costs of \$72,000 (2009: \$nil), reimbursement for ShaMaran travel and related expenses of \$192,000 (2009: \$nil), office rental, administrative and building services of \$118,000 (2009: \$nil), and fees of \$458,000 (2009: \$nil) relating to a guarantee provided to the KRG on behalf of the Company in respect of its minimum financial commitments, charged at a rate of 3% per annum, and payable semi-annually beginning June 30, 2010.



Amounts owing to related parties as at March 31, 2010 and 2009 were \$467,000 and \$34,000, respectively. The Company was owed no amounts by related parties at the reporting dates.

All transactions with related parties are recorded at amounts agreed to by the parties and are made on the same terms and conditions as with non-related parties.

### **Liquidity and Capital Resources**

Working capital at March 31, 2010 totaled \$57,566,000, compared to \$37,545,000 at March 31, 2009.

Funds provided by continuing operations were \$2,432,000 for the three month period ended March 31, 2010 compared to funds used by continuing operations of \$1,912,000 for the comparable period in 2009. The primary source of operational funds during 2010 was from the appreciation of the Canadian cash deposits when converted to US dollars.

There was no cash provided by, or used in, financing activities from continuing operations in the first quarter of 2010, as was the case for the comparable period in 2009.

Net cash used by investing activities in continuing operations was \$3,298,000 for the three months ended March 31, 2010, compared to no movement in funds due to investing activities from continuing operations in the first quarter of 2009. During the first three months of 2010, the primary use of cash by the Company on investing activities in continuing operations was related to the seismic acquisition programs associated with the Company's petroleum properties in Kurdistan.

Net cash used by discontinued operations was \$130,000 for the first quarter of 2010, compared to cash used by discontinued operations of \$2,145,000 in the opening quarter of 2009. The primary use of funds from discontinued operations in 2010 was professional and consulting fees associated with closing out operations in the United States.

Contributed surplus increased by \$204,000 in the first quarter of 2010, compared to \$nil over the same period in 2009. The increase in 2010 is due to stock-based compensation expense during the period. When options are granted, the Black-Scholes option value method is used to calculate a value for the stock options. When the options are exercised, the applicable amounts of contributed surplus are transferred to share capital. There were no options exercised in the period. During the three months ended March 31, 2009, no stock options were issued or exercised.

The Company does not currently generate cash flow from its oil exploration and development operations. The Company has relied upon the issuance of common shares to finance its ongoing oil exploration, development and acquisition activities. The Company has sufficient financial resources to fund operations through the current agreed work plan. Continuing operations are dependent on discovery of economic oil and gas reserves and ultimately on the attainment of profitable operations.

## **Commitments**

The Kurdish Production Sharing Contracts contemplate a minimum financial commitment in respect of the first exploration phase of \$61 million for the Pulkhana and Arbat Blocks combined. The PSCs also require funding of certain personnel, training, environmental, and technological assistance projects, during the period the contracts are in effect. As at March 31, 2010 the total commitments under the two PSCs were approximately \$61 million.

As a party to the K42 Option Agreement the Company was required to contribute to the cost of conducting certain seismic services, including the acquisition of 2D seismic data. The Company estimates as at March 31, 2010 its remaining minimum commitments under the K42 Option Agreement to be approximately \$1.7 million.

## **Financial Instruments**

The Company's financial instruments consist of cash, cash equivalents, investments, accounts receivable, accounts payable, accrued expenses and advances from joint interest holders.

Cash, cash equivalents and investments are designated as held for trading and are therefore carried at fair value, with unrealized gains or losses recorded in interest income.

The fair values of cash, cash equivalents, accounts receivable, accounts payable, accrued expenses and advances from joint interest holders approximate carrying values because of the short-term nature of these instruments. The fair values of investments are determined directly by reference to quoted market prices.

The Company is exposed in varying degrees to a variety of financial instrument related risks.

### *Credit Risk*

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company manages its credit risk through monitoring counterparty ratings and credit limits. The Company is mainly exposed to credit risk on its cash and cash equivalents and accounts receivable. To manage this risk the Company maintains its excess cash on account in instruments having a minimum credit rating of R-1 (mid) or better (as measured by Dominion Bond Rate Services) or the equivalent thereof according to a recognized bond rating service.

Accounts receivable are primarily with joint venture partners in the oil and gas industry and are subject to normal industry credit risks. Joint venture receivables are typically collected within one to two months of the joint venture bill being issued to the partner. The Company mitigates risks arising from joint venture receivables by obtaining partner approval of capital expenditures prior to starting a project.

### *Liquidity Risk*

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risk harm to the Company's reputation.

The Company prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. The Company requires authorizations for expenditure on both operating and non-operating projects to further manage capital expenditures.

### *Market Risk*

Market risk is the risk that changes in market prices, such as foreign exchange rates, commodity prices and interest rates, will affect the Company's net earnings or the value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

The significant market risk exposures to which the Company is exposed are foreign currency, commodity price and interest rate risks.

Foreign currency risk – The Company maintains a substantial portion of its cash in Canadian dollars; however, the Company's operations are conducted predominantly in United States dollars. The Company's operating results and cash flows are affected to varying degrees by the changes in the Canadian dollar relative to the United States dollar. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks.

Commodity price risk – The prices that the Company may receive for its crude oil and natural gas production may have a significant impact on its revenue and cash provided by operating activities. Any significant price decline in commodity prices would adversely affect the amount of funds available for capital reinvestment purposes. At this time the Company does not use derivative financial instruments to manage its exposure to this risk.

