

CVU.A | CVU.B

# SEAVIEW ENERGY INC

THIRD QUARTER 2011 REPORT

# Q3

*For the three and nine months ended  
September 30, 2011*



# 2011

**November 23, 2011** – Calgary, Alberta – Seaview Energy Inc. (“Seaview” or the “Company”) releases the Company’s financial and operational results for the three and nine months ended September 30, 2011 and strategic business combination and reorganization transaction.

<b>SELECTED INFORMATION</b>			
<b>Financial (\$000's except per share amounts)</b>	<b>Q3 2011</b>	<b>Q2 2011</b>	<b>% Change</b>
Petroleum and natural gas sales	\$ 6,562	\$ 8,478	(23%)
Funds flow from operations <sup>(1)</sup>	2,773	4,297	(35%)
Basic and diluted per share <sup>(2)</sup>	0.04	0.07	(43%)
Net loss	(2,929)	(1,650)	(78%)
Basic and diluted per share <sup>(2)</sup>	(0.04)	(0.03)	(33%)
Capital expenditures <sup>(3)</sup>	3,809	3,712	3%
<b>Shares Outstanding at period end (000's)</b>			
Class A	65,553	65,553	-
Class B	1,054	1,054	-
<b>Operations</b>			
Daily production			
Natural gas (mcf/d)	11,121	13,810	(19%)
Light oil and NGLs (bbl/d)	410	437	(6%)
Total production (boe/d)	2,263	2,739	(17%)
Average realized sales price (net of risk management gains)			
Natural gas (per mcf)	\$ 4.41	\$ 4.56	(3%)
Light oil and NGL (per bbl)	62.39	75.97	(18%)
Netback per boe <sup>(1)</sup>			
Sales price	\$ 31.51	\$ 34.01	(7%)
Realized risk management gains	1.44	1.10	31%
Sales price (net of realized risk management gains)	32.95	35.11	(6%)
Royalties	(3.83)	(4.90)	(22%)
Operating expenses	(8.91)	(8.39)	6%
Transportation	(1.50)	(1.37)	9%
Operating netback <sup>(1)</sup>	\$ 18.71	\$ 20.45	(8%)

(1) The Company uses “funds flow from operations” and “funds flow from operations per share” which do not have any standardized meaning prescribed by IFRS. The terms are used to analyze operating performance and leverage. The Company uses “Netback per boe” and “Operating Netback” which do not have any standardized meaning prescribed by IFRS. The terms are used to evaluate performance and in capital allocation decisions.

(2) Weighted average diluted shares outstanding for all periods exclude both the impact of the conversion of the Class B shares and the effect of the granted options as they would have been anti-dilutive.

(3) Capital expenditures include only the cash additions for the period.

## FINANCIAL AND OPERATIONS OVERVIEW OF THIRD QUARTER 2011

- Average production for Q3 2011 was down 17% to 2,263 boe per day compared to Q2 2011 volumes of 2,739 boe per day;
- Production declines over Q3 2011 compared to Q2 2011 are primarily due to flush production and declines from the Company’s Wapiti Cardium horizontal wells tied-in during early Q2 2011. In addition, the Sinclair property disposition reduced Q3 2011 volumes by 66 boe per day over the quarter;
- Funds flow from operations for Q3 2011 decreased 35% to \$2.8 million compared to Q2 2011 funds flow of \$4.3 million. The decrease in funds flow is primarily attributed to the combination of the 17% production decrease and 7% decrease in realized prices;

- During the quarter, the Company executed the completion and testing of the 100/16-12-066-08W6/00 ("16-12 well") Cardium horizontal location using LPG fracing technology. The 16-12 well was placed on production on October 30, 2011 and therefore had nominal impact on Q3 2011 production results;
- Based on field estimates for the first 15 days of production, the 16-12 well averaged 145 boe per day consisting of 377 mcf per day of sales gas, 25 bbl per day of Natural Gas Liquids and 81 bbl per day of crude oil while flowing up tubing. Recently a pump-jack has been installed to optimize production;
- During the quarter, on August 3, 2011, the Company disposed of a minor natural gas asset in the Sinclair area of the Peace River Arch, for net proceeds of \$4.34 million. The proceeds have been used, initially, to reduce net debt.

## **SUBSEQUENT EVENT – STRATEGIC BUSINESS COMBINATION AND REORGANIZATION**

On November 21, 2011, Seaview announced that it had entered into an Arrangement Agreement (the "Arrangement Agreement") dated November 11, 2011 with Charger Energy Corp ("Charger"), Silverback Energy Ltd. ("Silverback") and Sirius Energy Inc. ("Sirius") to form a light oil focused, growth oriented junior exploration and production company to be lead by the current Charger management team.

The transaction will be completed by way of a Plan of Arrangement (the "Arrangement") whereby Charger, Silverback and Sirius will exchange all of their issued and outstanding shares for class A shares of Seaview. Each of the companies involved in the business combination is at arm's length with the others. Once the Arrangement is completed, the resulting entity will be renamed Charger Energy Inc.

Under the Arrangement, the share exchange will occur on the following basis:

- Each common share of Charger ("Charger Share") will be exchanged for 3.6364 class A shares of Seaview ("Seaview Shares") for a deemed aggregate acquisition cost of approximately \$72.5 million, using the November 11, 2011 closing price of \$0.53 for each Seaview Share
- Each common share of Silverback ("Silverback Share") will be exchanged for 5.8182 Seaview Shares for a deemed aggregate acquisition cost of approximately \$54.4 million, using the November 11, 2011 closing price of \$0.53 for each Seaview Share
- Each common share of Sirius ("Sirius Share") will be exchanged for 0.80 of a Seaview Share, for a deemed aggregate acquisition cost of approximately \$11.1 million, using the November 11, 2011 closing price of \$0.53 for each Seaview Share

As part of the Arrangement, each class B share of Seaview will, in accordance with the articles of Seaview, be exchanged for 10.0 Seaview Shares (class A) and, as a final step, all of the issued and outstanding Seaview Shares will be consolidated on a one for five basis.

The current directors and management of Charger will form the directors and management of the Resulting Entity upon closing, with a director nominee from the existing board of directors of Seaview.

It is estimated that there will be approximately 67.3 million Class A shares outstanding following completion of the Arrangement and the share consolidation, with shareholders of Charger, Silverback, Sirius and Seaview holding approximately 41%, 31%, 6% and 23% outstanding shares, on a non-diluted basis, respectively. The common shares of the Resulting Issuer will be listed and posted for trading on the TSX-V upon closing.

