

**GUARDIAN EXPLORATION INC.**

Management's Discussion & Analysis

As at March 31, 2008 for the Three Months Ended  
March 31, 2008

**GUARDIAN EXPLORATION INC.**

Consolidated Financial Statements  
(Unaudited)

March 31, 2008

## **Notice to Reader**

The consolidated financial statements of Guardian Exploration Inc. and the accompanying consolidated interim balance sheets as of March 31, 2008 and the consolidated interim statements of operations and deficit and cash flows for the three month period ended March 31, 2008 are the responsibility of the Company's management.

The interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in Canada and are considered by management to present fairly the financial position, operating results and cash flows of the Company.

These interim consolidated financial statements have not been reviewed by an auditor. These interim consolidated financial statements are unaudited and include all adjustments, consisting of normal and recurring items, that management considers necessary for a fair presentation of the consolidated financial position, results of operations and cash flows.

Dated: June 3, 2008

Signed "*Graydon Kowal*"

Graydon Kowal  
President and Chief Executive Officer

**GUARDIAN EXPLORATION INC.**  
**BALANCE SHEETS**  
**(UNAUDITED)**

	<b>March 31</b>	<b>December 31</b>
	<b>2008</b>	<b>2007</b>
	<b>\$</b>	<b>\$</b>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	69,519	72,026
Accounts receivable (note 5)	853,466	1,376,500
Prepaid expenses	114,977	54,615
	<u>1,037,962</u>	<u>1,503,141</u>
<b>Deposit</b> (note 6)	360,335	345,825
<b>Property and equipment</b> (note 7)	7,481,193	3,647,091
	<u>8,879,490</u>	<u>5,496,057</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	5,287,193	4,739,267
Due to related company (note 9)	453,135	451,967
Due to shareholder (note 10)	224,585	246,092
Convertible debentures (note 8)	400,000	-
	<u>6,364,913</u>	<u>5,437,326</u>
<b>Asset retirement obligations</b> (note 11)	918,900	876,947
	<u>7,283,813</u>	<u>6,314,273</u>
Going Concern and Commitments (notes 1 & 14)		
<b>Shareholders' equity</b>		
Share capital (note 12)	8,949,555	6,903,838
Warrants (note 12)	673,600	673,600
Contributed surplus (note 12)	955,213	878,990
Deficit	(8,982,691)	(9,274,643)
	<u>1,595,677</u>	<u>(818,215)</u>
	<u>8,879,490</u>	<u>5,496,057</u>

See accompanying notes to these consolidated financial statements

**GUARDIAN EXPLORATION INC.**  
**STATEMENTS OF INCOME (LOSS), COMPREHENSIVE INCOME (LOSS) AND DEFICIT**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2008 AND 2007**  
**(UNAUDITED)**

	<b>2008</b>	<b>2007</b>
	<b>\$</b>	<b>\$</b>
<hr/>		
<b>Revenue</b>		
Petroleum and natural gas	668,271	90,277
Royalties	(46,927)	(42,212)
Interest income	15,561	-
	<hr/> 636,905	<hr/> 48,065
<b>Expenses</b>		
Operating	191,897	80,746
General and administrative	231,918	300,600
Interest	444	4,465
Stock-based compensation	76,223	-
Depletion, depreciation and accretion	159,033	67,101
Foreign exchange	(59,448)	21,558
	<hr/> 600,067	<hr/> 474,470
<b>Income (loss) from operations</b>	36,838	(426,405)
Income attributable to settlement of accounts payable	(255,114)	-
<b>Net income (loss) and comprehensive income (loss)</b>	291,952	(426,405)
<b>Deficit, beginning of period</b>	(9,274,643)	(7,570,373)
<b>Deficit, end of period</b>	<hr/> <b>(8,982,691)</b>	<hr/> <b>(7,996,778)</b>
<b>Income (loss) per share (note 12)</b>		
<b>Basic</b>	\$0.01	(\$0.02)
<b>Diluted</b>	\$0.00	(\$0.02)

See accompanying notes to these consolidated financial statements

**GUARDIAN EXPLORATION INC.**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2008 AND 2007**  
**(UNAUDITED)**

	<b>2008</b>	<b>2007</b>
	<b>\$</b>	<b>\$</b>
<b>Cash and cash equivalents provided by (used in)</b>		
<b>Operating activities</b>		
Net income (loss)	291,952	(426,405)
Items not effecting cash:		
Depletion, depreciation and accretion	159,033	67,101
Stock-based compensation	76,223	-
Abandonment costs incurred	-	(44,574)
Foreign exchange	(59,448)	21,558
Income attributable to settlement of accounts payable	(255,114)	-
	212,646	(382,320)
Changes in non-cash working capital items (note 13)	85,469	(5,159,559)
	298,115	(5,541,879)
<b>Financing activities</b>		
Debt issued	400,000	-
Debt repaid	-	(1,000,000)
Advances from (repayment to) related company	1,167	(50,000)
Issuance of share capital, net of share issue costs	2,045,717	-
Advances from shareholder	(21,507)	-
	2,425,377	(1,050,000)
<b>Investing activities</b>		
Expenditures on property and equipment	(3,651,128)	-
Proceeds on sale of property and equipment	-	6,500,000
Settlement recoveries of property and equipment	-	847,641
Change in non-cash working capital items (note 13)	925,129	21,557
	(2,725,999)	7,369,198
<b>Change in cash</b>	<b>(2,507)</b>	<b>777,319</b>
<b>Cash, beginning of period</b>	<b>72,026</b>	<b>101,556</b>
<b>Cash, end of period</b>	<b>69,519</b>	<b>878,875</b>
<b>Supplemental cash flow information</b>		
Interest paid	444	4,465

See accompanying notes to these consolidated financial statements

**GUARDIAN EXPLORATION INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED MARCH 31, 2008 AND 2007  
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**1. GOING CONCERN**

These financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles and accordingly, have been prepared using the same principles as those for a going concern. As at March 31, 2008, the Company had a working capital deficiency of \$5,326,951 (December 31, 2007 – \$3,934,186) and an accumulated deficit of \$8,982,691 (December 31, 2007 – \$9,274,643). Should the Company be unsuccessful in realizing the value of its current and future projects, it may not be able to realize its assets and discharge its liabilities in the normal course of business.

The Company's efforts and resources are directed at developing a portfolio of projects and realizing on the value of such projects in the future. Due to numerous risks inherent in these projects, there can be no assurance the Company will be successful. While the Company seeks to mitigate risks by working with joint venture partners and developing a stable production base, the Company's success will, largely, depend on its continued ability to finance the development of existing projects and the acquisition and development of new projects.

Management believes that the going concern assumption is appropriate for these financial statements. If this assumption were not appropriate, adjustments to the carrying amounts of the assets and liabilities, revenues and expenses and the balance sheet classification used may be necessary, and such adjustments may be material.

**2. NATURE OF OPERATIONS**

Guardian Exploration Inc. ("Guardian") was incorporated in Alberta as Guardian Resources Inc. on March 27, 2001. On May 14, 2001 Guardian changed its name to Guardian Exploration Inc. and obtained Extra-provincial Registration in British Columbia on June 22, 2001. On April 21, 2006 Guardian amalgamated with Resilient Resources Ltd. ("Resilient"), a public company listed on the TSX Exchange. The amalgamated company continued under the name Guardian Exploration Inc. (the "Company"). The Company is engaged in the acquisition, exploration, and development of petroleum and natural gas properties in western Canada and the State of Montana.