Interest rate risk – The Company's bank accounts earn interest income at variable rates. The Company's future interest income is exposed to changes in short-term rates.

Uncertainty of title - Although the Company conducts title reviews prior to acquiring an interest in a property, such reviews do not guarantee or certify that an unforeseen defect in the chain of title will not arise that may call into question the Company's interest in the production sharing contracts. Any uncertainty with respect to one or more of the Company's production sharing contracts could have a material adverse effect on the Company's business, prospects and results of operations.

## **Accounting Policies and Critical Accounting Estimates**

### *Use of Estimates*

The consolidated financial statements of the Company have been prepared by management in accordance with accounting principles generally accepted in Canada. In preparing financial statements, management makes informed judgments and estimates that affect the reported amounts of assets and liabilities as of the date of the financial statements and affect the reported amounts of revenues and expenses during the reported period. Specifically, estimates were utilized in calculating depletion, asset retirement obligations, stock-based compensation, amortization and impairment write-downs. Actual results could differ from these estimates and differences could be material.

### *Accounting for Oil and Gas Operations*

The Company follows the successful efforts method of accounting for its oil and gas operations. Under this method acquisition costs of oil and gas properties, costs to drill and equip exploratory wells that find proved reserves and costs of drilling and equipping development wells are capitalized and subject to annual impairment testing.

Exploration well costs are initially capitalized and, if subsequently determined to have not found sufficient reserves to justify commercial production, are charged to exploration expense. Exploration well costs that have found sufficient reserves to justify commercial production, but whose reserves cannot be classified as proved, continue to be capitalized as long as sufficient progress is being made to assess the reserves and economic viability of the well and or related project.

Capitalized costs of proved oil and gas properties are depleted using the unit of production method based on estimated gross proved reserves of petroleum and natural gas as determined by independent engineers. Successful exploratory wells and development costs and acquired resource properties are depleted over proved developed reserves. Acquisition costs of unproved reserves are not depleted or amortized while under active evaluation for commercial reserves.

Costs associated with significant development projects are depleted once commercial production commences.

A revision to the estimate of proved reserves can have a significant impact on earnings as they are a key component in the calculation of depreciation, depletion and accretion.

Producing properties and significant unproved properties are assessed annually, or more frequently as economic events dictate, for potential impairment. The impairment test is initially based on undiscounted future cash flows from proved and risk adjusted probable reserves. If an impairment is identified, fair value is calculated as the present value of estimated expected discounted cash flows from proved and risk-adjusted probable reserves. Any impairment loss is the difference between the carrying value of the petroleum property and its fair value. If it is determined that the estimated fair value is less than the net carrying amount, a write-down to the oil and gas property's fair value is recognized during the period, with a charge to earnings.

Estimates of future cash flows used in the evaluation of impairment of assets are performed based on risk assessments on field and reservoir performance and include assumptions regarding commodity prices, discount rates and future costs.

A substantial portion of the Company's exploration and development activities are conducted jointly with others. The financial statements reflect only the Company's proportionate interests in such activities.

The Company engaged Petrotech Engineering Ltd, an independent geoscience consultancy firm, to evaluate 100% of the Company's reserves data at December 31, 2009. The estimation of reserves is subjective. Forecasts are based on engineering data, future prices, expected future rates of production and the timing of capital expenditures, all of which are subject to uncertainties and interpretations. All of the Company's proved and probable oil and gas reserves at December 31, 2008 were sold to third parties during the first half of 2009. The Company has no reserves as at March 31, 2010.

### **International Financial Reporting Standards**

In February 2008, the Canadian Accounting Standards Board confirmed that Canadian generally accepted accounting principles (Canadian GAAP) will be converged with International Financial Reporting Standards (IFRS) for fiscal years commencing January 1, 2011. The transition from Canadian GAAP to IFRS will be applicable for the Company for the first quarter of 2011 when the Company will prepare both the current and comparative financial information using IFRS. While IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences on recognition, measurement and disclosures.

The Company has commenced the process to transition from current Canadian GAAP to IFRS. There are three phases in the process: diagnostic, detailed assessment and design and implementation. The Company's IFRS conversion process is progressing according to a changeover plan and timetable established by management as follows:

#### *Accounting policies (ongoing – to be finalized before IFRS reporting in 2011)*

Based on work completed to date, management has determined that the adoption of IFRS is likely to impact the Company's accounting for several areas, including PP&E and income taxes. Matters impacting accounting for PP&E include the evaluation of impairment, accounting for asset retirement obligations, taxation and other adjustments considered to be minor.

The areas impacted by IFRS discussed above should not be regarded as a comprehensive list of changes that will result from the transition to IFRS. Management continues to monitor the development of standards, which are expected to change prior to 2011.

*Impairments* – Canadian GAAP requires a two-step approach to impairment testing. Undiscounted cash flows are first compared to asset carrying values to determine whether impairment exists. If so, impairment is measured by comparing asset carrying values with fair values calculated using discounted cash flows.

IFRS uses a one-step approach to testing for and measuring of impairment, with asset carrying values compared directly with the higher of fair value less cost to sell and value-in-use (which uses discounted future cash flows). This could lead to additional impairment write-downs where carrying values were previously supported under Canadian GAAP on an undiscounted cash flow basis.

IFRS may result in greater variability in net income and carrying values of PP&E.