Michael Wuetherick, President and CEO of Seaview commented "This transaction achieves several strategic long term goals which will immediately benefit the shareholders of Seaview as well as Charger, Silverback and Sirius. Specifically, this transaction creates an entity with greater financial flexibility to support profitable growth from a portfolio of quality light oil resource plays. The Charger management team has a proven track record of delivering growth and shareholder value".

## **THE ARRANGEMENT**

The Arrangement is subject to the approval of 66 2/3 percent of the votes cast by the respective shareholders of each of Seaview, Silverback and Sirius and the securityholders of Charger. A joint information circular is expected to be mailed in December 2011 and it is expected that the shareholder meetings for all of the companies will occur in January 2012 with closing of the Arrangement expected shortly thereafter.

The Arrangement will also require stock exchange, court and regulatory approvals as is normally required for transactions of this nature. The Arrangement Agreement contains a number of representations, warranties and conditions that are customary for agreements of this type and also provides for non-solicitation covenants, rights to match superior proposals and reciprocal non-completion fees payable in certain circumstances. The complete Arrangement Agreement and the Plan of Arrangement will be accessible in due course on Seaview's SEDAR profile at [www.sedar.com](http://www.sedar.com).

## **SEAVIEW BOARD OF DIRECTORS RECOMMENDATION**

The Board of Directors of Seaview has unanimously determined that the Arrangement is in the best interests of its shareholders and has recommended that its shareholders approve the Arrangement, including the change of management and the reconstitution of the Board of Directors of Seaview. The members of the Board of Directors and Officers and other shareholders, who, in the aggregate, control approximately 38 percent of the outstanding Seaview Shares, have entered into support agreements pursuant to which they have agreed to vote such shares in favour of the Arrangement.

## **OUTLOOK**

Upon successful closing of the Arrangement, the combined entities will have the following attributes.

### **Asset Base**

The Arrangement will create a focused, growth-oriented junior energy company with light oil development opportunities in the Viking and the Cardium resource plays in Central and Northwest Alberta. The resulting entity will have access to more than 350,000 net acres of land comprised of 120,000 net undeveloped acres under lease and 230,000 net acres available through farm-in and option agreements. These holdings represent an inventory of locations targeting light oil through horizontal drilling and multi stage fracturing.

### **2012 Guidance**

The management of the resulting entity is anticipating 2012 capital expenditures of approximately \$75 million for the resulting entity, subject to market conditions, which will include drilling approximately 41 wells primarily targeting Viking, Manneville, Cardium, Pekisko and Nisku light oil opportunities. This light oil focused capital program is expected to result in 2012 average daily production between 4,600 boe/d and 5,100 boe/d with oil and liquids production increasing to represent approximately 41% to 45% of total production. This increased weighting towards oil and liquids is also expected to improve operating netbacks.

### **Key opportunities for growth in 2012 are:**

- Viking resource play: Access to approximately 600 sections of land in the Halkirk/Provost area of Alberta targeting Viking and Ellerslie light oil;
- Multi-zone resource play: Access to approximately 95 sections of land in the Ghost Pine area of Alberta targeting Viking, Manville and Pekisko light oil; and
- Cardium resource play: 42.5 sections (22.8 net) of land in the Wapiti area of Alberta targeting Cardium light oil and liquids rich natural gas.

### **Key Attributes of Pro Forma Resulting Entity**

Following the Arrangement, the resulting entity will have, on a pro-forma basis, the following key financial and operational attributes:

## Financial Attributes (unaudited, as at November 1, 2011)

- Consolidated Pro Forma common shares outstanding of approximately 67.3 million (basic) and approximately 77.3 million (fully diluted). Fully diluted shares include approximately 8.0 million warrants and 2.0 million options of the resulting entity to be issued to the officers, directors and employees of Charger (that will replace the existing warrants and options of Charger to be cancelled pursuant to the Arrangement) on an economically equivalent basis to the securities cancelled under the Arrangement, at exercise prices ranging between \$1.38 and \$2.41 on a post-consolidated basis;
- Enterprise value of approximately \$214 million reflecting the negotiated exchange ratios, current estimated net debt and the closing price for Seaview Shares on November 11, 2011 of \$0.53;
- Estimated pro forma net debt and working capital of approximately \$36 million. Management has received an indicative proposal from a Canadian Chartered Bank for a \$65 million operating credit facility for the resulting entity; and
- Tax pools of approximately \$150 million.

## Operational Attributes

- Estimated production for December 2011 of 3,500 to 3,800 boe/d (30 to 33% oil & NGL);
- Increases Seaview's pro forma oil and liquids production weighting to 30% from 15% prior to the Arrangement;
- Reserve weighting of combined entity reflects proved plus probable oil and liquids reserves of 39%, up from 28% prior to the Arrangement;
- As at September 30, 2011, proved plus probable reserves of 19.3 MMboe (57% proved) consisting of 6.6 MMbbl of crude oil, 70,755 MMcf of natural gas and 0.9 MMbbl of natural gas liquids. The reserves as presented here reflect a reduction to the reserves to account for property dispositions and a roll forward to back out production of the respective entities reserve reports from differing reserve report effective dates to September 30, 2011. Detailed reserve information will be provided in the Information Circular;
- Undeveloped land inventory of 120,000 net acres and 230,000 net acres of farm-in or option lands;
- Value attributed to undeveloped land of approximately \$12 million (excluding farm-in and option lands), based on a value of \$100 per acre (management estimate based on land sale results during 2011 from the Plains area of Alberta, where the majority of the undeveloped land is situated);
- Total proved plus probable reserve life index of approximately 14 years at current production levels; and
- High working interest and operatorship in key growth areas.

## RELEASE OF THIRD QUARTER FINANCIALS

Seaview has filed its financial results for the period ended September 30, 2011 including the unaudited condensed interim consolidated financial statements and related management's discussion and analysis ("MD&A"). These filings will be available in their entirety at [www.seaviewenergy.com](http://www.seaviewenergy.com) and [www.sedar.com](http://www.sedar.com) or by contacting the Company directly.