**3. SIGNIFICANT ACCOUNTING POLICIES**

**a) Consolidation**

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, K2 America Corp. and K2 Operating Corp. They were incorporated under the General and Business Corporate Law of the State of Montana on November 16, 1995 and February 12, 1998, respectively. All inter-entity transactions and balances have been eliminated.

**b) Basis of presentation**

The Company's financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the period. Actual results could differ from these estimates.

**4. CHANGES IN ACCOUNTING POLICIES**

Effective January 1, 2008, the Company adopted Section 3862, Financial Instruments – Disclosures and Section 3863, Financial Instruments – Disclosures and Presentation. These disclosure standards were adopted retrospectively without restatement and require entities to provide disclosures to evaluate the significance of the Company's financial instruments and the nature and the extent of risks arising from financial instruments

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
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to which the Company is exposed during the period and at the balance sheet date, and how the Company manages those risks.

Effective January 1, 2008, the Company adopted Section 1535, Capital Disclosures, which requires companies to disclose their objectives, policies and processes for managing capital as well as compliance with any externally imposed capital requirements.

**International Financial Reporting Standards**

The Accounting Standards Board has confirmed the convergence of Canadian GAAP with International Financial Reporting Standards (“IFRS”) will be effective January 1, 2011. The Company will continue to monitor the transition process but due to the extended period of time until implementation, the Company has not assessed the impact of the adoption of IFRS at this time.

**5. ACCOUNTS RECEIVABLE**

During the three months ended March 31, 2008, the Company entered into a settlement agreement with a joint venture partner that owed the Company \$1,487,255 for joint venture operations. The settlement agreement included a cash payment of \$150,000 and an undivided working interest in an unproven property with no identifiable value. The Company had previously written-off the remaining outstanding balance of \$1,337,255, during the year-ended December 31, 2007.

**6. DEPOSIT**

As part of the finalization of the Third Amended Agreement with the Blackfeet Nation, the Company has placed a deposit of \$306,960 (USD\$ 300,000), in favor of the Bureau of Indian Affairs-Blackfeet Agency to cover the costs of future site restoration and abandonment liabilities. This deposit is considered to be refundable, subject to application for refund, which may or may not be granted. Accordingly, the deposit is shown as a long-term asset.

**7. PROPERTY AND EQUIPMENT**

	<b>March 31 2008 \$</b>	<b>December 31 2007 \$</b>
Petroleum and natural gas properties and equipment	14,501,987	10,526,510
Accumulated depletion and depreciation	(7,020,794)	(6,879,419)
	<u>7,481,193</u>	<u>3,647,091</u>

There were no capitalized general and administrative expenses for the three months ended March 31, 2008 and 2007.

Unproven property costs of \$1,000,000 (December 31, 2007 - \$1,000,000) have been excluded from capitalized costs subject to depletion.

At March 31, 2008, future development costs of \$1,479,000 (December 31, 2007 - \$1,479,000) relating to Canadian proved undeveloped reserves were included in the depletion calculation.

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**8. CONVERTIBLE DEBENTURE**

During the three months ended March 31, 2008, the Company closed a private placement of \$400,000 principle amount of convertible secured debentures. The debentures bear interest at a rate of 8% per annum payable monthly in arrears, are due on June 30, 2008 and are convertible into certain interests in the Company properties at any time on the earlier of July 2, 2008 or in the event of default. Of this amount, \$200,000 in convertible debentures was issued to relative of an officer and director of the Company. A \$20,000 financing fee was paid on this transaction.

**9. DUE TO RELATED COMPANY**

Amounts owing to a company, related by common management, are unsecured, bear no interest and have no fixed terms of repayment.

**10. DUE TO SHAREHOLDER**

Amounts owing to the controlling shareholder of the Company are unsecured, bear no interest and have no fixed terms of repayment.

**11. ASSET RETIREMENT OBLIGATIONS**

The Company's asset retirement obligations are based on the Company's net ownership in wells and facilities, management's estimates of costs to abandon and reclaim those wells and facilities, as well as an estimate of the future timing of the costs to be incurred.

The total undiscounted amount of cash flows required to settle the obligations as measured at March 31, 2008 are estimated to be \$1,454,778 (December 31, 2007 - \$1,418,029). These obligations are expected to be settled at various times over the next 16 years. The timing of the settlements of the obligations for the Ronalane, Cherry, Antole and Alderson areas could have a significant range due to the status of the wells. Management has used an estimate of 5 years for purposes of this calculation. The credit-adjusted risk free rate at which the estimated cash flows were discounted was 8% during the three months ended March 31, 2008 (December 31, 2007 - 8%) and the estimated inflation rate used to project future costs was 2.5% (December 31, 2007 - 2.5 %).

A reconciliation of the Company's asset retirement obligation is provided below:

	<b>Three Months Ended</b>	<b>Year Ended</b>
	<b>March 31, 2008</b>	<b>December 31, 2007</b>
	<b>\$</b>	<b>\$</b>
Asset retirement obligation, beginning of period	876,947	1,207,667
Obligations incurred	24,295	-
Dispositions	-	(427,972)
Accretion expense	17,658	97,252
<b>Asset retirement obligation, end of period</b>	<b>918,900</b>	<b>876,947</b>

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**12. SHARE CAPITAL**

**a) Authorized**

Unlimited number of Class A common voting shares  
Unlimited number of Class B non-voting common shares  
Unlimited number of Class A voting preferred shares, 7% non-cumulative, redeemable by the Company.

**b) Issued and outstanding**

	<b>Number of Shares</b>	<b>Amount \$</b>
<b>Balance, December 31, 2007</b>	20,079,422	6,903,838
Private placements of common shares for cash	8,871,300	2,288,816
Share issue costs	-	(243,099)
<b>Balance, March 31, 2008</b>	<b>28,950,722</b>	<b>8,949,555</b>

- i) On January 18, 2008, the Company closed a private placement of 5,500,000 units at \$0.22 per unit for total gross proceeds of \$1,210,000, to an officer and director of the Company. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant is exercisable into one common share at a price of \$0.30 for two years from the date of closing. The units issued pursuant to the financing are subject to a four month hold period. In connection with the financing, the company issued 550,000 agent warrants to the agent, exercisable for a period of two years from the date of closing into common shares of the Company at exercise price of \$0.22. Concurrently with this transaction, the officer and director sold 5,500,000 common shares of the Company from his personal holdings to clients of the agent.
- ii) On February 4, 2008 the Company closed a private placement of 3,371,300 units at \$0.32 per unit for total gross proceeds of \$1,078,816, to an officer and director of the Company. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant is exercisable into one common share at a price of \$0.35 for two years from the date of closing. The units issued pursuant to the financing are subject to a four month hold period. In connection with the financing, the company issued 337,130 agent warrants to the agent, exercisable for a period of two years from the date of closing into common shares of the Company at exercise price of \$0.22. Concurrently with this transaction, the officer and director sold 3,371,300 common shares of the Company from his personal holdings to clients of the agent.

For the three months ended March 31, 2007, all outstanding stock options and warrants were anti-dilutive and have been excluded in calculating the diluted per share figures.