*Asset Retirement Obligations* – Under IFRS, a change in the current market-based discount rate will result in a change in the measurement of the provision, whereas a change in the discount rate alone does not result in a re-measurement of the ARO liability under Canadian GAAP. As market-based discount rates change, IFRS may result in greater volatility in an asset retirement obligation held by the Company, the carrying values of PP&E and net income.

*Income taxes* – IFRS differs from Canadian GAAP for purposes of recognizing future taxes, specifically in relation to intercompany transfers, asset acquisitions, foreign currency and other areas. Due to these differences and the potential tax effects of other IFRS adjustments, IFRS may cause volatility in future income tax liabilities and net income.

The Company is working to understand the practical application of those IFRS principles considered to impact the Company, in order to quantify the IFRS opening balance sheet adjustments as at January 1, 2010.

*Control Environment (Ongoing to 2011 year end reporting)*

As the transition to IFRS progresses, changes to the design and implementation of both internal controls over financial reporting and disclosure controls are being made. Additional disclosure controls relating to first-time adoption of IFRS are currently being implemented. The design changes for internal controls over financial reporting will be completed and evaluated by the first quarter of 2011 with operating effectiveness to be evaluated prior to 2011 year-end reporting.

*Training and Communication (Ongoing to first quarter 2011 reporting)*

Training of those accounting personnel impacted by the transition to IFRS is in process. The Audit Committee receives quarterly updates on project status. More frequent IFRS sessions are held among management to discuss the potential impacts of implementing IFRS.

*IT Systems (Ongoing to 2011 year end reporting)*

The Company is currently developing and implementing system modifications to support the capture and reporting of IFRS financial information during 2010. Complete systems required to support IFRS reporting are expected to be in place by the first quarter of 2011.

*Business Activities (Ongoing to 2011 year end reporting)*

Work has commenced to implement changes to the budgeting and forecasting systems to embed the more significant aspects of IFRS within the Company's planning cycle.

## **Risks and Uncertainties**

The majority of ShaMaran's assets are located in the Kurdistan Region of Iraq. ShaMaran operates in areas which are under foreign governmental sovereignty and is therefore subject to political, economic, and other uncertainties associated with foreign operations, which include (but are not limited to) the exposure of the Company to changes in general government policies and legislation, change in the energy policies or in their administration, changes in fiscal terms of a production sharing contract with the government, inability to export the petroleum produced under contract, adverse determinations or rulings by governmental authorities, nationalization, currency fluctuations and devaluations, as well as risks of loss due to civil strife, acts of war, guerrilla activities and insurrections.

### *Political Issues*

The political and security situation in Iraq is not settled and is volatile. There are major outstanding political issues and differences between the various political factions in Iraq. These differences could adversely impact ShaMaran's interests in the Kurdistan region. In addition, certain borders of the Kurdistan region of Iraq remain the subject of final determination, the result of which may have an adverse effect on ShaMaran's assets.

### *Legislative Issues*

All contracts in Kurdistan are issued under the Oil and Gas Law Of The Kurdistan Region - Iraq. No federal Iraqi legislation has been enacted by the Iraq Council of Ministers (Cabinet) and Council of Representatives (Parliament). The lack of legislation, or the enactment of federal legislation contradictory to Kurdistan Region legislation, could have a material adverse impact on ShaMaran's interests in the region.

### *Marketing, Markets and Transportation*

The export of oil and gas from the Kurdistan Region of Iraq remains subject to uncertainties which could have an adverse impact on ShaMaran's ability to export and market such oil and gas. Further, ShaMaran's ability to market its oil and gas may also depend upon its ability to secure transportation and delivery, in view of related issues such as the proximity of its potential production to pipelines and processing facilities. Potential government regulation relating to price, quotas and other aspects of the oil and gas business could also have an adverse impact.

### *Exploration, Development and Production Risks*

Oil and gas operations involve geological, technical and commercial risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. ShaMaran's success will depend on its ability to find, appraise, develop and commercially produce oil and gas resources and reserves. Future oil and gas exploration may involve risks relating to dry holes, wells which do not produce sufficient petroleum to return a profit after drilling, operating and other costs. In addition operations can be effected by drilling hazards, environmental damage, and other field operating conditions which could adversely affect production and increase the cost of operations. Diligent operations can contribute to maximizing production rates over time but production delays and declines from normal field operating conditions cannot be eliminated and can adversely affect revenue and cash flow levels.

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

ShaMaran has the capacity to execute exploration and development programs in Kurdistan, however, it is subject to obtaining approvals from relevant authorities.

#### *Project Risks*

ShaMaran's ability to execute projects and market oil and gas will depend upon numerous factors beyond ShaMaran's complete control. Factors such as issues relating to security in the area of operation, adverse legislation in the Kurdistan Region and/or Iraq, the regulation of the oil and gas industry by various levels of government and governmental agencies in the Kurdistan Region and/or Iraq could adversely impact the execution of ShaMaran's projects.

#### *Substantial Capital Requirements*

ShaMaran anticipates making substantial capital expenditures in the future for the acquisition, exploration, development and production of oil and gas reserves. ShaMaran's results will impact its access to the capital necessary to undertake or complete future drilling and development programs. ShaMaran's 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 ShaMaran. The inability of ShaMaran to access sufficient capital for its operations could have a material adverse effect on ShaMaran's financial condition, results of operations and prospects.

#### *Additional Funding Requirements*

ShaMaran's cash balances may not be sufficient to fund its ongoing activities at all times. From time to time, ShaMaran may require additional financing in order to carry out its oil and gas acquisition, exploration and development activities. Failure to obtain such financing on a timely basis could cause ShaMaran to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations. ShaMaran's ability to access the equity or debt markets in the future may be affected by any prolonged market instability.

