



*Emerald Bay Energy*

**Emerald Bay Energy Inc.  
Financial Statements  
For the three months ended  
March 31, 2006  
(Prepared by Management - Unaudited)**

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## **UNAUDITED INTERIM FINANCIAL STATEMENTS**

In Accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company Discloses that its auditors have not reviewed the unaudited financial statements for the period ended March 31, 2006

**Emerald Bay Energy Inc.**  
**Balance Sheets**  
**Prepared by Management - Unaudited**

	<b>March 31</b>	<b>December 31</b>
	<b>2006</b>	<b>2005</b>
		Audited
<b>Assets</b>		
<b>Current</b>		
Cash and short term investments	\$ 1,291,686	\$ 3,203,638
Short term investments	65,560	64,060
Accounts receivable	564,622	815,073
Prepaid expenses and deposits	2,655	2,655
	1,924,523	4,085,426
<b>Due from related parties</b>	<b>218,500</b>	<b>218,500</b>
<b>Property and equipment (Note 3)</b>	<b>2,350,913</b>	<b>2,329,707</b>
<b>License</b>	<b>48,898</b>	<b>51,471</b>
<b>Deposits</b>	<b>20,237</b>	<b>20,237</b>
	<b>\$ 4,563,071</b>	<b>\$ 6,705,341</b>

**Liabilities and Shareholders' Equity**

**Current**

Note payable (Note 5)	\$ -	\$ 2,000,000
Accounts payable and accrued liabilities	1,032,886	1,191,735
	1,032,886	3,191,735
<b>Asset retirement obligation</b>	<b>118,991</b>	<b>117,021</b>
	<b>1,151,877</b>	<b>3,308,756</b>

**Contingencies**

**Shareholders' equity**

Share capital (Note 4(b))	5,787,678	5,695,691
Contributed surplus	319,423	150,351
Deficit	(2,695,907)	(2,449,457)
	<b>3,411,194</b>	<b>3,396,585</b>
	<b>\$ 4,563,071</b>	<b>\$ 6,705,341</b>

"Shelby D. Beattie" Director  
Shelby D. Beattie

"Gibson C. Scott" Director  
Gibson C. Scott

The accompanying notes are an integral part of these financial statements.

**Emerald Bay Energy Inc.**  
**Statements of Operations and Deficit**  
**Prepared by Management - Unaudited**

	<b>For the three months ended</b>	
	<b>March 31</b>	March 31
	<b>2006</b>	2005
<b>Revenue</b>		
Petroleum and natural gas sales	\$ 935,520	\$ 308,444
Royalties net of Alberta Royalty Tax Credit	<u>(273,580)</u>	<u>(71,213)</u>
	<u>661,940</u>	<u>237,231</u>
<b>Expenses</b>		
Operating	162,227	61,982
General and administrative	367,981	327,093
Stock option expense	169,072	-
Research and development	-	67,932
Depletion, amortization and accretion	198,747	104,807
Interest	13,555	11,285
	<u>911,582</u>	<u>573,099</u>
<b>Income (loss) from operations</b>	<u>(249,642)</u>	<u>(335,868)</u>
<b>Other income</b>		
Interest	<u>3,192</u>	<u>1,520</u>
<b>Loss for the period</b>	<u>(246,450)</u>	<u>(334,348)</u>
Deficit, beginning of period	<u>(2,449,457)</u>	<u>(1,586,147)</u>
<b>Deficit, end of period</b>	<u>\$ (2,695,907)</u>	<u>\$ (1,920,495)</u>
<b>Loss per common share basic and diluted (Note 5(d))</b>	<u>\$ (0.01)</u>	<u>\$ (0.03)</u>
<b>Weighted average number of shares</b>	<u>27,637,277</u>	<u>13,208,304</u>

The accompanying notes are an integral part of these financial statements.