For further information please contact:

**Michael Wuetherick**

President & CEO

T: (403) 770-2961

**Stephanie Bunch**

Vice President, Finance & CFO

T: (403) 770-9503

[info@seaviewenergy.com](mailto:info@seaviewenergy.com)

[www.seaviewenergy.com](http://www.seaviewenergy.com)

## MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

The following discussion and analysis is provided by the management of Seaview Energy Inc. ("Seaview" or the "Company") as of November 22, 2011 and should be read in conjunction with the unaudited condensed interim consolidated financial statements and selected notes for the periods ended September 30, 2011 and 2010 and the audited consolidated financial statements and notes and MD&A of Seaview for the years ended December 31, 2010 and 2009. This financial data has been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("IFRS"). The effective date of transition to IFRS was January 1, 2010. Previously, the Company prepared its interim and annual consolidated annual financial statements in accordance with Canadian generally accepted accounting principles ("previous GAAP" or "CGAAP"). The adoption of IFRS has not had an impact on the Company's operations, strategic decisions or operating netbacks. The reporting and the measurement currency is the Canadian dollar.

### Description of the Company

Seaview is a Calgary based, natural gas and light crude oil focused, exploration and development company established on December 13, 2006. The Company completed its Initial Public Offering on October 17, 2007. The primary area of operation is the Peace River Arch area of northwest Alberta. The Class A and Class B shares of Seaview trade on the TSX Venture Exchange ("TSX – Venture") under the symbols CVU.A and CVU.B. As Seaview commenced operations in October, 2007, and has since completed several material acquisitions, the financial results may not be indicative of future periods.

### Non-GAAP measures

This MD&A contains the terms "funds flow from operations" and "funds flow from operations per share" which do not have any standardized meaning prescribed by IFRS. Management uses funds flow from operations and funds flow from operations per share to analyze operating performance and leverage and considers funds flow from operations to be a key measure as it demonstrates the Company's ability to generate the cash necessary to fund future capital investments and to repay debt. Funds flow from operations should not be considered an alternative to, or more meaningful than, cash flow from operating activities, as determined in accordance with IFRS, as an indicator of the Company's performance. Therefore, references to funds flow from operations or funds flow from operations per share (basic and diluted) may not be comparable with the calculation of similar measures of other entities. Funds flow from operations per share is calculated using the basic and diluted weighted average number of shares for the period. The reconciliation between funds flow from operations and cash flow from operating activities after changes in working capital for the three and nine months ended September 30, 2011 and 2010 is as follows:

	Three months ended September 30		Nine months ended September 30	
(\$ thousands except per share amounts)	2011	2010	2011	2010
Funds flow from operations	\$ 2,773	\$ 4,389	\$ 10,017	\$ 13,150
Decommissioning expenditures	-	-	(2)	(21)
Changes in non-cash working capital	52	205	(768)	2,201
Cash provided by operating activities	\$ 2,825	\$ 4,594	\$ 9,247	\$ 15,330
Funds flow from operations per share (basic)	\$ 0.04	\$ 0.07	\$ 0.15	\$ 0.20
Expenditures on abandonments	0.00	0.00	0.00	0.00
Changes in non-cash working capital per share (basic)	0.00	0.00	(0.01)	0.03
Cash provided by operating activities per share (basic)	\$ 0.04	\$ 0.07	\$ 0.14	\$ 0.23

Management uses certain industry benchmarks such as operating netback to analyze financial and operating performance. This benchmark, as presented, does not have any standardized meaning prescribed by IFRS and, therefore, may not be comparable with the calculation of similar measures for other entities. Management considers netbacks an important measure as it demonstrates its profitability relative to current commodity prices. The Company uses these measures to help evaluate its performance and in capital allocation decisions.

## Boe presentation

Barrels of oil equivalent (“boe”) may be misleading, particularly if used in isolation. A boe conversion ratio of six thousand cubic feet (“mcf”) to one 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 natural gas to oil in the ratio of six mcf of gas to one barrel of oil. A list of other commonly used abbreviations is included at the end of this report.

## Forward-looking information

Certain information regarding the Company set forth in this document, including management’s assessment of the Company’s future plans and operations, may constitute forward-looking statements under applicable securities law and necessarily involve risks associated with oil and gas exploration, production, marketing, and transportation, such as loss of market, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other producers and ability to access sufficient capital from internal and external sources. As a consequence, actual results may differ materially from those anticipated in the forward-looking statements.

<b>SELECTED INFORMATION</b>			
<b>Financial (\$000's except per share amounts)</b>	<b>Q3 2011</b>	<b>Q2 2011</b>	<b>% Change</b>
Petroleum and natural gas sales	\$ 6,562	\$ 8,478	(23%)
Funds flow from operations <sup>(1)</sup>	2,773	4,297	(35%)
Basic and diluted per share <sup>(2)</sup>	0.04	0.07	(43%)
Net loss	(2,929)	(1,650)	(78%)
Basic and diluted per share <sup>(2)</sup>	(0.04)	(0.03)	(33%)
Capital expenditures <sup>(3)</sup>	3,809	3,712	3%
<b>Shares Outstanding at period end (000's)</b>			
Class A	65,553	65,553	-
Class B	1,054	1,054	-
<b>Operations</b>			
Daily production			
Natural gas (mcf/d)	11,121	13,810	(19%)
Light oil and NGLs (bbl/d)	410	437	(6%)
Total production (boe/d)	2,263	2,739	(17%)
Average realized sales price (net of risk management gains)			
Natural gas (per mcf)	\$ 4.41	\$ 4.56	(3%)
Light oil and NGL (per bbl)	62.39	75.97	(18%)
Netback per boe <sup>(1)</sup>			
Sales price	\$ 31.51	\$ 34.01	(7%)
Realized risk management gains	1.44	1.10	31%
Sales price (net of realized risk management gains)	32.95	35.11	(6%)
Royalties	(3.83)	(4.90)	(22%)
Operating expenses	(8.91)	(8.39)	6%
Transportation	(1.50)	(1.37)	9%
Operating netback <sup>(1)</sup>	\$ 18.71	\$ 20.45	(8%)

(4) The Company uses “funds flow from operations” and “funds flow from operations per share” which do not have any standardized meaning prescribed by IFRS. The terms are used to analyze operating performance and leverage. The Company uses “Netback per boe” and “Operating Netback” which do not have any standardized meaning prescribed by IFRS. The terms are used to evaluate performance and in capital allocation decisions.

(5) Weighted average diluted shares outstanding for all periods exclude both the impact of the conversion of the Class B shares and the effect of the granted options as they would have been anti-dilutive.

(6) Capital expenditures include only the cash additions for the period.