#### *Dilution*

ShaMaran may make future acquisitions or enter into financings or other transactions involving the issuance of securities of ShaMaran which may be dilutive to the existing shareholders.



## **Outlook**

ShaMaran's operational activities for the remainder of 2010 will focus on acquiring, processing and interpreting seismic data in the Pulkhana, Arbat and Block K42, and on commencing in the fourth quarter of 2010 the drilling of an exploration / appraisal well located in the Pulkhana Block. The outlook for the three blocks in Kurdistan is as follows:

### *Pulkhana block*

Processing and interpretation of the seismic data acquired earlier this year should be completed by the end of the second quarter 2010. The data will be used to identify the resource potential in the block and location of the exploration / appraisal well to be drilled on the Pulkhana Block.

The company plans to commence the drilling of its first well in the Pulkhana block in the fourth quarter of 2010. Procurement activities to enable the Company to achieve this have already commenced.

### *Arbat Block*

A total of 350 km of 2D seismic will be acquired in the Block. The seismic acquisition program is likely to be completed by the end of the third quarter 2010. Processing and interpretation of the acquired seismic data should be completed by the end of 2010. The data will be used to identify the resource potential in the Block and location of the future exploration wells in the Block.

### *Block K42*

A total of 200 km of 2D seismic will be acquired in the Block. The seismic acquisition has commenced as at the date of the MD&A, and is scheduled to be completed by the end of the second quarter 2010. Processing and interpretation of the acquired seismic data should be completed by the third quarter of 2010. Based on the results of the seismic data acquired, the Company will decide on whether to exercise its option to enter into a Production Sharing Contract. A decision on the exercise of the option could be taken by the end of the year or in the first quarter of 2011.

### *Budget*

The capital and operating budget for the year 2010 approved by the Board of Directors was for \$53.5 million. The budget contains amounts relating to the work programs and administration of the three Kurdistan petroleum properties as follows: \$39.5 million for the Pulkhana Block, \$11.3 million for the Arbat Block, and \$2.8 million (representing 25% of the total) for Block K42.

### *General*

The security situation in the Kurdistan region remains stable with no major reported incidents. The region is seeing a rapid development in infrastructure and a significant increase in the availability of oil and gas services in the country. Management is, based on current reports, optimistic that the regional government of Kurdistan and the federal government of Iraq will come to an agreement on a possible payment mechanism for oil revenues arising from the sale of oil produced from Kurdistan before the Company starts producing and exporting oil. This would be an extremely positive development for the region.

## **Forward-Looking Statements**

This report contains forward-looking statements concerning anticipated developments on the Company's operations; the adequacy of the Company's financial resources; financial projections, including, but not limited to, estimates of capital and operating costs, production rates, commodity prices, exchange rates, net present values; and other events and conditions that may occur in the future. Forward-looking statements are frequently, but not always, identified by the words such as "expects," "anticipates," "believes," "intends," "estimates," "potential," "possible," "budget" and similar expressions, or statements that events, conditions or results "will," "may," "could," or "should" occur or be achieved. Information concerning the interpretation of drill results and reserve estimates also may be deemed to be forward-looking statements, as such information constitutes a prediction of what might be found to be present if and when a project is actually developed. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those described in this MD&A.

The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made and the Company assumes no obligation to update such forward-looking statements in the future. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

## **Additional Information**

Additional information related to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's web-site at [www.shamaranpetroleum.com](http://www.shamaranpetroleum.com).

**SHAMARAN PETROLEUM CORP.**  
**Interim Consolidated Balance Sheets (unaudited)**  
*(Expressed in thousands of United States Dollars)*

	Note	As at March 31, 2010	As at December 31, 2009
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents		62,571	63,565
Short-term investments		79	79
Accounts receivable		749	566
Receivables from joint venture partner		150	-
Prepaid expenses and other assets		347	609
		<b>63,896</b>	<b>64,819</b>
Non-current assets			
Property, plant and equipment	5	188,583	185,180
		<b>252,479</b>	<b>249,999</b>
<b>LIABILITIES</b>			
Current liabilities			
Accounts payable and accrued expenses		5,304	3,866
Net payables to joint venture partner		-	37
Income taxes payable		25	12
Asset retirement obligation	6	1,001	1,001
		<b>6,330</b>	<b>4,916</b>
Non-current liabilities			
Asset retirement obligation	6	350	350
Other long-term liabilities		301	170
		<b>651</b>	<b>520</b>
		<b>6,981</b>	<b>5,436</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	7	379,673	379,673
Shares to be issued	7	61,349	61,349
Contributed surplus	7	3,564	3,360
Accumulated other comprehensive income	4	6	4
Deficit		(199,094)	(199,823)
		<b>245,498</b>	<b>244,563</b>
		<b>252,479</b>	<b>249,999</b>

See accompanying notes to the Interim Consolidated Financial Statements.