**Emerald Bay Energy Inc.**  
**Statements of Cash Flows**  
**Prepared by Management - Unaudited**

For the three months ended

	Mar 31 2006	Mar 31 2005
<b>Cash flows from operating activities</b>		
Net loss for the period	\$ (246,450)	\$ (334,348)
Adjustments for:		
Depletion, amortization and accretion	196,174	104,807
Amortization of license fee	2,573	-
Stock option expense	169,072	7,342
<b>Cash flow from operations</b>	<u>121,369</u>	<u>(222,199)</u>
<b>Changes in non-cash operating balances</b>		
Accounts receivable	250,451	(5,047)
Prepaid expenses and deposits	-	-
Accounts payable	(69,349)	(43,760)
Accrued liabilities	(89,500)	-
	<u>91,602</u>	<u>(271,106)</u>
<b>Cash flows from financing activities</b>		
Bank loan advances	-	30,000
Repayment of note payable	(2,000,000)	-
Related party repayments	-	(1,521)
Issuance of share capital, net of costs	91,987	1,133,446
	<u>(1,908,013)</u>	<u>1,161,925</u>
<b>Cash flows from investing activities</b>		
Purchases of property and equipment	<u>(215,410)</u>	<u>(746,430)</u>
<b>Increase (decrease) in cash and equivalents</b>	<b>(1,910,452)</b>	<b>144,389</b>
Cash and equivalents, beginning of period	<u>3,267,698</u>	<u>98,160</u>
<b>Cash and equivalents, end of period</b>	<b>\$ 1,357,246</b>	<b>\$ 242,549</b>

	2006	2005
<b>Cash and equivalents, end of period</b>		
Cash and cash equivalents	\$ 1,291,686	\$ 242,549
Short term investments	65,560	-
	<u>\$ 1,357,246</u>	<u>\$ 242,549</u>

The accompanying notes are an integral part of these financial statements.

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**Emerald Bay Energy Inc.**  
**Notes To Financial Statements**  
**Prepared by Management - Unaudited**

**March 31, 2006**

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**1. Nature of Operations**

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Emerald Bay Energy Inc. (the "Company") was incorporated under the Business Corporations Act of Alberta on May 9, 1997 and is listed on the TSX Venture exchange. The Company is engaged in the exploration for and development of petroleum and natural gas properties principally in Alberta and Texas and is developing a lateral drilling technology.

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**2. Summary of Significant Accounting Policies**

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The financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles. The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. The financial statements have, in management's opinion, been properly prepared using careful judgement with reasonable limits of materiality and within the framework of the significant accounting policies summarized below.

a) Property and equipment

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

Costs capitalized, together with the costs of production equipment, are depleted on the unit-of-production method based on the estimated gross proved reserves. Petroleum products and reserves are converted to equivalent units of natural gas at approximately 6,000 cubic feet to 1 barrel of oil.

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

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

In applying the full cost method, the Company calculates a ceiling test whereby the carrying value of property and equipment is compared to the sum of the undiscounted cash flows expected to result from the future production of proved reserves and the sale of unproved properties. Cash flows are based on third party quoted forward prices, adjusted for transportation and quality differentials. Should the ceiling test result in an excess of carrying value, the Company would then measure the amount of impairment by comparing the carrying amounts of property and equipment to an amount equal to the estimated net present value of future cash flows from proved plus probable reserves and the sale of unproved properties. The Company's risk-free interest rate is used to arrive at the net present value of the future cash flows. Any excess carrying would be recorded as a permanent impairment.