**c) Stock options**

The Company has a stock option plan under which directors, officers, employees and consultants are eligible to receive stock option grants. The stock options issued shall not exceed 10% of the issued shares of the Company at the time of granting of options. The exercise price and vesting terms of any options granted are fixed by the Board of Directors of the Company at the time of grant.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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The following table outlines the stock option plan activity:

	Number of Options	Weighted Average Exercise Price
<b>Balance, December 31, 2007</b>	1,350,000	\$0.54
Granted	200,000	\$0.22
<b>Balance, March 31, 2008</b>	1,550,000	\$0.50
<b>Exercisable, March 31, 2008</b>	455,000	\$0.68

Stock options outstanding			Stock options exercisable		
Exercise Prices	Outstanding Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Options Exercisable	Weighted Average Exercise Price
\$0.15	800,000	\$0.15	4.6	200,000	\$0.15
\$0.22	200,000	\$0.22	4.8	-	-
\$1.10	550,000	\$1.10	3.2	255,000	\$1.10
	1,550,000	\$0.54	4.1	455,000	\$0.68

During the three months ended March 31, 2008, 200,000 stock options were granted (2007 – Nil) with a fair value of \$0.153 (2007 - \$nil) per option as determined using the Black-Scholes model. The stock options granted vest over a period of 12 months and expire in 2013. The fair value of each stock option granted was estimated on the date of grant using the Black Scholes option pricing model with the following assumptions:

	March 31, 2008	March 31, 2007
Risk-free interest rate	5.0%	-
Expected life	5 years	-
Expected volatility range	84%	-
Expected dividend	Nil	-

**d) Warrants**

	Number of Warrants	Weighted Average Exercise Price
<b>Balance, December 31, 2007</b>	-	-
Issued pursuant to private placement	5,500,000	\$0.30
Issued pursuant to private placement	3,371,300	\$0.35
<b>Balance, March 31, 2008</b>	8,871,300	\$0.32

**e) Agent Warrants**

	Number of Warrants	Weighted Average Exercise Price
<b>Balance, December 31, 2007</b>	-	-
Issued to agents pursuant to private placement	550,000	\$0.22
Issued to agents pursuant to private placement	337,130	\$0.32
<b>Balance, March 31, 2008</b>	887,130	\$0.26

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**f) Debenture warrants**

	<b>Number of Warrants</b>	<b>Weighted Average Exercise Price</b>
<b>Balance, December 31, 2006</b>	-	-
Granted	1,600,000	\$0.75
Amalgamated adjustment	(816,387)	-
<b>Balance, December 31, 2007 and March 31, 2008</b>	<b>783,613</b>	<b>\$1.53</b>

**h) Contributed surplus**

	<b>Three Months March 31, 2008</b>	<b>Year Ended December 31, 2007</b>
	<b>\$</b>	<b>\$</b>
Balance, beginning of period	878,990	529,890
Stock-based compensation	76,223	318,982
Equity portion of debenture repaid	-	30,118
<b>Balance, end of period</b>	<b>955,213</b>	<b>878,990</b>

**i) Earnings per share**

Basic per share amounts are calculated using the weighted average number of shares outstanding for the three months ended March 31, 2008 of 26,566,156 (March 31, 2007 - 20,079,422).

For the three months ended March 31, 2007, the Company's dilutive instruments have not been included in the Computation of earnings per share as the effect would be anti-dilutive.

**13. SUPPLEMENTAL CASH FLOW INFORMATION**

	<b>Three Months Ended March 31, 2008</b>	<b>Three Months Ended March 31, 2007</b>
	<b>\$</b>	<b>\$</b>
<b>Changes in non-cash working capital</b>		
Change in accounts receivable	523,034	115,919
Change in prepaid expenses and deposits	(60,362)	(130,647)
Change in accounts payable and accrued liabilities	547,926	(5,123,274)
	<b>1,010,598</b>	<b>(5,138,002)</b>
<b>Relating to:</b>		
Operating activities	85,469	(5,159,559)
Investing activities	925,129	21,557
	<b>1,010,598</b>	<b>(5,138,002)</b>
Cash interest paid	444	4,465
Cash taxes paid	-	-

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
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**14. COMMITMENTS**

**a) Blackfeet Tribal agreement**

The Company owns the rights to explore for petroleum and natural gas on approximately 100,000 tribal mineral acres titled the Eastern Lands on the Blackfeet Indian Reservation in northern Montana. Under the terms of the Third Amended Oil and Gas Exploration Agreement (“Agreement”) with the Blackfeet Indian Reservation the Company had commitments to retain its exploration rights in the lands as follows:

- i) payments to the Blackfeet Tribe of annual rental fees of US\$300,000 until April 2008; and
- ii) an obligation to drill a total of 4 wells; 2 wells by September 1, 2007 and the remaining 2 wells by April 18, 2008, when the exploration agreement with the Blackfeet Nation expires.

During 2007, the Company was granted an extension by the Blackfeet Nation to drill the first 2 wells of the remaining 4 wells from September 1, 2007 to January 15, 2008. Subsequent to December 31, 2007, due to the Company’s failure to drill 2 wells prior to the January 15, 2008 deadline, the Company received notification from the Blackfeet Nation that the Agreement was terminated on January 15, 2008. The Company believes it has legal remedies in this matter and is currently pursuing all legal means to protect its interests.

**b) Office lease obligation**

The Company has a five year office lease agreement which expires on October 31, 2008. The following table outlines the Company’s estimated lease commitments over the life of the agreement:

	<b>\$</b>
2008	38,437

**15. RELATED PARTY TRANSACTIONS**

The Company paid \$12,714 to a law firm of which a director of the Company is a partner. The fees paid are in the normal course of business and are recorded at the exchange amount which is the amount of consideration established and agreed to by the related parties.

**16. SEGMENTED DISCLOSURES**

Effective April 21, 2006, the Company conducts its business in Canada and the United States

For the three months ended March 31, 2008

	<b>Canada</b>	<b>United States</b>	<b>March 31, 2008</b>
Petroleum and natural gas revenue	\$457,403	\$210,868	\$668,271
Interest expense	\$304	\$140	\$444
Depletion, depreciation and accretion	\$120,589	\$38,444	\$159,033
Income for the period	\$60,050	\$231,902	\$291,952
Property and equipment	\$6,051,351	\$1,429,842	\$7,481,193

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**17. FINANCIAL INSTRUMENTS**

The Company is exposed to financial risk on its financial instruments including accounts receivable, accounts payable and accrued liabilities, bank debt and convertible debentures. The Company manages its exposure to financial risks by operating in a manner that minimizes its exposure to the extent practical. The main financial risks affecting the Company are as follows:

**Credit Risk**

Credit risk is primarily related to the Company's receivables from petroleum and natural gas marketers and joint venture partners and the risk of financial loss if a customer, partner or counterparty to a financial instrument fails to meet its contractual obligations. Receivables from petroleum and natural gas marketers are normally collected on the 25th day of the month following production. The Company sells its production to several petroleum and natural gas marketers so that the exposure to any one entity is minimized. The Company historically has not experienced any collection issues with its petroleum and natural gas marketers. Joint venture receivables are typically collected within one to three months of the joint venture bill being issued to the partner. The Company attempts to mitigate the risk from joint venture receivables by obtaining partner approval of significant capital expenditures prior to expenditure. The Company does not typically obtain collateral from joint venture partners; however in certain circumstances, it may cash call a partner in advance of the work being performed. The Company establishes an allowance for doubtful accounts as determined by management based on their assessment of collection therefore the carrying amount of accounts receivable generally represents the maximum credit exposure. There were no receivables written off during the three months ended March 31, 2008.

**Market Risk**

Market risk consists of commodity price, foreign currency and interest rate risks.

**a) Commodity Price Risk**

Commodity price risk is the risk that future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for petroleum and natural gas are impacted by world demand and supply, and economic events that dictate the levels of supply and demand. The Company has no financial derivative sales contracts in place as at or during the three months ended March 31, 2008.