Approved on behalf of the Board:

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Cameron Bailey, Director

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Keith Hill, Director

**SHAMARAN PETROLEUM CORP.**  
**Interim Consolidated Statement of Operations and Deficit (unaudited)**  
*(Expressed in thousands of United States Dollars)*

	Note	For the three months ended March 31,	
		2010	2009
<b>Expenses</b>			
Depreciation		26	-
General and administration		219	595
Stock-based compensation	7	204	-
Foreign exchange (gain)/loss		(1,694)	1,446
		<b>(1,245)</b>	<b>2,041</b>
<b>Other income/(expense)</b>			
Guarantee fees	9	(458)	-
Interest income		66	129
		<b>(392)</b>	<b>129</b>
<b>Net income/(loss) before income taxes</b>		<b>853</b>	<b>(1,912)</b>
Income tax expense	8	13	-
<b>Net income/(loss) from continuing operations</b>		<b>840</b>	<b>(1,912)</b>
<b>Discontinued operations</b>			
Loss from operations	3	(188)	(2,146)
Gain on asset disposal	3	77	-
		<b>(111)</b>	<b>(2,146)</b>
<b>Net income/(loss)</b>		<b>729</b>	<b>(4,058)</b>
<b>Deficit, beginning of the period</b>		<b>(199,823)</b>	<b>(202,739)</b>
<b>Deficit, end of the period</b>		<b>(199,094)</b>	<b>(206,797)</b>
<b>Basic income/(loss) per share:</b>			
Continuing operations		-	(0.01)
Discontinued operations		-	(0.01)
		-	(0.02)
<b>Diluted income/(loss) per share:</b>			
Continuing operations		-	(0.01)
Discontinued operations		-	(0.01)
		-	(0.02)
<b>Weighted average number of common shares:</b>			
Continuing operations		499,546	308,712
Discontinued operations		499,546	308,712

See accompanying notes to the Interim Consolidated Financial Statements.

**SHAMARAN PETROLEUM CORP.**  
**Interim Consolidated Statement of Comprehensive Income (unaudited)**  
*(Expressed in thousands of United States Dollars)*

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	For the three months ended March 31,	
	2010	2009
<b>Net income/(loss)</b>	<b>729</b>	<b>(4,058)</b>
Other comprehensive income:		
Exchange gains arising from translation of the financial statements of a foreign operation	2	-
<b>Comprehensive income/(loss)</b>	<b>731</b>	<b>(4,058)</b>

See accompanying notes to the Interim Consolidated Financial Statements.

**SHAMARAN PETROLEUM CORP.**  
**Interim Consolidated Statement of Cash Flows (unaudited)**  
*(Expressed in thousands of United States Dollars)*

	Note	For the three months ended March 31,	
		2010	2009
<b>Operating activities of continuing operations</b>			
Net income/(loss) from continuing operations		840	(1,912)
Adjustments for non-cash items:			
Depreciation		26	-
Stock-based compensation		204	-
Changes in working capital:			
Accounts receivable		(245)	-
Receivables from joint venture partner		(150)	-
Prepaid expenses and other assets		262	-
Accounts payable and accrued expenses		1,519	-
Payables to joint venture partner		(37)	-
Income taxes payable		13	-
		<b>2,432</b>	<b>(1,912)</b>
<b>Investment activities of continuing operations</b>			
Property, plant and equipment		(3,298)	-
		<b>(3,298)</b>	<b>-</b>
Exchange gain on the translation of financial statements of a foreign operation		2	-
<b>Cash flows used in continuing operations</b>			
Cash flows used in discontinued operations	3	(130)	(2,145)
<b>Change in cash and cash equivalents</b>		<b>(994)</b>	<b>(4,057)</b>
Cash and cash equivalents, beginning of the period		63,565	45,282
<b>Cash and cash equivalents, end of the period</b>		<b>62,571</b>	<b>41,225</b>

See accompanying notes to the Interim Consolidated Financial Statements.

**SHAMARAN PETROLEUM CORP.**  
**Notes to the Interim Consolidated Financial Statements (unaudited)**  
**For the three months ended March 31, 2010 and 2009**  
*(Expressed in thousands of United States Dollars unless otherwise indicated)*

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**1. NATURE OF OPERATIONS**

Shamaran Petroleum Corp. (the "Company" and formerly Bayou Bend Petroleum Ltd., together with its subsidiaries the "Group") is incorporated under the British Columbia Business Corporations Act.

On October 16, 2009, the Company changed its name to ShaMaran Petroleum Corp. from Bayou Bend Petroleum Ltd. with an effective date of October 21, 2009. The Company's shares trade on the TSX Venture Exchange under the new symbol of "SNM" (formerly "BBP").

The Company is engaged in the business of oil and gas exploration and development, and is currently in the pre-production stages of an exploration and development campaign in respect of petroleum properties located in the Kurdistan Region of Iraq. The Company conducts its operations through wholly owned subsidiary entities.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**(a) Basis of Presentation**

These Interim Consolidated Financial Statements (unaudited) for the three months ended March 31, 2010 include the accounts of the Company and its wholly owned subsidiaries and its proportionate interest in joint ventures, and have been prepared in accordance with generally accepted accounting principles in Canada.

These Interim Consolidated Financial Statements (unaudited) for the three months ended March 31, 2010 have been prepared under the same accounting policies and methods of their application as the audited financial statements of the Company for the year ended December 31, 2009. Certain disclosures that are normally required to be included in the notes to the annual audited financial statements have been condensed or excluded. These financial statements should be read in conjunction with the Company's audited consolidated financial statements and accompanying notes for the year ended December 31, 2009.

On May 28, 2009, the Company sold to a third party substantially all of its oil and gas properties located in the United States in the Gulf of Mexico. For the three months ended March 31, 2010 and 2009, the financial results relating to these properties have been classified as discontinued operations. Refer to note 3.