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**Emerald Bay Energy Inc.**  
**Notes To Financial Statements**  
**Prepared by Management - Unaudited**

**March 31, 2006**

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**2. Summary of Significant Accounting Policies – Continued**

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Furniture and equipment are carried at cost and amortized over the estimated useful lives of the asset on a straight-line basis over three to five years.

b) Joint venture operations

The majority of the Company's petroleum and natural gas exploration activities are conducted jointly with others. These financial statements reflect only the Company's proportionate interest in such activities.

c) Asset retirement obligations

The company provides for asset retirement obligations for associated long-lived assets that result from the acquisition, construction, development or normal use for the assets and requires that a liability for an asset retirement obligation be recognized when incurred, recorded at fair value and classified as a liability in the balance sheet. When the liability is initially recorded, the entity will capitalize the net present value of the cost and increase the carrying value of the related long-lived asset. Asset retirement obligations represent future liabilities, and, as a result, accretion expense will be accrued on this liability until the obligation is satisfied. At the same time, the capitalized cost will be depleted over the estimated useful life of the related asset. At settlement date, the entity will settle the obligation for its recorded amount or recognize a gain or loss upon settlement.

d) Revenue recognition

Revenue associated with the sales of petroleum and natural gas production owned by the Company is recognized when the title passes from the Company to its customers. Transportation costs are not netted against revenue but included with production costs, as they are not material to show separately. Alberta Royalty Tax Credits are deducted from royalty expense. Commodities sold by the Company below or above its working interest share in the related resource properties may result in production underliftings, which is recorded in inventory. Product inventories are valued at the lower of average cost and net realizable value on a first-in, first-out basis.

e) Flow-through equity instruments

Expenditure deductions for income tax purposes related to exploratory activities funded by flow-through share/warrants arrangements are renounced to investors in accordance with income tax legislation. A future tax liability is recognized upon the renunciation of tax pools and share capital is reduced by the estimated costs of the renounced tax deductions at the time of filings with the proper tax authorities.

f) Financial instruments

The Company carries a number of financial instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values, unless otherwise noted.

March 31, 2006

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## 2. Summary of Significant Accounting Policies - Continued

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g) Measurement uncertainty

The amounts recorded for depletion and amortization of petroleum and natural gas properties and equipment and the provision for asset retirement obligations are based on estimates. The ceiling test is based on estimates of proved reserves, production rates, oil and gas prices, future costs and other relevant assumptions. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes and estimates in future periods could be significant.

The financial statements include accruals based on the terms of existing joint venture agreements. Due to varying interpretations of the definition of terms in these agreements the accruals made by management in this regard may be significantly different from those determined by the Company's joint venture partners. The effect on the financial statements resulting from such adjustments, if any, will be reflected prospectively.

h) Future income taxes

The liability method is used in accounting for income taxes. Under this method, future tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities, and measured using substantially enacted tax rates and laws that will be in effect when the differences are expected to reverse. Where uncertainty exists relating to the ability to utilize a tax asset, a valuation allowance is recorded.

i) Cash and short-term investments

Cash and short-term investments include bank balances and all highly liquid instruments purchased with an original maturity of three month or less.

j) Stock based compensation plan

The company uses the fair value method of accounting for stock options awarded to directors, officers and stockholders. Compensation expense is recorded over the vesting period using the estimated fair value of the option on the grant date. Consideration paid on the exercise of stock options is recorded as share capital.

k) Per share amounts

Basic earnings (loss) per common share are computed by dividing earnings (loss) by the weighted average number of common shares outstanding for the period. Diluted per share amounts reflect the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common shares. The treasury stock method is used to determine the dilutive effect of stock options and other dilutive instruments, in accordance with new standards approved by the Canadian Institute of Chartered Accountants.

l) License fee

License fee relates to patent rights of certain lateral drainhole drilling technology. Commencing in 2003 this license fee is now being amortized over a period of 6 years.

**Emerald Bay Energy Inc.**  
**Notes To Financial Statements**  
**Prepared by Management - Unaudited**

**March 31, 2006**

**3. Property and Equipment**

	<b>March 31, 2006</b>		
	<u>Cost</u>	<u>Accumulated Depletion and Depreciation</u>	<u>Net Book Value</u>
Petroleum and natural gas properties	\$ 3,745,616	\$ 1,446,120	\$ 2,299,496
Office furniture and equipment	<u>114,070</u>	<u>62,653</u>	<u>51,417</u>
	<u>\$ 3,859,686</u>	<u>\$ 1,508,773</u>	<u>\$ 2,350,913</u>
	<b>December 31, 2005</b>		
	<u>Cost</u>	<u>Accumulated Depletion and Depreciation</u>	<u>Net Book Value</u>
Petroleum and natural gas properties	\$ 3,546,040	\$ 1,255,821	\$ 2,290,219
Office furniture and equipment	<u>98,236</u>	<u>58,748</u>	<u>39,488</u>
	<u>\$ 3,644,276</u>	<u>\$ 1,314,569</u>	<u>\$ 2,329,707</u>

No general administrative expenses have been capitalized to property and equipment.