## FINANCIAL AND OPERATIONS OVERVIEW OF THIRD QUARTER 2011

- Average production for Q3 2011 was down 17% to 2,263 boe per day compared to Q2 2011 volumes of 2,739 boe per day;
- Production declines over Q3 2011 compared to Q2 2011 are primarily due to flush production and declines from the Company's Wapiti Cardium horizontal wells tied-in during early Q2 2011. In addition, the Sinclair property disposition reduced Q3 2011 volumes by 66 boe per day over the quarter;
- Funds flow from operations for Q3 2011 decreased 35% to \$2.8 million compared to Q2 2011 funds flow of \$4.3 million. The decrease in funds flow is primarily attributed to the combination of the 17% production decrease and 7% decrease in realized prices;
- During the quarter, the Company executed the completion and testing of the 100/16-12-066-08W6/00 ("16-12 well") Cardium horizontal location using LPG fracing technology. The 16-12 well was placed on production on October 30, 2011 and therefore had nominal impact on Q3 2011 production results;
- Based on field estimates for the first 15 days of production, the 16-12 well averaged 145 boe per day consisting of 377 mcf per day of sales gas, 25 bbl per day of Natural Gas Liquids and 81 bbl per day of crude oil while flowing up tubing. Recently a pump-jack has been installed to optimize production;
- During the quarter, on August 3, 2011, the Company disposed of a minor natural gas asset in the Sinclair area of the Peace River Arch, for net proceeds of \$4.34 million. The proceeds have been used, initially, to reduce net debt.

## SUBSEQUENT EVENT – STRATEGIC BUSINESS COMBINATION AND REORGANIZATION

On November 21, 2011, Seaview announced that it had entered into an Arrangement Agreement (the "Arrangement Agreement") dated November 11, 2011 with Charger Energy Corp ("Charger"), Silverback Energy Ltd. ("Silverback") and Sirius Energy Inc. ("Sirius") to form a light oil focused, growth oriented junior exploration and production company to be lead by the current Charger management team.

The transaction will be completed by way of a Plan of Arrangement (the "Arrangement") whereby Charger, Silverback and Sirius will exchange all of their issued and outstanding shares for class A shares of Seaview. Each of the companies involved in the business combination is at arm's length with the others. Once the Arrangement is completed, the resulting entity will be renamed Charger Energy Inc.

Under the Arrangement, the share exchange will occur on the following basis:

- Each common share of Charger ("Charger Share") will be exchanged for 3.6364 class A shares of Seaview ("Seaview Shares") for a deemed aggregate acquisition cost of approximately \$72.5 million, using the November 11, 2011 closing price of \$0.53 for each Seaview Share
- Each common share of Silverback ("Silverback Share") will be exchanged for 5.8182 Seaview Shares for a deemed aggregate acquisition cost of approximately \$54.4 million, using the November 11, 2011 closing price of \$0.53 for each Seaview Share
- Each common share of Sirius ("Sirius Share") will be exchanged for 0.80 of a Seaview Share, for a deemed aggregate acquisition cost of approximately \$11.1 million, using the November 11, 2011 closing price of \$0.53 for each Seaview Share

As part of the Arrangement, each class B share of Seaview will, in accordance with the articles of Seaview, be exchanged for 10.0 Seaview Shares (class A) and, as a final step, all of the issued and outstanding Seaview Shares will be consolidated on a one for five basis.

The current directors and management of Charger will form the directors and management of the Resulting Entity upon closing, with a director nominee from the existing board of directors of Seaview.

It is estimated that there will be approximately 67.3 million Class A shares outstanding following completion of the Arrangement and the share consolidation, with shareholders of Charger, Silverback, Sirius and Seaview holding

approximately 41%, 31%, 6% and 23% outstanding shares, on a non-diluted basis, respectively. The common shares of the Resulting Issuer will be listed and posted for trading on the TSX-V upon closing.

Michael Wuetherick, President and CEO of Seaview commented "This transaction achieves several strategic long term goals which will immediately benefit the shareholders of Seaview as well as Charger, Silverback and Sirius. Specifically, this transaction creates an entity with greater financial flexibility to support profitable growth from a portfolio of quality light oil resource plays. The Charger management team has a proven track record of delivering growth and shareholder value".

### ***THE ARRANGEMENT***

The Arrangement is subject to the approval of 66 2/3 percent of the votes cast by the respective shareholders of each of Seaview, Silverback and Sirius and the securityholders of Charger. A joint information circular is expected to be mailed in December 2011 and it is expected that the shareholder meetings for all of the companies will occur in January 2012 with closing of the Arrangement expected shortly thereafter.

The Arrangement will also require stock exchange, court and regulatory approvals as is normally required for transactions of this nature. The Arrangement Agreement contains a number of representations, warranties and conditions that are customary for agreements of this type and also provides for non-solicitation covenants, rights to match superior proposals and reciprocal non-completion fees payable in certain circumstances. The complete Arrangement Agreement and the Plan of Arrangement will be accessible in due course on Seaview's SEDAR profile at [www.sedar.com](http://www.sedar.com).

### ***SEAVIEW BOARD OF DIRECTORS RECOMMENDATION***

The Board of Directors of Seaview has unanimously determined that the Arrangement is in the best interests of its shareholders and has recommended that its shareholders approve the Arrangement, including the change of management and the reconstitution of the Board of Directors of Seaview. The members of the Board of Directors and Officers and other shareholders, who, in the aggregate, control approximately 38 percent of the outstanding Seaview Shares, have entered into support agreements pursuant to which they have agreed to vote such shares in favour of the Arrangement.

### ***OUTLOOK***

Upon successful closing of the Arrangement, the combined entities will have the following attributes.

#### **Asset Base**

The Arrangement will create a focused, growth-oriented junior energy company with light oil development opportunities in the Viking and the Cardium resource plays in Central and Northwest Alberta. The resulting entity will have access to more than 350,000 net acres of land comprised of 120,000 net undeveloped acres under lease and 230,000 net acres available through farm-in and option agreements. These holdings represent an inventory of locations targeting light oil through horizontal drilling and multi stage fracturing.

#### **2012 Guidance**

The management of the resulting entity is anticipating 2012 capital expenditures of approximately \$75 million for the resulting entity, subject to market conditions, which will include drilling approximately 41 wells primarily targeting Viking, Manneville, Cardium, Pekisko and Nisku light oil opportunities. This light oil focused capital program is expected to result in 2012 average daily production between 4,600 boe/d and 5,100 boe/d with oil and liquids production increasing to represent approximately 41% to 45% of total production. This increased weighting towards oil and liquids is also expected to improve operating netbacks.