**b) Foreign Currency Exchange Risk**

Foreign currency exchange rate risk is the risk that future cash flows will fluctuate as a result of changes in foreign exchange rates. Although all of the Company's petroleum and natural gas sales are denominated in Canadian dollars, the underlying market prices in Canada for petroleum and natural gas are impacted by changes in the exchange rate between the Canadian and United States dollar. The Company had no forward exchange rate contracts in place as at or during the three months ended March 31, 2008.

**c) Interest Rate Risk**

Interest rate cash flow risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company is exposed to interest rate fluctuations on its credit facility which bears a floating rate of interest.

**Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are 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 risking harm to the Company's

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reputation. As well, the Company utilizes authorizations for expenditures on both operated and non-operated projects to further manage capital expenditures.

**Fair Value of Financial Instruments**

The carrying values and fair values of these financial instruments at March 31, 2008 are disclosed below by financial instrument category as follows:

<b>Financial Instrument</b>	<b>Carrying Value</b>	<b>Fair Value</b>
Accounts receivable (loans and receivables)	\$853,466	\$853,466
Accounts payable (other liabilities)	\$5,287,193	\$5,287,193
Due to related company (other liabilities)	\$453,135	\$453,135
Due to shareholder (other liabilities)	\$224,585	\$224,585
Convertible debenture <sup>(1)</sup> (other liabilities)	\$400,000	n/a

(1) The fair value of the convertible debentures cannot be measured reliably due to the lack of trading information and further cannot be separated in a manner that is comparable to the carrying value of the liability component of the convertible debentures. The principal amount of the convertible debentures are \$400,000.

**Capital Management**

The Company's policy is to maintain a strong capital base for the objectives of maintaining financial flexibility, creditor and market confidence and to sustain the future development of the business. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying petroleum and natural gas assets. The Company considers its capital structure to include shareholders' equity, bank debt and working capital. In order to maintain or adjust the capital structure, the Company may from time to time issue shares and adjust its capital spending to manage current and projected debt levels. The Company's going concern (see note 1) has limited the Company's flexibility in regards to managing its capital structure and has placed additional pressure on the Company to raise additional capital through the raising of equity, additional debt or the selling of certain assets to remain a going concern. The Company is not subject to any externally imposed capital requirements.

**18. SUBSEQUENT EVENTS**

**a) Private Placements**

On May 13, the Company closed the first tranche of a brokered private placement equity financing. The placement consisted of 600,000 common shares of the Company at a price of \$0.30 per common share and 3,185,500 flow-through shares at a price of \$0.35 per flow-through share for gross proceeds of \$1,294,925. The Company intends to raise a total of \$3,500,000 on the same terms. The shares issued pursuant to the financing are subject to a four month hold period. In connection with the financing, the Company has committed to issue up to 1,166,667 agents warrants to the agent, exercisable for a period of two years from the date of closing into common shares of the Company at an exercise price of \$0.30. As a result of the first closing, 378,550 warrants have been granted to the agent.

**GUARDIAN EXPLORATION INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED MARCH 31, 2008 AND 2007  
(UNAUDITED)**

**b) Settlement of debts**

Subsequent to March 31, 2008, the Company entered into a shares for debt settlement to settle \$302,164 of outstanding debts due by the Company in exchange for the issuance of 407,421 Common Shares of the Company at a deemed price of \$0.55 per share. The common shares issued are subject to a four-month hold period from the date of issuance.

Subsequent to March 31, 2008, the Company negotiated a reduction of certain accounts payable with vendors of approximately \$32,168.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management discussion and analysis ("MD&A") of financial conditions and results of operations is as of June 2, 2008 and should be read in conjunction with the unaudited consolidated financial statements of Guardian Exploration Inc. ("Guardian" or the "Company") for the three months ended March 31, 2008 and the audited consolidated financial statements for the years ended December 31, 2007 and 2006. Additional information relating to the Company can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com).

Discussion with regard to Guardian's 2008 outlook is based on currently available information. The financial data presented below has been prepared in accordance with Canadian generally accepted accounting principles (GAAP). The reporting and operating currency is the Canadian dollar.

This MD&A contains the terms "funds flow from operations", "funds flow per share" and "operating netback" which do not have standardized meanings prescribed by Canadian GAAP and therefore may not be comparable to performance measures presented by others. Funds flow from operations, as used by the Company, is comprised of cash flow from operating activities before changes in non-cash operating working capital. Operating netback represents revenue less royalties, operating expenses and transportations expenses. These non-GAAP measures may not be comparable to the calculation of similar measures for other entities. The Company believes that operating netback and funds flow from (used by) operations represent indicators of the Company's performance and a key measure of the Company's ability to generate the necessary cash to fund future capital expenditures. Funds from (used by) operations and operating netback as presented is not intended to represent operating cash flow or operating profits for the period nor should they be viewed as an alternative to cash flow from operating activities, net earnings (loss) or other measures of financial performance calculated in accordance with Canadian GAAP. See "Funds Flow from Operations" and "Netbacks".

The term barrels of oil equivalent ("boe") may be misleading, particularly if used in isolation. A boe conversion ratio of 6 thousand cubic feet (mcf) equals 1 barrel (bbl) is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. All boe conversions in this report are derived by converting gas to oil in the ratio of six thousand cubic feet of gas to one barrel of oil.

### SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information regarding the Company set forth in this report includes forward looking statements. All statements other than statements of historical facts contained in this MD&A, including statements regarding our future financial position, business strategy and plans and objectives of management for future operations, are forward-looking statements. The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "should," "plan," "expect" and similar expressions, as they relate to us, are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions described elsewhere in this report.

Other sections of this report may include additional factors, which could adversely affect our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur, which may cause the Company's actual performance and financial results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements.

We undertake no obligation to update publicly or revise any forward-looking statements. Furthermore, the forward-looking statements contained in this report are made as of the date of this report, and we undertake no obligation to update publicly or to revise any of the included forward-looking statements unless required by applicable securities laws, whether as a result of new information, future events or otherwise. The forward-looking statements in this report are expressly qualified by this cautionary statement.

## CORPORATE OVERVIEW

Guardian Exploration Inc. (“Guardian”) was incorporated in Alberta as Guardian Resources Inc. on March 27, 2001. On May 14, 2001 Guardian changed its name to Guardian Exploration Inc. and obtained Extra-provincial Registration in British Columbia on June 22, 2001. On April 21, 2006 Guardian amalgamated with Resilient Resources Ltd. (“Resilient”), a public company listed on the TSX Exchange. The amalgamated company continued under the name Guardian Exploration Inc. (the “Company”). The Company is engaged in the acquisition, exploration, and development of petroleum and natural gas properties in western Canada and the State of Montana. The Company’s shares trade on the TSX Venture Exchange under the symbol “GX”.

## CORPORATE UPDATE

The board of directors and management of the Company are very encouraged by the significant progress the Company has made in the past several months. Entering 2008, the Company has no production or revenue and a significant working capital deficit. During the three months ended March 31, 2008, and subsequent to that date, the Company has closed three equity financings, has drilled 2 successful wells under the Breaker Energy Inc. (“Breaker”) farm-in agreement and have successfully and efficiently constructed a 100% owned natural gas pipeline to transport the Company’s natural gas production to a new third party processing facility. This is a significant event in the Company’s history as the Company now has two processing facilities to process natural gas production from the Company’s Kotcho field, thereby, significantly reducing the chance that the production will be shut-in in the future. The Company now believes it has turned the corner and is beginning a substantial growth phase for the Company. The board of directors and management would like to thank all its stakeholders for the patience and understanding during the last year.