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**Emerald Bay Energy Inc.**  
**Notes To Financial Statements**  
**Prepared by Management - Unaudited**

**March 31, 2006**

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**4. Equity Instruments**

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- a) Authorized  
Unlimited number of common voting shares  
Unlimited number of preferred shares, issuable in series.

- b) Issued

	<u>March 31, 2006</u>	
	<u>Number of Shares</u>	<u>Amount</u>
Common shares issued and issuable for cash		
Balance, beginning of period	27,637,277	\$ 5,295,629
Subscription received		34,987
Balance, end of period	<u>27,637,277</u>	<u>5,330,616</u>
Warrants outstanding beginning of period	8,368,278	400,062
Warrants issued (i)	100,000	25,000
Warrants issued (ii)	160,000	32,000
Balance, end of period	<u>8,628,278</u>	<u>457,062</u>
<b>Equity instruments balance March 31, 2006</b>		<u>\$ 5,787,678</u>

**Emerald Bay Energy Inc.**  
**Notes To Financial Statements**  
**Prepared by Management - Unaudited**

**March 31, 2006**

**4. Equity Instruments - continued**

c) Stock options

The Company has established a stock option plan whereby the Company may grant directors, officers, employees and consultants up to a maximum of 10% of the issued common shares. The stock options granted on March 29, 2004 vest evenly over a 3 year period from the date of grant and expire 5 years after the date of grant. All other stock options granted vest immediately after the date of grant and expire 5 years after the date of grant.

	<b>March 31, 2006</b>		December 31, 2005	
	<b>Number of options</b>	<b>Weighted average exercise price</b>	Number of options	Weighted Average Exercise price
Stock options, beginning of period	1,179,904	\$ 0.29	842,904	\$ 0.27
Granted	1,250,000	0.25	650,000	0.25
Expired			(313,000)	(0.27)
Stock options outstanding, end of period	<b>2,429,904</b>	<b>\$ 0.27</b>	1,179,904	\$ 0.27
Exercisable, end of period	<b>2,288,237</b>	<b>\$ 0.26</b>	1,003,306	\$ 0.26

The stock options outstanding as at March 31, 2006 are as follows:

<u>Exercise prices</u>	<u>Options outstanding</u>			<u>Options exercisable</u>	
	<u>Options outstanding</u>	<u>Weighted average remaining term (years)</u>	<u>Weighted average exercise price</u>	<u>Options exercisable</u>	<u>Weighted average exercise price</u>
\$0.19	104,904	2.1	\$ 0.19	104,904	\$ 0.19
\$0.25	1,900,000	4.6	0.25	1,900,000	0.25
\$0.32	425,000	3.0	0.32	283,333	0.32
	<b>2,429,904</b>	<b>4.2</b>	<b>\$ 0.26</b>	<b>2,288,237</b>	<b>\$ 0.26</b>

d) Diluted loss per share

The exercise of options and warrants would be anti-dilutive.

**5. Note Payable**

On September 15, 2005 Emerald Bay entered into an agreement with Toscana Capital Corporation and its financial partner Toscana GP Capital Inc. and obtained a \$2,000,000 bridge financing credit facility used to repay all credit facilities at the Alberta Treasury Branches and provide working capital. The loan interest rate was 12% per annum. The facility, was repaid in full January 3, 2006 and was secured against the assets of the Corporation. Fees totaling \$40,000 were paid in relation to this financing.