#### **Key opportunities for growth in 2012 are:**

- Viking resource play: Access to approximately 600 sections of land in the Halkirk/Provost area of Alberta targeting Viking and Ellerslie light oil;
- Multi-zone resource play: Access to approximately 95 sections of land in the Ghost Pine area of Alberta targeting Viking, Manville and Pekisko light oil; and

- Cardium resource play: 42.5 sections (22.8 net) of land in the Wapiti area of Alberta targeting Cardium light oil and liquids rich natural gas.

### **Key Attributes of Pro Forma Resulting Entity**

Following the Arrangement, the resulting entity will have, on a pro-forma basis, the following key financial and operational attributes:

#### **Financial Attributes (unaudited, as at November 1, 2011)**

- Consolidated Pro Forma common shares outstanding of approximately 67.3 million (basic) and approximately 77.3 million (fully diluted). Fully diluted shares include approximately 8.0 million warrants and 2.0 million options of the resulting entity to be issued to the officers, directors and employees of Charger (that will replace the existing warrants and options of Charger to be cancelled pursuant to the Arrangement) on an economically equivalent basis to the securities cancelled under the Arrangement, at exercise prices ranging between \$1.38 and \$2.41 on a post-consolidated basis;
- Enterprise value of approximately \$214 million reflecting the negotiated exchange ratios, current estimated net debt and the closing price for Seaview Shares on November 11, 2011 of \$0.53;
- Estimated pro forma net debt and working capital of approximately \$36 million. Management has received an indicative proposal from a Canadian Chartered Bank for a \$65 million operating credit facility for the resulting entity; and
- Tax pools of approximately \$150 million.

#### **Operational Attributes**

- Estimated production for December 2011 of 3,500 to 3,800 boe/d (30 to 33% oil & NGL);
- Increases Seaview's pro forma oil and liquids production weighting to 30% from 15% prior to the Arrangement;
- Reserve weighting of combined entity reflects proved plus probable oil and liquids reserves of 39%, up from 28% prior to the Arrangement;
- As at September 30, 2011, proved plus probable reserves of 19.3 MMboe (57% proved) consisting of 6.6 MMbbl of crude oil, 70,755 MMcf of natural gas and 0.9 MMbbl of natural gas liquids. The reserves as presented here reflect a reduction to the reserves to account for property dispositions and a roll forward to back out production of the respective entities reserve reports from differing reserve report effective dates to September 30, 2011. Detailed reserve information will be provided in the Information Circular;
- Undeveloped land inventory of 120,000 net acres and 230,000 net acres of farm-in or option lands;
- Value attributed to undeveloped land of approximately \$12 million (excluding farm-in and option lands), based on a value of \$100 per acre (management estimate based on land sale results during 2011 from the Plains area of Alberta, where the majority of the undeveloped land is situated);
- Total proved plus probable reserve life index of approximately 14 years at current production levels; and
- High working interest and operatorship in key growth areas.

## **RESULTS OF OPERATIONS**

### **Disposition of Assets**

On August 3, 2011, the Company sold a minor producing natural gas asset in the Peace River Arch area of northwest Alberta for net proceeds of \$4.3 million resulting in a loss on disposal of approximately \$2.3 million. On September 23, 2011, the Company sold a minor land asset in northeast British Columbia for net proceeds of \$0.3 million, resulting in a minor gain on disposal. Proceeds have been used to pay down bank debt and may be redirected towards the Company's capital program.

## Operations

For the three and nine months ended September 30, 2011, the Company recorded a net loss of \$2.9 million and \$7.4 million, respectively, (net loss of \$0.8 million for the three months ended September 30, 2010 and net income of \$8.9 million nine months ended September 30, 2010).

The following table summarizes selected information for the three months ended September 30, 2011 (the "Quarter" or "Q3 2011"), for the three months ended June 30, 2011 (the "Previous Quarter" or "Q2 2011") and for the third quarter of 2010 (the "Prior Year Q3" or "Q3 2010"), as well as the year to date information for the periods ended September 30, 2011 ("YTD 2011") and September 30, 2010 ("YTD 2010"):

	Q3 2011	Q2 2011	Q3 2010	YTD 2011	YTD 2010
Daily Production					
Natural gas (mcf/d)	11,121	13,810	13,299	12,401	15,630
Crude oil and NGL's (bbl/d)	410	437	322	375	391
Boe/d day @ 6:1	2,263	2,739	2,538	2,442	2,996
Petroleum and natural gas sales (\$000's)	\$ 6,562	\$ 8,478	\$ 6,486	\$ 21,422	\$ 26,436
Funds flow from operations (\$000's)	2,773	4,297	4,389	10,017	13,150
Per share – basic	0.04	0.07	0.07	0.15	0.20
Per share – diluted	0.04	0.07	0.07	0.15	0.17
Net income (loss) (\$000's)	(2,929)	(1,650)	(834)	(7,357)	8,941
Per share – basic	(0.04)	(0.03)	(0.01)	(0.11)	0.13
Per share – diluted	(0.04)	(0.03)	(0.01)	(0.11)	0.12

## Commodity prices

Average realized prices	Q3 2011	Q2 2011	Q3 2010	YTD 2011	YTD 2010
Light crude oil (per bbl)	\$ 89.43	\$ 94.52	\$ 73.54	\$ 89.79	\$ 75.65
after realized risk management gains/losses	80.26	83.95	69.36	79.27	71.90
Natural gas (per mcf)	3.93	4.18	3.68	4.04	4.38
after realized risk management gains/losses	4.41	4.56	4.34	4.45	4.70
Natural gas liquids (per bbl)	39.80	68.75	56.60	58.62	64.50
Total per boe	31.51	34.01	27.77	32.13	32.32
after realized risk management gains	32.95	35.11	30.89	33.36	33.66
BENCHMARK PRICES					
WTI oil (US\$ per bbl)	89.75	102.54	76.18	95.46	77.56
AECO Daily Index (CAD\$ per gj)	3.47	3.67	3.36	3.57	3.90
Currency (US\$/CAD\$)	0.9800	0.9676	1.039	0.9778	1.034

The AECO Daily Index gas price averaged \$3.47 per gj or \$3.66 per mcf for Q3 2011 as compared to \$3.67 per gj or \$3.87 per mcf during the Previous Quarter. The natural gas price received by Seaview, before risk management gains, was \$3.93 per mcf for the Quarter compared to \$4.18 per mcf for Q2 2011. Seaview receives a premium to the stated AECO Indexes as the Company produces high heat content natural gas that attracts premium market prices.