**(b) Going concern**

These Interim Consolidated Financial Statements have been prepared assuming that the Company will be able to realize its assets and liabilities in the normal course of business as they come due into the foreseeable future. The ability of the Company to continue as a going concern and to successfully carry out its business plan is primarily dependent upon the continued support of its shareholders, the discovery of economically recoverable reserves, the resolution of remaining political disputes in Iraq, and the ability of the Company to obtain financing to develop reserves.

**SHAMARAN PETROLEUM CORP.**  
**Notes to the Interim Consolidated Financial Statements (unaudited)**  
**For the three months ended March 31, 2010 and 2009**  
*(Expressed in thousands of United States Dollars unless otherwise indicated)*

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**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(c) Future accounting standards**

*International Financial Reporting Standards*

In February 2008, the Canadian Accounting Standards Board confirmed that Canadian generally accepted accounting principles ("Canadian GAAP") will be converged with International Financial Reporting Standards ("IFRS") for fiscal years commencing January 1, 2011. The transition from Canadian GAAP to IFRS will be applicable for the Company for the first quarter of 2011 when the Company will prepare both the current and comparative financial information using IFRS. While IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences on recognition, measurement and disclosures. While the effects of IFRS have not yet been fully determined, the Company has identified a number of key areas which are likely to be impacted by changes in accounting policy and disclosures, including the accounting for petroleum properties and taxation.

*Business Combinations*

The CICA recently issued Handbook Section 1582, Business Combinations, which replaces Handbook Section 1581, Business Combinations, and establishes revised standards for the recognition, measurement, presentation and disclosure of business acquisitions. This new standard will become effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. The Company has determined that adoption of this standard will not have an impact on the Company's financial statements.

*Consolidated Financial Statements and Non-Controlling Interests*

The CICA recently issued Handbook Section 1601, Consolidated Financial Statements, and Handbook Section 1602, Non-Controlling Interests. These new sections will replace Handbook Section 1600, Consolidated Financial Statements, and establishes new guidance in respect of accounting for non-controlling interests in a subsidiary and for the preparation of consolidated financial statements. These new sections apply to interim and annual consolidated financial statements for years beginning on or after January 1, 2011. The Company has determined that adoption of these sections will not have an impact on the Company's financial statements.



**SHAMARAN PETROLEUM CORP.**  
**Notes to the Interim Consolidated Financial Statements (unaudited)**  
**For the three months ended March 31, 2010 and 2009**  
*(Expressed in thousands of United States Dollars unless otherwise indicated)*

**3. DISCONTINUED OPERATIONS**

On May 28, 2009, the Company sold to a third party substantially all of its petroleum properties located in the United States in the Gulf of Mexico.

The results of discontinued operations in the Interim Consolidated Statement of Operations and Deficit (unaudited) for the three months ended March 31, 2010 and 2009 are as follows:

	<b>2010</b>	<b>2009</b>
<b>Revenue</b>		
Oil and gas sales	-	899
Royalties	-	(184)
<b>Net revenues</b>	<b>-</b>	<b>715</b>
<b>Expenses</b>		
Operating	-	591
Exploration	-	755
Dry hole costs	-	6
Impairment of properties	-	15
Accretion	-	12
Depletion, depreciation and amortization	-	431
General and administration	190	1,051
	<b>190</b>	<b>2,861</b>
<b>Other income</b>		
Interest income	2	-
<b>Net loss before income taxes</b>	<b>(188)</b>	<b>(2,146)</b>
Income tax expense	-	-
<b>Discontinued operations</b>		
Loss from operations	<b>(188)</b>	<b>(2,146)</b>
Gain on asset disposals	77	-
	<b>(111)</b>	<b>(2,146)</b>

**SHAMARAN PETROLEUM CORP.**  
**Notes to the Interim Consolidated Financial Statements (unaudited)**  
**For the three months ended March 31, 2010 and 2009**  
*(Expressed in thousands of United States Dollars unless otherwise indicated)*

**3. DISCONTINUED OPERATIONS (continued)**

The cash flows relating to discontinued operations in the Interim Consolidated Statement of Cash Flows (unaudited) for the three months ended March 31, 2010 and 2009 are as follows:

	<b>2010</b>	<b>2009</b>
<b>Operating activities of discontinued operations</b>		
Loss from discontinued operations	(111)	(2,146)
Adjustments for non-cash items:		
Depletion, depreciation and amortization	-	431
Impairment of properties	-	15
Dry hole costs	-	6
Accretion	-	12
Gain on asset disposals	(77)	-
Asset retirement obligation	-	426
Changes in working capital:		
Accounts receivable	62	(467)
Prepaid expenses	(200)	262
Accounts payable and accrued expenses	(81)	(236)
Payables to joint venture partner	-	2
	<b>(407)</b>	<b>(1,695)</b>
<b>Investing activities of discontinued operations</b>		
Property, plant & equipment	-	(450)
Proceeds from sale of assets	277	-
	<b>277</b>	<b>(450)</b>
<b>Cash flows used in discontinued operations</b>	<b>(130)</b>	<b>(2,145)</b>

During the three months ended March 31, 2010, the remaining inventories in the United States from discontinued operations were sold for gross proceeds of \$277,000, resulting in a gain on asset disposals of \$77,000 (2009: \$nil).