## SELECTED INFORMATION

	Three Months Ended	
	March 31	
	2008	2007
Petroleum and natural gas revenue, before royalties	\$668,271	\$90,277
Funds flow from (used in) operations	\$212,646	(\$382,320)
Funds flow from (used in) operations per share - basic	\$0.01	(\$0.02)
Funds flow from (used in) operations per share - diluted	\$0.01	(\$0.02)
Net income (loss)	\$291,952	(\$426,405)
Net income (loss) per share - basic	\$0.01	(\$0.02)
Net income (loss) per share - diluted	\$0.01	(\$0.02)
Capital expenditures	\$3,651,128	-
Working capital (deficit)	(\$5,326,951)	\$336,222
Total Assets	\$8,879,490	\$5,785,524
Production (boe/d)	74	25

## RESULTS OF OPERATIONS

### PRODUCTION

	Three Months Ended March 31	
	2008	2007
<b>Production</b>		
Crude oil (bbl/d)	74	-
Natural gas (mcf/d)	-	149
Oil equivalent production (boe/d)	74	25

For the year three months ended March 31, 2008, Guardian averaged 74 boe/d as compared to 25 boe/d for the three months ended March 31, 2007, representing a 196% increase. Production for the three months ended March 31, 2008 was comprised of 100% crude oil and no natural gas production, as the Kotcho wells had not come back on production in the first quarter 2008. Guardian's production was significantly impacted for most of 2007 and the first quarter of 2008 when the producing Kotcho field was shut-in during January 2007 due to third party processing capacity restrictions and the well remained shut-in for the rest of the year until April 2008 when a 100% owned natural gas pipeline was constructed and put into service to transport the Kotcho well's production to a third party processing facility. Production from the Company's Montana Cutbank field contributed approximately 23 bbls/d of crude oil for the first quarter of 2008. The increase in oil production is attributed to the 2 wells drilled in the first quarter of 2008 and placed on production in the Girouxville area under the farm-in agreement with Breaker Energy.

### PRICING

#### Benchmark Prices

	Three Month Ended March 31	
	2008	2007
Crude oil – WTI (US\$ per Bbl)	\$97.70	\$58.25
Crude oil – Edmonton Par Price (\$ per Bbl)	\$98.61	\$67.86
Natural gas – AECO Spot (\$/mcf)	\$7.86	\$7.37
Exchange rate (\$US/\$Cdn)	1.00	0.85

West Texas Intermediate at Cushing, Oklahoma ("WTI") is the benchmark reference price for North American crude oil prices. Canadian crude oil prices are based upon the average of several postings, primarily at Edmonton Alberta, and represents the WTI price adjusted for quality and transportation differentials, the US/CDN dollars exchange rate and local demand and supply influences. Crude oil prices averaged US\$97.70 per barrel and \$98.61 at Edmonton for the first quarter of 2008 as tight supply/demand fundamentals and global political instability continued to keep global oil prices unstable and at historical highs. The increase in the Canadian dollar relative to the U.S. dollar in the first quarter 2008 partially offset the increase in oil price during the same period, in Canadian dollar terms.

United States natural gas prices are commonly referenced to the New York Mercantile Exchange at Henry Hub in Louisiana ("NYMEX") while Canadian natural gas prices are typically referenced to the AECO Hub in Alberta. Natural gas prices are influenced more by North American supply and demand than global fundamentals. Natural gas prices averaged \$7.86 per Mcf at AECO for the first quarter 2008 compared to \$7.37 for the first quarter of 2007 with natural gas prices remaining very volatile due to fluctuating supply and demand forecasts and unstable weather patterns.

## Realized Prices

	Three Months Ended March 31	
	2008	2007
<b>Average Prices</b>		
Crude oil (\$/bbl)	\$99.57	-
Natural gas (\$/mcf)	-	\$6.74
Oil equivalent (\$/boe)	\$99.57	\$40.44

Guardian's averaged realized price for its crude oil was \$99.57 for the months ended March 31, 2008 with no corresponding oil production for the same period in 2007. For the three months ended March 31, 2008 the Company did not have any natural gas revenue as a result of the shut-in of the Kotcho field. For the three months ended March 31, 2007, the average natural gas price was \$6.74 per mcf.

## REVENUES

	Three Months Ended March 31	
	2008	2007
<b>Production Revenue</b>		
Crude oil	\$668,271	-
Natural gas	-	\$90,277
Total production revenue	\$668,271	\$90,277

For the three months ended March 31, 2008, Guardian recorded \$686,271 in crude oil revenues and no natural gas revenues, a 100% increase and 100% decrease, respectively, over the three months ended March 31, 2007. The increase in crude oil revenue is a result of an increase in crude oil production in 2008 from the Company's Montana Cutbank property and new oil production from the Company's recently drilled wells in Girouxville, drilled under the Breaker farm-in agreement. The decrease in natural gas revenue is attributable to the decrease in natural gas production due to the Company's Kotcho property being shut-in for approximately two months in the first quarter of 2007, due to third party processing restrictions, and was still shut-in in for the entire first quarter of 2008. Production from the Kotcho property resumed in April 2008 following the construction of a 100% Company operated pipeline to another third party processing facility

The Company currently has no financial derivatives or physical delivery contracts in place. All production volumes are currently sold into the spot market.

## ROYALTIES

	Three Months Ended March 31	
	2008	2007
Royalties	\$46,927	\$42,212
As a percentage of revenue	7%	47%

Royalties for the three months ended March 31, 2008, were \$46,927 or 7% of gross revenue as compared to \$42,212 or 47% of revenue for the three months ended March 31, 2007. The increase in absolute royalties in the first quarter of 2008 is due to the increased oil production which is partially offset by the decreased natural gas production revenue. On a percentage of revenue basis, the decrease from 47% in the first quarter of 2007 to 7% of gross revenue in the first quarter of 2008 is attributable one of the recently drilled wells in Girouxville qualifying for a royalty holiday thereby reducing the overall royalty rate as a percentage of gross oil and natural gas revenue.

On October 25, 2007, the Alberta government announced the New Royalty Framework that will come into effect on January 1, 2009, which was in response to the Alberta Royalty Review Panel's recommendations announced on September 18, 2007. During the three months ended March 31, 2008, the Company drilled 2 wells in the province of

Alberta under the Breaker farm-in agreement and currently those wells are the only production in the province of Alberta. At this time the Company is unable to determine the effect the New Royalty Framework will have on these wells.

On April 10, 2008, the Alberta provincial government announced certain changes to its new Alberta Royalty Framework as a result of certain unintended consequences with respect to Deep Oil and Deep Gas drilling. It is expected that numerous changes will be made to the current royalty structure effective January 1, 2009. Although details have not yet been released, Guardian expects that the revised royalty program will generally have a negative impact on the Alberta conventional oil and gas production.

## OPERATING EXPENSES

	Three Months Ended March 31	
	2008	2007
Operating expenses	\$191,897	\$80,746

Operating expenses for the three months ended March 31, 2008 were \$191,897 compared with \$80,746 for the three months ended March 31, 2007. The increase in operating costs during the three months ended March 31, 2008 is a result of the increase in production volumes for the period as compared with the same period in 2007.

## GENERAL AND ADMINISTRATIVE EXPENSES

During the three months ended March 31, 2008, general and administrative expenses (“G&A”), net of recoveries, were \$231,918 as compared to \$300,600 for the three months ended March 31, 2007. The decrease in overall G&A expenses is due to the reduced operations and overall staffing levels of the Company, as compared with the three months ended March 31, 2007. The Company expects G&A expenses to increase slightly as the Company’s operations as now increasing, resulting in higher staffing levels.