The price of West Texas Intermediate ("WTI") crude averaged US\$89.75 per bbl during the Quarter compared to US\$102.54 per bbl during Q2 2011. Seaview received a combined average price, including natural gas liquids, and before risk management effects, of \$67.51 per bbl during the Quarter compared to \$81.00 during the Previous Quarter.

The Canadian dollar averaged US\$0.9800 during the Quarter as compared to \$0.9676 during the Previous Quarter. As the price of WTI crude oil and Nymex natural gas is quoted in US dollars, appreciation in the Canadian dollar decreases the average Canadian price received. Seaview mitigates exposure to the impact of exchange rate fluctuations by economically hedging a portion of the production in Canadian dollar denominated puts, swaps and collars.

### Commodity price risk management

The prices received for petroleum and natural gas can fluctuate significantly due to weather patterns, the economic environment or political uncertainty.

Seaview's commodity price risk management program is designed to provide price protection on a portion of the future production in the event of adverse commodity price movement, while retaining the opportunity to participate in favourable price movements. This practice allows the Company to generate stable funds flow for capital development and acquisition activities, and to ensure positive economic returns on those activities. The Company may also sell a portion of its natural gas production on the AECO Monthly Index in addition to the AECO Daily Index to mitigate the volatility in price movement.

The Company has elected not to use hedge accounting and consequently will record the fair value of any crude oil and natural gas financial contract at each reporting period, with the change in the fair value being classified as unrealized gains and losses in revenue in the statement of earnings. The fair value of the commodity price risk contracts is estimated based on the mark-to-market method of accounting, using publicly quoted market prices or, in their absence, third-party market indications and forecasts priced on the last trading day of the applicable period and are therefore classified as Level 2. For the three and nine months ended September 30, 2011, realized gains of \$0.3 million and \$0.8 million, respectively, were recorded as revenue (nine months ended September 30, 2010 – realized gains of \$1.1 million). As at September 30, 2011, the Company recorded a liability related to the unrealized losses on financial contracts of \$1.5 million reflecting the fair value of the crude oil and natural gas contracts outstanding at September 30, 2011 (December 31, 2010 – a liability of \$1.0 million; September 30, 2010 – an asset of \$0.7 million).

As at September 30, 2011, the Company had the following financial contracts:

<b>Natural gas</b>	Volume	Pricing Point	Price	Term
Put <sup>(1)</sup>	2,000 gj/d	AECO Monthly	\$ 4.75/gj	January '10 – December '11
Put	6,140 gj/d	AECO Monthly	\$ 4.00/gj	January '11 – December '11
Call	3,000 gj/d	AECO Monthly	\$ 7.40/gj	January '13 – December '13
<b>Crude Oil</b>				
Put <sup>(2)</sup>	200 bbl/d	WTI – Nymex CAD	\$ 75.00/bbl	January '10 – December '11
Call	100 bbl/d	WTI – Nymex CAD	\$ 88.25/bbl	January '13 – December '13
Call	200 bbl/d	WTI – Nymex	\$ 72.50/bbl	January '13 – December '13

(1) The net floor for this contract reflects the deferred cost of \$1.05/gj paid over the course of the contract. The strike price of the put is \$5.80/gj before the deferred cost.

(2) The net floor for this contract reflects the deferred cost of \$11.00/bbl paid over the course of the contract. The strike price of the put is \$86.00/bbl before the deferred cost.

The total volumes economically hedged for the period of October 2011 to December 2013 are detailed below.

<b>Natural Gas</b>	<b>Q4 '11</b>	<b>2013</b>
<b>Puts</b>		
Volumes – gj/d	8,140	
Net floor (\$/gj)	\$4.18	
<b>Call</b>		
Volumes – gj/d		3,000
Net ceiling (\$/gj)		\$7.40
<b>Crude Oil</b>		
<b>Put</b>		
Volumes – bbl/d	200	
Net floor (CAD\$/bbl)	\$75.00	
<b>Call</b>		
Volumes – bbl/d		300
Net ceiling (CAD\$/bbl)		\$77.75

The Company will continue to monitor forecasted volumes and commodity prices and may layer in additional downside protection, generally using puts, in order to allow full exposure to any positive price movements.

The Company's financial derivative trading activities are conducted pursuant to the Company's Hedging Policy Manual approved by the board of directors. The Hedging Policy Manual has the objectives of reducing risk exposure to budgeted annual funds generated from operations resulting from uncertainty or changes in commodity prices; limiting financial contract volumes up to a maximum of 50% of forecasted production when using collars or swaps, unless otherwise approved by the Board of Directors; and limiting financial derivative trading activity to counter-parties that provide sufficient collateral in support of payment or have investment grade credit ratings.

### **Petroleum and natural gas sales**

(\$000's)	<b>Q3 2011</b>	<b>Q2 2011</b>	<b>Q3 2010</b>	<b>YTD 2011</b>	<b>YTD 2010</b>
Natural gas	\$ 4,017	\$ 5,254	\$ 4,501	\$ 13,665	\$ 18,679
Crude oil and natural gas liquids	2,545	3,224	1,985	7,757	7,757
Realized risk management gains	298	273	727	821	1,093
Petroleum and natural gas sales (net)	\$ 6,860	\$ 8,751	\$ 7,213	\$ 22,243	\$ 27,529
\$/boe	\$ 32.95	\$ 35.11	\$ 30.89	\$ 33.36	\$ 33.66

Petroleum and natural gas sales for the Quarter, before royalties and transportation costs, were \$6.9 million (\$8.8 million – Previous Quarter; \$7.2 million – Q3 2010). The decrease from Q2 2011 is attributable to a 17% decrease in production as well as a 7% decrease in realized prices during the Quarter. The Company realized gains of \$0.3 million, net of premiums, on crude oil and natural gas financial contracts during the Quarter (gains of \$0.3 million – Previous Quarter).

### **Royalties**

(\$000's)	<b>Q3 2011</b>	<b>Q2 2011</b>	<b>Q3 2010</b>	<b>YTD 2011</b>	<b>YTD 2010</b>
Royalties	\$ 798	\$ 1,223	\$ 499	\$ 2,785	\$ 3,638
Percentage of petroleum and natural gas sales (before realized risk management gains)	12.2%	14.4%	7.7%	13.0%	13.8%
\$/boe	\$ 3.83	\$ 4.90	\$ 2.14	\$ 4.18	\$ 4.45

Royalties are paid to the owners of the mineral rights with whom leases are held, including provincial governments. Overriding royalties are also paid to other parties according to contracts. In Alberta, a Crown royalty is invoiced on the Crown's share of production based on a monthly established Alberta Reference Price. The Alberta Reference Price is a monthly weighted average price of gas consumed in Alberta and gas exported from Alberta reduced for transportation and marketing allowances. Gas cost allowance and other incentive schemes serve to reduce the effective royalty rate.