**SHAMARAN PETROLEUM CORP.**  
**Notes to the Interim Consolidated Financial Statements (unaudited)**  
**For the three months ended March 31, 2010 and 2009**  
*(Expressed in thousands of United States Dollars unless otherwise indicated)*

**4. ACCUMULATED OTHER COMPREHENSIVE INCOME**

Accumulated other comprehensive income for the three months ended March 31, 2010 and for the year ended December 31, 2009 are comprised as follows:

	March 31, 2010	December 31, 2009
<b>Beginning of the period</b>	4	3,282
Reclassification of cumulative foreign currency translation gain	-	(3,282)
Gain on currency translation of the financial statements of a foreign operation	2	4
<b>End of the period</b>	<b>6</b>	<b>4</b>

The financial statements of the Swiss branch entity of the Group, have been translated from the functional currency of Swiss Francs into the reporting currency of the Company, with a resulting currency translation gain of \$2,000 at March 31, 2010 (2009: \$nil).

Consistent with the sale that occurred during 2009 of substantially all of the Group's petroleum properties located in the United States, the cumulative foreign currency translation gain which originated in 2007 was reclassified. Accordingly, the amount was reflected in the loss from discontinued operations for the year ended December 31, 2009.

**5. PROPERTY PLANT AND EQUIPMENT**

Property plant and equipment is comprised as follows:

	Cost	Accumulated depreciation	Net
<b>As at March 31, 2010:</b>			
Petroleum properties – Kurdistan	188,283	-	188,283
Corporate PP&E	332	(32)	300
	<b>188,615</b>	<b>(32)</b>	<b>188,583</b>
<b>As at December 2009:</b>			
Petroleum properties – Kurdistan	184,953	-	184,953
Corporate PP&E	233	(6)	227
	<b>185,186</b>	<b>(6)</b>	<b>185,180</b>

No depletion has been attributed to the costs of petroleum properties located in Kurdistan, as the related operations are currently in the pre-production exploration stage and, currently, there is no corresponding production or reserves.

**SHAMARAN PETROLEUM CORP.**  
**Notes to the Interim Consolidated Financial Statements (unaudited)**  
**For the three months ended March 31, 2010 and 2009**  
*(Expressed in thousands of United States Dollars unless otherwise indicated)*

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**6. ASSET RETIREMENT OBLIGATION**

The current and non-current portion of the Group's asset retirement obligation of \$1,001,000 (2009: \$1,001,000) and \$350,000 (2009: \$350,000), respectively, relate to the remaining interests the Group holds in petroleum properties located in the United States. The liability was estimated based on the Group's remaining net ownership interest in the corresponding wells and facilities, the estimated costs to abandon and reclaim the wells and facilities and the estimated timing of the costs to be incurred in future periods.

**7. SHARE CAPITAL AND CONTRIBUTED SURPLUS**

**(a) Share capital and contributed surplus**

The Company is authorized to issue an unlimited number of common shares with no par value.

Share capital and contributed surplus are comprised as follows:

	<b>Number of shares</b>	<b>Share capital</b>	<b>Contributed surplus</b>
<b>Common shares</b>			
Balance at December 31, 2009	499,546,088	379,673	3,360
Stock options granted during the period	-	-	204
<b>Balance at March 31, 2010</b>	<b>499,546,088</b>	<b>379,673</b>	<b>3,564</b>

**(b) Shares to be issued**

During the Annual General Meeting of the Company held on October 16, 2009 the shareholders passed a resolution ratifying and approving certain production sharing contracts with the Kurdistan Regional Government (the "KRG"), which resulted in an obligation for the Company to issue 100 million common shares to the KRG as consideration in exchange for the interests in the corresponding petroleum properties, indicated in note 5. The share price at close of business on October 16, 2009 was Cdn \$0.63 which has resulted in total consideration of \$61,349,000 (Cdn \$63,000,000). At March 31, 2010 the issuance of the shares was pending subject to certain actions to be performed by the KRG.

**SHAMARAN PETROLEUM CORP.**  
**Notes to the Interim Consolidated Financial Statements (unaudited)**  
**For the three months ended March 31, 2010 and 2009**  
*(Expressed in thousands of United States Dollars unless otherwise indicated)*

**7. SHARE CAPITAL AND CONTRIBUTED SURPLUS (continued)**

**(c) Share options**

The Company has an established share purchase option plan whereby a committee of the Company's board of directors may, from time to time, grant up to a total of 10% of the issued share capital to directors, officers, employees or consultants. The number of shares under option at any specific time to any one optionee shall not exceed 5% of the issued and outstanding common shares of the Company. The term of any options granted under the plan will be fixed by the Board of Directors and may not exceed five years from the date of grant. All options granted are subject to a four month hold period from the date of granting. Vesting terms are at the discretion of the Board of Directors. All issued stock options have terms of three to five years and vest over periods of up to three years. The exercise price of an option is not less than the closing price on the TSX Venture Exchange ("the Exchange") on the last trading day preceding the grant date, less the applicable discount, provided that the exercise price will not be less than Cdn \$0.10 per share.

Movement in stock options issued and outstanding is as follows:

	Number of options	Weighted average exercise price (Cdn \$)
<b>Outstanding at December 31, 2009</b>	<b>4,110,000</b>	<b>0.82</b>
Granted	775,000	0.49
Cancelled/forfeited	(340,000)	2.15
<b>Outstanding at March 31, 2010</b>	<b>4,545,000</b>	<b>0.67</b>

At March 31, 2010, 2,343,333 options were exercisable at an average exercise price of Cdn \$0.73 per share with a weighted average remaining life of 2.64 years.