## STOCK-BASED COMPENSATION

Stock-based compensation expense is the amortization over the vesting period of the stock options granted to employees, directors, and key consultants of the Company. The fair value of the stock options granted is estimated at the grant date using the Black Scholes option pricing model. During the three months ended March 31, 2008, the Company issued 200,000 stock options to a new director of the Company. Stock-based compensation for the quarter ended March 31, 2008 was \$76,223 as compared with no stock-based compensation expense for the quarter ended March 31, 2007. The increase in stock-based compensation expense is a result of the increase in the numbers of options issued and outstanding as stock-based compensation is amortized over the vesting period of the options.

## INTEREST EXPENSE

Interest and financing expense for the three months ended March 31, 2008 was \$444 compared with \$4,465 for the three months ended March 31, 2007.

## DEPLETION, DEPRECIATION AND ACCRETION

	Three Months Ended March 31	
	2008	2007
Depletion, depreciation and accretion expense	\$159,033	\$67,101

Depletion, depreciation and accretion for the three months ended March 31, 2008 was \$159,033 as compared to \$67,101 for the three months ended March 31, 2007. The increase in depletion is a result of increased production volumes in the first quarter of 2008 as compared with the first quarter of 2007.

The Company follows the full cost method of accounting for its operations as described in the CICA’s accounting guideline 16, “Oil and Gas Accounting - Full Cost”. Accordingly, the cost of all wells, both successful and

unsuccessful, are added to the Company's capital base and are depleted on the unit of production method based on estimated gross proved reserves at forecast prices and costs as determined by independent engineers and the Company's internal estimates. Costs of unproven properties, seismic and undeveloped land, net of impairments, are excluded from the depletion calculation and future capital costs associated with proved undeveloped reserves are included in the depletion calculation.

In recognizing an asset retirement obligation "ARO" associated with the retirement of a tangible long-lived asset, the Company records a liability in the period in which it is incurred and becomes determinable, with an offsetting increase in the carrying amount of the associated asset. The cost of the tangible asset, including the initially recognized ARO is depleted such that the cost of the ARO is recognized over the useful life of the asset. The ARO is recorded at fair value and accretion expense is recognized over time as the discounted liability is accreted to its expected settlement value.

The provision for asset retirement obligations are determined by management in consultation with the Company's independent engineers and are based on prevailing regulations, costs, technology and industry standards. The Company estimates that the total future value of its asset retirement obligations at March 31, 2008 is \$1,454,778. Current expenditures for actual abandonment and site restoration in the three months ended March 31, 2008 were \$nil.

## **TAXES**

During the three months ended March 31, 2008 and 2007, the Company recorded no cash or future income tax expense.

As of March 31, 2008, the Company has approximately \$7.5 million in tax pools available to offset future taxable income.

## **NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)**

	<b>Three Months Ended</b>	
	<b>March 31</b>	
	<b>2008</b>	<b>2007</b>
Net income (loss)	\$291,952	(\$426,405)
Net income (loss) - per basic share	\$0.01	(\$0.02)
Net income (loss) - per diluted share	\$0.01	(\$0.02)
Weighted average shares outstanding - basic	26,566,156	20,079,422
Weighted average shares outstanding - diluted	26,961,156	20,079,422

For the three months ended March 31, 2007, all outstanding stock options and warrants are anti-dilutive and have been excluded in calculating the diluted weighted average shares outstanding.

## **FUNDS FLOW FROM OPERATIONS**

It is management's view that funds flow from operations is a useful measure of performance and a good benchmark when comparing results from period to period. Funds flow from operations is a non-GAAP measure, reconciled with net loss in the table below:

	<b>Three Months Ended March 31</b>	
	<b>2008</b>	<b>2007</b>
<b>Net income (loss)</b>	\$291,952	(\$426,405)
Add back (subtract) items not effecting cash:		
Depletion, depreciation and accretion	\$159,033	\$67,101
Stock-based compensation	\$76,223	-
Foreign exchange	(\$59,448)	\$21,558
Abandonment costs incurred	-	(\$44,574)
Income attributable to settlement of accounts payable	(\$255,114)	-
Funds flow from operations	\$212,646	(\$382,320)
Funds flow per share - basic	\$0.01	(\$0.02)
Funds flow per share - diluted	\$0.01	(\$0.02)

## SHARE CAPITAL

	<b>Three Month Ended March 31</b>	
	<b>2008</b>	<b>2007</b>
<b>Outstanding common shares</b>		
Weighted average outstanding common shares		
Basic	26,566,156	20,079,422
Diluted	26,961,156	20,079,422

On January 18, 2008, the Company closed a private placement of 5,500,000 units at \$0.22 per unit for total gross proceeds of \$1,210,000, to an officer and director of the Company. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant is exercisable into one common share at a price of \$0.30 for two years from the date of closing. The units issued pursuant to the financing are subject to a four month hold period. In connection with the financing, the company issued 550,000 agent warrants to the agent, exercisable for a period of two years from the date of closing into common shares of the Company at exercise price of \$0.22. Concurrently with this transaction, the officer and director sold 5,500,000 common shares of the Company from his personal holdings to clients of the agent.

On February 4, 2008 the Company closed a private placement of 3,371,300 units at \$0.32 per unit for total gross proceeds of \$1,078,816, to an officer and director of the Company. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant is exercisable into one common share at a price of \$0.35 for two years from the date of closing. The units issued pursuant to the financing are subject to a four month hold period. In connection with the financing, the company issued 337,130 agent warrants to the agent, exercisable for a period of two years from the date of closing into common shares of the Company at exercise price of \$0.22. Concurrently with this transaction, the officer and director sold 3,371,300 common shares of the Company from his personal holdings to clients of the agent.

Due to the anti-dilutive effect of Guardian's net loss for the three months ended March 31, 2007, the diluted number of shares is equivalent to basic number of shares.

<b>Outstanding Securities</b>	<b>Outstanding at March 31</b>	
	<b>2008</b>	<b>2007</b>
Common shares	28,950,722	20,079,422
Stock options	1,550,000	1,275,000
Warrants	8,871,300	237,502
Agent warrants	887,130	289,088
Debenture warrants	783,613	783,613

As of the date of this MD&A, there were 33,143,643 common shares issued and outstanding.

## **LIQUIDITY AND CAPITAL RESOURCES**

At March 31, 2008, the Company had a no bank credit facility and had a working capital deficit of \$5,326,951. The future operations of the Company is dependent on its ability to successfully explore, develop and produce economically viable reserves and market petroleum products from its properties and raise capital (through debt, equity or through the sale of certain of its assets) to support its activities and meet its current and future obligations. The Company has recently closed several equity financings and the board of directors and management believe that the Company has made significant progress in securing adequate financing, which when combined with the positive cash flow the Company is currently earning, will provide the necessary capital to develop its current and future projects.

The capital intensive nature of the Company's activities may create a negative working capital position in high levels of capital investment. The industry has a pre-arranged monthly clearing day for payment of revenues from all buyers of crude oil and natural gas. This occurs for all the Company's Canadian operations on the 25<sup>th</sup> day following the month of sale. As a result, the Company's production revenues are collected in an orderly fashion. To the extent that the Company has joint venture partners in its activities it will attempt to collect on a monthly basis the partner's share of capital and operating expenses. These are subject to collection risk. The Company has experienced a significant amount of uncollectible accounts receivable in the past. During the year ended December 31, 2007, the Company experienced bad debts of \$1,629,695 due to joint venture partner's inability to pay the outstanding amounts due to the Company.