With the introduction of a New Royalty Framework (“NRF”) by the Province of Alberta, commencing January 1, 2009, and the Amended Royalty Framework (“ARF”) which took effect January 1, 2011, Crown royalties are sensitive to production rates for each well and to changes in the commodity price. In this low commodity price environment, the decrease in the reference price used for the calculation of Crown royalties has had a significant impact on the royalty rates charged by the Crown. Additionally, the Province of Alberta introduced a reduced royalty rate of 5% for wells that are brought on production after April 1, 2009. This applies for the first 12 months of production or to a maximum of 500,000 Mcfs for natural gas wells or 50,000 barrels for crude oil wells, amended to 60,000 barrels and 24 months for horizontal oil wells drilled on or after May 1, 2010 and more than 2,500 meters in total length. Seaview has brought on several new wells since April 1, 2009 which qualified for this reduced royalty rate, several of which currently remain at this rate.

Royalties for the Quarter totaled \$0.8 million (\$1.2 million – Previous Quarter; \$0.5 million – Q3 2010). As a percentage of sales, royalties averaged 12.2% or \$3.83 per boe during the Quarter (14.4% and \$4.90 per boe for the Previous Quarter; 7.7% and \$2.14 per boe – Q3 2010). The royalty rate for Q3 2011 is lower than the Previous Quarter due to a lower Crown reference price on natural gas. The royalty rate for Q3 2010 was significantly lower than Q3 2011 as the Prior Year Q3 had significant adjustments for gas cost allowance realized during that quarter. The overall royalty rate remains lower than the YTD 2010 rates as the Company still has approximately 23% of its production attracting the 5% royalty rate.

### Operating expenses

(\$000's)	Q3 2011	Q2 2011	Q3 2010	YTD 2011	YTD 2010
Operating expenses	\$ 1,854	\$ 2,090	\$ 1,196	\$ 5,693	\$ 6,793
\$/boe	\$ 8.91	\$ 8.39	\$ 5.12	\$ 8.54	\$ 8.31

Operating expenses for the Quarter were \$1.9 million (\$2.1 million – Previous Quarter; \$1.2 million – Q3 2010) and on a unit-of-production basis, operating expenses averaged \$8.91 per boe (\$8.39 per boe – Previous Quarter; \$5.12 per boe – Q3 2010). The operating expenses on a per boe basis for the Quarter are somewhat higher than the Q2 2011 due mainly to the decrease in production during the quarter. The Q3 2010 operating expenses on a per boe basis were substantially lower than the expense for the Quarter as the Prior Year Q3 expense was reduced by approximately \$2.60/boe due to receipt of 13<sup>th</sup> month recoveries from operators of gas plants in which the Company has a working interest.

### Transportation expense

(\$000's)	Q3 2011	Q2 2011	Q3 2010	YTD 2011	YTD 2010
Transportation expense	\$ 312	\$ 341	\$ 345	\$ 953	\$ 1,126
\$/boe	\$ 1.50	\$ 1.37	\$ 1.48	\$ 1.43	\$ 1.38

For the Quarter, transportation expense totaled \$0.3 million or \$1.50 per boe (\$0.3 million or \$1.37 per boe – Previous Quarter; \$0.3 million or \$1.48 per boe – Q3 2010). As Seaview’s production is weighted more than 80% to natural gas, the majority of Seaview’s transportation expenses relate to natural gas pipeline tariff charges. Transportation expense per boe for the Quarter is consistent with both the Previous Quarter as well as Q3 2010.

### General and administrative (“G&A”)

(\$000's)	Q3 2011	Q2 2011	Q3 2010	YTD 2011	YTD 2010
G&A expenses	\$ 1,108	\$ 966	\$ 1,095	\$ 3,097	\$ 3,736
Capitalized G&A	(335)	(385)	(358)	(1,060)	(1,319)
Overhead recoveries	(75)	(171)	(111)	(427)	(375)
Net G&A expenses	698	410	626	1,610	2,042
\$/boe	\$ 3.35	\$ 1.65	\$ 2.68	\$ 2.41	\$ 2.50

During the Quarter, G&A, net of overhead recoveries on operated properties and capitalized expenditures, totaled \$0.7 million (\$0.4 million – Previous Quarter; \$0.6 million – Q3 2010). On a unit-of-production basis, G&A expenses were \$3.35 per boe (\$1.65 per boe – Previous Quarter; \$2.68 per boe – Q3 2010). The G&A per boe

for the Quarter was higher than the Previous Quarter due in part to the decrease in production as well as the payment of annual director's fees during the quarter.

### Finance expense

(\$000's)	Q3 2011	Q2 2011	Q3 2010	YTD 2011	YTD 2010
Interest expense	\$ 380	\$ 377	\$ 158	\$ 959	\$ 780
Unrealized gain on financial contracts	-	-	-	-	(24)
Accretion on decommissioning obligations	44	46	40	134	132
Accretion on Convertible Class B share liability	190	186	175	558	516
Net finance expense	614	609	373	1,651	1,404
\$/boe	\$ 2.95	\$ 2.44	\$ 1.60	\$ 2.48	\$ 1.72

Interest expense, representing interest paid on drawn amounts of the secured credit facility, standby fees and banking fees, during the Quarter was \$0.4 million or \$1.82 per boe (\$0.4 million or \$1.51 per boe – Previous Quarter; \$0.2 million or \$0.68 per boe – Q3 2010). The average balance of debt drawn during the Quarter was \$29.5 million (\$30.1 million – Previous Quarter; \$10.0 million – Q3 2010), with an average interest rate of 5.1% per annum paid during the Quarter (4.1% per annum – Previous Quarter; 6.2% per annum – Q3 2010). Included in interest expense are standby fees of 0.4% per annum based on an average unutilized debt capacity of \$22.5 million for the Quarter (\$21.9 million – Previous Quarter; \$42.0 million – Q3 2010).

### Share based compensation

The Company has a stock option plan, which is fully described in Note 10 of the unaudited condensed interim consolidated financial statements. At September 30, 2011, 5,589,500 options were outstanding with an average exercise price of \$1.40 and a weighted average remaining contractual life of 2.4 years (5,510,750 options outstanding at September 30, 2010 at an average exercise price of \$1.40 with a weighted average remaining contractual life of 3.3 years). Of the total number of options outstanding at September 30, 2011, options totaling 3,671,518 are vested and available for exercise at a weighted average exercise price of \$1.56 per option.