**SHAMARAN PETROLEUM CORP.**  
**Notes to the Interim Consolidated Financial Statements (unaudited)**  
**For the three months ended March 31, 2010 and 2009**  
*(Expressed in thousands of United States Dollars unless otherwise indicated)*

**7. SHARE CAPITAL AND CONTRIBUTED SURPLUS (continued)**

**(c) Share options (continued)**

The incentive stock options issued and outstanding are as follows:

<b>Expiry date</b>	<b>No. of options outstanding at March 31, 2010</b>	<b>Exercise price (Cdn \$)</b>
April 24, 2011	1,235,000	0.48
January 18, 2011	300,000	1.20
March 27, 2012	150,000	2.15
September 10, 2014	1,375,000	0.67
September 30, 2014	710,000	0.64
January 3, 2015	600,000	0.47
February 3, 2015	75,000	0.46
March 25, 2015	100,000	0.60
	<b>4,545,000</b>	

The Company recognizes compensation expense on stock options granted to both employees and non-employees using the fair value method at the date of grant, which the Company records as an expense. The stock option compensation expense is calculated using the Black-Scholes option pricing model. The weighted average fair value of options granted and the assumptions used in their determination are as follows:

	<b>2010</b>	<b>2009</b>
Expected dividend yield	0%	0%
Risk-free interest rate (weighted average)	3.27%	3.32%
Expected stock price volatility (weighted average)	86.47%	95.77%
Expected option life in years (weighted average)	4.06	3.98
Grant date fair value (weighted average)	Cdn \$0.35	Cdn \$0.48

Stock option compensation expense for the three months ended March 31, 2010 was \$204,000 (2009: \$nil).

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

**SHAMARAN PETROLEUM CORP.**  
**Notes to the Interim Consolidated Financial Statements (unaudited)**  
**For the three months ended March 31, 2010 and 2009**  
*(Expressed in thousands of United States Dollars unless otherwise indicated)*

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**8. INCOME TAXES**

For the three months ended March 31, 2010, the Group had income tax expense of \$13,000, relating to a provision for income tax on service income generated in the Swiss branch entity of the Group, which was created in the fourth quarter of 2009. There was no income tax expense reported in the comparable period in 2009, as there was no taxable income in any of the Group companies.

**9. RELATED PARTY TRANSACTIONS**

Namdo Management Services Ltd. ("Namdo") provides corporate administrative support and investor relation services to the Company under an agreement which commenced April 1, 2007. For these services and associated reimbursable costs Namdo was paid \$56,000 during the three months ended March 31, 2010 (2009: \$33,000). Namdo is a private corporation owned by a shareholder of the Company.

During the first three months of the year 2010, the Company incurred legal fees of \$19,000 (2009: \$36,000) with a law firm in which an officer of the Company is a partner.

The Company receives services from various subsidiary companies of Lundin Petroleum AB ("Lundin"), a shareholder of the Company. Lundin charges during the first quarter of 2010 were \$840,000 (2009: \$nil) which was comprised of G&G and other technical service costs of \$72,000 (2009: \$nil), reimbursement for ShaMaran travel and related expenses of \$192,000 (2009: \$nil), office rental, administrative and building services of \$118,000 (2009: \$nil), and fees of \$458,000 (2009: \$nil) relating to a guarantee provided to the KRG on behalf of the Company in respect of its minimum financial commitments, charged at a rate of 3% per annum, and payable semi-annually beginning June 30, 2010.

**10. COMMITMENTS AND CONTINGENCIES**

**(a) Production Sharing Contracts ("PSC")**

As described in Note 15 to the audited consolidated financial statements for the year ended December 31, 2009, the Group had a combined \$61 million minimum financial commitment relating to the PSCs governing its petroleum operations in two separate petroleum exploration and development properties, the Pulkhana Block 10 and the Arbat Block, located in the Kurdistan Region of Iraq. The PSCs also require the Group to fund certain personnel, training, environmental, and technological assistance projects, during the period over which the contracts are in effect. As at March 31, 2010, the total commitments under the two PSCs were approximately \$61 million.

All qualifying petroleum costs incurred by the Group shall be recovered from a portion of available petroleum production, defined under the terms of the PSCs. At any time during the exploration period the Group has the right to terminate the PSCs, by surrendering the entire contract area.

**SHAMARAN PETROLEUM CORP.**  
**Notes to the Interim Consolidated Financial Statements (unaudited)**  
**For the three months ended March 31, 2010 and 2009**  
*(Expressed in thousands of United States Dollars unless otherwise indicated)*

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**10. COMMITMENTS AND CONTINGENCIES (continued)**

**(b) Amendment and Novation Agreement to the Block K42 Option Agreement ("K42 Option Agreement")**

As described in Note 15 to the audited consolidated financial statements for the year ended December 31, 2009, the K42 Option Agreement requires the Group to conduct certain seismic services, including the acquisition of 200 kilometers of seismic surveying, within the option period of 18 months commencing October 1, 2009, which is extendable for a further three months. The Group, together with the operator, Oil Search (Iraq) Limited, are required to pay 100% of all the costs incurred during the option period, 25% of which are to be paid by the Group.

The Group estimates its remaining minimum commitments under the K42 Option Agreement to be approximately \$1.7 million as at March 31, 2010.

All qualifying petroleum costs incurred by the Contractor during the option period would be recoverable from a portion of available petroleum production, defined under the terms of the PSC.

**(c) Net Profit Interest**

The Group has entered into agreements for local services whereby certain third parties are entitled to receive a net profit interest in respect of the Pulkhana Block 10 and Arbat Block PSCs.