The Company's cash flow and earnings are highly sensitive to changes in commodity prices, exchange rates and other factors that are beyond the control of the Company.

## **CRITICAL ACCOUNTING ESTIMATES**

### **Oil and Gas Reserve Estimates**

Estimates of economically recoverable oil and natural gas reserves (including natural gas liquids) and the future net cash flows therefrom are based upon a number of variable factors and assumptions, such as commodity prices, projected production from the properties, the assumed affects of regulation by government agencies and future operating costs. All of these estimates may vary from actual results. Estimates of the recoverable oil and natural gas reserves attributable to any particular group of properties, classifications of such reserves based on risk recovery and estimates of future net revenues expected therefrom, may vary. The Company's actual production, revenues, taxes, development and operating expenditures with respect to its reserves may vary from such estimates, and such variances could be material.

### **Ceiling Test**

The ceiling test calculation is used to assess the valuation of the Company's petroleum and natural gas properties. The first part measures whether impairment has occurred based on undiscounted future cash flows using estimated future prices, costs and proved reserves. When the first part indicates impairment exists, the second part of the test measures the amount of impairment based on discounted estimated future cash flows from proved and probable reserves. The Company reviews the related estimates when it performs its ceiling test on a quarterly basis. The impact of changes in the estimates of future prices and costs applied and the quantity of proved and probable reserves on the financial statements could be material.

### **Unproven Properties**

Costs related to unproven properties are excluded from costs subject to depletion until proved reserves have been determined or their value is impaired. These properties are reviewed quarterly, based on management's estimates of future prospects and any impairment is transferred to the costs being depleted.

## **Stock-Based Compensation**

The Company has a stock-based compensation plan which reserves shares of common stock for issuance to key employees, consultants and directors. The Company accounts for grants issued under this plan using the fair value recognition provisions whereby the cost of options granted to employees is charged to income with a corresponding increase in contributed surplus, based on an estimate of the fair value determined using the Black-Scholes option pricing model and amortized over the vesting period of the options issued.

## **Asset Retirement Obligations**

The Company records the fair value of an asset retirement obligation as a liability in the period in which it incurs a legal obligation associated with the asset, normally when the asset is purchased or developed. The associated asset retirement costs are capitalized as part of the carrying amount of the long lived asset and depleted and depreciated using a unit-of-production method over the life of the estimated proved reserves. Subsequent to the initial measurement of the asset retirement obligations, the obligations are adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation.

Inherent in the fair value calculation of ARO are numerous assumptions and judgments including the ultimate settlement amounts, inflation factors, credit adjusted discount rates, timing of settlement, and changes in the legal, regulatory, environmental and political environments. To the extent future revisions to these assumptions impact the fair value of the existing ARO liability, a corresponding adjustment is made to the petroleum and natural gas properties balance.

## **BUSINESS RISKS**

Exploration, development and production of petroleum and natural gas involves many risks that even the combination of experience and diligent evaluation may not be sufficient to overcome. Utilizing highly skilled professionals, focusing in areas where the Company has existing knowledge and expertise or access to such expertise, using the most up to date technology, and controlling costs to maximize margins, mitigate these risks. The Company maintains a comprehensive insurance program that insures liability and property consistent with good industry practices. The program is designed to mitigate risks and protect against significant loss. However, the Company is not fully insured against all these risks, nor are all such risks insurable.

The reserve and recovery information contained in the Company's independent reserve evaluation is only an estimate. The actual production and ultimate recovery of reserves from the properties may be greater or less than the estimates prepared by the independent reserve engineers. The reserve report was prepared using forecasted commodity prices as determined by independent engineers. If lower prices for crude oil, natural gas liquids and natural gas are realized by the Company, the present value of the estimated future cash flows for the reserves would be reduced and such reductions could be significant.

Financial risks include exposure to fluctuation in commodity prices, currency exchange rates and interest rates. To mitigate the risks, the Company may enter into physical contracts for the sale of crude oil, natural gas liquids and natural gas at fixed prices. The Company may also institute financial hedging techniques for interest rates, currency exchange rates and commodity prices. If utilized, such transactions would be subject to certain limits on term and amount as established by the Board of Directors.

## **Oil and Gas Risk**

Inherent in development of oil and gas reserves are risks, among others, of drilling dry holes, encountering production or drilling difficulties or experiencing high decline rates in producing wells. In addition, a major market risk exposure is in the pricing applicable to our oil and gas production. Realized pricing is primarily driven by the prevailing worldwide price for crude oil and spot prices applicable to our oil and natural gas production. Prices received for oil and gas production have been and remain volatile and unpredictable. If oil and gas prices decline significantly, even if only for a short period of time, it is possible that non-cash write-downs of our oil and gas properties could occur under the full-cost accounting method. Under these rules, we review the carrying value of our proved oil and gas properties each quarter to ensure that capitalized costs of proved oil and gas properties, net of

accumulated depreciation, depletion and amortization do not exceed the "ceiling." This ceiling is the present value of estimated future net cash flows from proved oil and gas reserves, discounted at 10 percent, plus the lower of cost or fair value of unproved properties included in the costs being amortized, net of related tax effects. If capitalized costs exceed this limit, the excess is charged to additional depletion, depreciation and accretion expense. The calculation of estimated future net cash flows is based on forecasted prices for crude oil and natural gas except for volumes sold under long-term contracts. Write-downs required by these rules do not impact cash flow from operating activities; however, as discussed above, sustained low prices would have a material adverse effect on future cash flows.

### **Financial and Liquidity Risks**

The Company anticipates that it will make capital expenditures for the acquisition, exploration, development and production of oil and natural gas in the future. On an ongoing basis, the Company will typically plan to utilize three sources of funding to finance its capital expenditure program; internally generated cash flow from operations, debt where deemed appropriate and new equity issues, if available at favourable terms. In addition, the Company may contemplate the sale of producing properties or the sale of other assets to fund its contractual obligations.

Funds flow is influenced by many factors, which the Company cannot control, such as commodity prices, the United States versus the Canadian exchange rate, interest rates and changes to existing government regulations and tax policies. Should circumstances affect cash flow in a detrimental way, the Company may have limited ability to expand the capital necessary to undertake or complete future drilling programs. In such circumstances, the Company would be required to either reduce the level of its capital expenditures or supplement its capital expenditure program with additional debt and/or equity financing. There can be no assurance that debt or equity financing will be available or sufficient to meet these requirements or, if debt or equity is available, that it will be on terms acceptable to the Company. Moreover, future activities may require the Company to alter its capitalization significantly. The inability of the Company to access sufficient capital for its operations could have a material adverse effect on the Company's financial condition, results of operations and prospects.

### **Issuance of Debt**

From time to time, the Company may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed partially or wholly with debt, which may increase the Company's debt levels above industry standards. Neither the Company's articles nor its by-laws limit the amount of indebtedness that the Company may incur. The level of the Company's indebtedness from time to time could impair the Company's ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

### **Supply of Service and Production Equipment**

The supply of service and production equipment at competitive prices is critical to the ability to add reserves at a competitive cost and produce these reserves in an economic and timely fashion. In periods of increased activity, these supplies and services can be difficult to obtain. Demand for such limited equipment or access restrictions may affect the availability of such equipment to the Company and may delay exploration and development activities. The Company attempts to mitigate this risk by developing strong long-term relationships with suppliers and contractors. There can be no assurances that these relationships will increase the availability of the supplies and services.

### **Regulatory Changes**

On October 25, 2007, the Government of Alberta announced a new royalty framework ("NRF") which is scheduled to take effect on January 1, 2009. The new framework was announced in response to a report released by an independent Royalty Review Panel appointed by the Government of Alberta that recommended an increase in the overall resource charges to oil and gas producers in the Province of Alberta. Under the new royalty framework, royalty rates will be increased on conventional oil, natural gas and the oil sands. The Government of Alberta estimates that the overall royalties will be increased by approximately \$1.4 billion over its previously estimated royalty revenues for 2010. Substantial legislative, regulatory and systems updates will be introduced before the changes become fully effective in January 2009.

The implementation of the proposed changes to the royalty regime in Alberta is subject to certain risks and uncertainties. The significant changes to the royalty regime requires new legislation, changes to existing legislation and regulation and development of proprietary software to support the calculation and collection of royalties. Additionally, certain proposed changes contemplate further public and/or industry consultation. There may be modifications introduced to the proposed royalty structure prior to the implementation thereof. An increase in the royalties payable by Guardian in addition to the costs of modifying the Corporations existing infrastructure to deal with the changes to the royalty regime will result in higher costs to Guardian and therefore reduced profitability. At this time the Company is unable to determine the effect the New Royalty Framework will have on these wells.

On April 10, 2008, the Alberta provincial government announced certain changes to its new Alberta Royalty Framework as a result of certain unintended consequences with respect to Deep Oil and Deep Gas drilling. It is expected that numerous changes will be made to the current royalty structure effective January 1, 2009. Although details have not yet been released, Guardian expects that the revised royalty program will generally have a negative impact on the Alberta conventional oil and gas production.

### **Related Party Transactions**

Legal fees in the amount of \$12,714 have been paid to a legal firm of which a director of the Company is a partner.

These transactions are in the normal course of business and are recorded at the exchange amount which is the amount of consideration established and agreed to by the related parties.

### **Contractual Obligations and Commitments**

The Company has a five year office lease agreement which expires on October 1, 2008. The following table outlines the Company's estimated remaining lease commitments over the life of the agreement:

	<b>Total</b>
2008	\$38,437

### **GUARANTEES, CONTINGENCIES AND OFF-BALANCE SHEET ARRANGEMENTS**

#### **Blackfeet Tribal agreement**

During the three months ended March 31, 2008, the Company was notified that the agreement with the Blackfeet Nation was terminated due to the Company's failure to fulfill its drilling obligations under the agreement. The Company believes that it has legal remedies in this matter and intends to pursue all available means to protect its interest. In the event the Company is not successful in protecting its interest, the Company would forfeit approximately 100,000 acres of undeveloped land which would result in a \$1,000,000 charge to income for impairment. The outcome is not determinable, and no amount of impairment has been recorded in these financial statements.

#### **Litigation**

The Company was named as a defendant in a lawsuit where a service company claims breach of contract due to non-payment of services in regards to field services rendered to the Company. The service company has filed statement of claim and is seeking payment of \$709,311. The Company has filed a statement of defence and counterclaim in the amount of \$1,500,000. The Company has included \$643,072 of the claim in accounts payable.

The Company is named as a defendant in several lawsuits where several service companies claim breach of contract due to non-payment of services in regards to field services rendered to the Company. The services companies have filed statements of claim and are seeking payment of \$489,251. The Company has filed statements of defence. In one of the claims, the plaintiff has been awarded a judgement against the Company in the amount of \$59,289. The Company has included \$476,946 of the claims in accounts payable.

The Company has not entered into any off-balance sheet arrangements or guarantees.

## **CHANGES IN ACCOUNTING POLICIES**

Effective January 1, 2008, the Company adopted Section 3862, Financial Instruments – Disclosures and Section 3863, Financial Instruments – Disclosures and Presentation. These disclosure standards were adopted prospectively and require entities to provide information enabling users of the financial statements to evaluate the significance of the Company's financial instruments and the nature and the extent of risks arising from financial instruments to which the Company is exposed during the period and at the balance sheet date, and how the Company manages those risks.

Effective January 1, 2008, the Company adopted Section 1535, Capital Disclosures, which requires companies to disclose their objectives, policies and processes for managing capital as well as compliance with any externally imposed capital requirements.

### **International Financial Reporting Standards**

On February 13, 2008, the Canadian Accounting Standards Board (“AcSB”) confirmed the mandatory changeover date to International Financial Reporting Standards (“IFRS”) for Canadian profit-oriented publicly accountable entities (“PAE's”) such as Guardian.

The AcB requires that FRS compliant financial statements be prepared for annual and interim financial statements commencing on or after January 1, 2011. For PAE's with a December 31 year-end, the first unaudited interim financial statements under IFRS will be the quarter ending March 31, 2011, with comparative financial information for the quarter ended March 2010. The first audited annual financial statements will be for the year ending December 31, 2011, with comparative financial information for the year ended December 31, 2010. This also means that all the opening balance sheet adjustments relating to the adoption of IFRS must be reflected in the January 1, 2010 opening balance sheet which will be issued as part of the comparative financial information in the March 31, 2011 unaudited interim financial statements.

Guardian intends to adopt these requirements as set out by the AcSB and other regulatory bodies. At this time, the impact of adopting IFRS cannot be reasonably quantified. During 2008, Guardian will continue to evaluate the impact of IFRS on the Company and develop and put in place a plan for the conversion to IFRS. The actual conversion work will occur in 2009 and 2010, in anticipation of the preparation of the January 1, 2010 balance sheet that will be required for comparative purposes for all periods ending in 2011.

## **MAINTENANCE OF DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING**

Disclosure controls and procedures have been designed to ensure that information required to be disclosed by the Company is accumulated and communicated to the Company's management as appropriate to allow timely decisions regarding required disclosure. In accordance with the continuous disclosure requirements under the securities commission rules and TSX Venture Exchange policies, the Company has adopted a Corporate Disclosure and Media Policy and has procedures in place to ensure that any sensitive information is identified, reviewed by management and disclosed in a timely manner to the regulatory authorities, shareholders and the public.

However, in contrast to the requirements under Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (MI 52-109), the Company has opted out under the rules afforded to TSX Venture issuers and Management and the Board do not make any representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in MI 52-109. In particular, Management and the Board are not making any representations relating to the establishment and maintenance of:

- a) Controls and other procedures designed to provide reasonable assurance that the information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

- b) A process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

In addition, Management and the Board would also like to highlight that the Company has identified certain weaknesses in ICFR specific to the Company which are:

- a. Due to the limited number of staff at Guardian, it is not feasible to achieve the complete segregation of incompatible duties;
- b. Due to the limited number of staff, the Company has a risk of material misstatement related to non-routine complex accounting matters that may arise.

The Company believes these weaknesses are mitigated by: the active involvement of senior management and oversight by the board of directors in all the affairs of the Company; open lines of communication within the Company; present levels of activities and transactions within the Company being readily transparent and the thorough review of the Company's financial statements by management and the board of directors. However, these mitigating factors will not necessarily prevent the likelihood that a material misstatement will not occur as a result of the aforementioned weaknesses in the Company's internal controls over financial reporting. A system of internal controls over financial reporting, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Company is filed on the SEDAR website at [www.sedar.com](http://www.sedar.com). Also, information can also be obtained by contacting the Company at Guardian Exploration Inc., 550, 435 – 4<sup>th</sup> Avenue S.W., Calgary, Alberta, T2P 3A8.