For the Quarter and YTD 2011, the Company recorded a compensation expense of \$0.1 million and \$0.4 million, respectively (\$0.1 million – Previous Quarter; \$0.3 million and \$0.8 million, respectively – Q3 2010 and YTD 2010) and capitalized \$0.1 million and \$0.4 million, respectively (\$0.1 million – Previous Quarter; \$0.2 million and \$0.7 million, respectively – Q3 2010 and YTD 2010).

On January 5, 2011, the Company granted options to acquire up to 187,500 Class A shares at a price of \$1.19 per share, none of which were granted to officers or directors of the Company.

### Depletion and depreciation (“D&D”)

The Quarter and YTD 2011 provision for D&D totaled \$4.9 million and \$15.9 million, respectively (\$6.0 million – Previous Quarter; \$5.2 million and \$17.1 million, respectively – Q3 2010 and YTD 2010). On a unit-of-production basis, D&D costs averaged \$23.74 per boe for Q3 2011 and \$23.82 per boe for YTD 2011 (\$24.14 per boe – Previous Quarter; \$22.16 per boe and \$20.94 per boe, respectively – Q3 2010 and YTD 2010). D&D per boe for Q3 2011 is lower than Q2 2011 due to the sale of the minor producing natural gas asset as, on a proportionate basis, the decrease to the depletable base was greater than the decrease in the proven reserve base. In comparing the Quarter to the Prior Year Q3, D&D per boe has increased as, on a proportionate basis, the increase to the depletable base due to capital spending on the new Wapiti wells was greater than the increase in the proven reserve base.

### Exploration and evaluation expenditures (“E&E”)

During the Quarter, the Company expensed \$45,500 of pre-license exploration costs (\$12,700 – Previous Quarter; nil – Q3 2010 and YTD 2010). The expenditures are due to efforts relating to new core areas to the Company and relate mostly to geological and geophysical costs associated with new prospective plays.

### **Unrealized gains (losses) on financial contracts**

The Company has elected not to use hedge accounting and accordingly, the fair value of the financial contracts (as discussed in Note 4 of the unaudited condensed interim consolidated financial statements) is recorded at each period end. The fair value may change substantially from period to period based on the period ending commodity forward strip prices for the financial contracts outstanding at the balance sheet date. The change in fair value from period end to period end is reflected in the earnings for that period. As a result, earnings may fluctuate considerably based on the period ending commodity forward strip prices.

The fair value at September 30, 2011 of commodity contracts outstanding was an unrealized loss or a liability, net of unrealized gains, of \$1.5 million (December 31, 2010 – unrealized loss (liability) of \$1.0 million). During the Quarter, the Company recorded an unrealized gain of \$1.0 million, and YTD 2011 recorded an unrealized loss of \$0.5 million, as a result of the change in fair value over the respective periods (\$0.1 million loss – Previous Quarter; \$0.3 million and \$2.2 million gains, respectively – Q3 2010 and YTD 2010). Forward strip prices for both crude oil and natural gas have decreased during Q3 2011 from Q2 2011 resulting in unrealized gains for the quarter while crude oil prices have increased and natural gas prices have decreased from the year end 2010 prices resulting in net unrealized losses for YTD 2011.

### **Deferred income taxes**

A deferred income tax reduction of \$0.8 million and \$2.3 million has been recorded for the Quarter and YTD 2011, respectively (a reduction of \$0.5 million – Previous Quarter; a recovery of \$0.1 million and an expense of \$4.1 million, respectively – Q3 2010 and YTD 2010). As the Company has recorded a loss before taxes for the Quarter, a reduction of deferred income taxes is expected. No current tax expense has been recorded as Seaview is not subject to capital taxes and has no current income tax liability.

## Net income (loss) and funds flow from operations

Net loss for the Quarter and YTD 2011 was \$2.9 million and \$7.4 million, respectively (\$1.7 million net loss – Previous Quarter; \$0.8 million net loss and \$8.9 million net income, respectively – Q3 2010 and YTD 2010). Basic and diluted net loss per share for the Quarter and YTD 2011 was \$0.04 and \$0.11, respectively (basic and diluted net loss per share of \$0.03 – Previous Quarter; basic and diluted net loss per share of \$0.01 – Q3 2010, and basic net income per share and diluted net income per share of \$0.13 and \$0.12, respectively – YTD 2010). Funds flow from operations was \$2.8 million and \$10.0 million for the Quarter and YTD 2011, respectively (\$4.3 million – Previous Quarter; \$4.4 million and \$13.2 million – Q3 2010 and YTD 2010). Basic and diluted funds flow from operations per share for the Quarter and YTD 2011 was \$0.04 and \$0.15, respectively (basic and diluted funds flow from operations per share was \$0.07 – Previous Quarter; basic and diluted funds flow from operations per share was \$0.07 – Q3 2010, and basic funds flow from operations and diluted funds flow from operations per share was \$0.20 and \$0.17, respectively – YTD 2010).

<b>Netbacks, Funds Flow from Operations and Net Income (Loss) (\$/boe)</b>						
	<b>Q3 2011</b>	<b>Q2 2011</b>	<b>Q3 2010</b>	<b>YTD 2011</b>	<b>YTD 2010</b>	
Petroleum and natural gas sales	\$ 32.95	\$ 35.11	\$ 30.89	\$ 33.36	\$ 33.66	
Less:						
Royalties	3.83	4.90	2.14	4.18	4.45	
Operating expenses	8.91	8.39	5.12	8.54	8.31	
Transportation expense	1.50	1.37	1.48	1.43	1.38	
Net operating income (operating netback)	\$ 18.71	\$ 20.45	\$ 22.15	\$ 19.21	\$ 19.52	
General and administrative	3.35	1.65	2.68	2.41	2.50	
Finance expense	2.95	2.44	1.60	2.48	1.72	
Funds flow from operations	\$ 12.41	\$ 16.36	\$ 17.87	\$ 14.32	\$ 15.30	
Depletion and depreciation	23.74	24.14	22.16	23.82	20.94	
Unrealized (gain) loss on financial derivatives	(4.99)	0.38	(1.50)	0.69	(2.74)	
Stock option compensation	0.52	0.53	1.20	0.58	0.94	
Loss (gain) on sale of property, plant and equipment	11.03	-	(0.14)	3.44	(19.78)	
Pre-license expenditures and other	0.22	0.05	-	0.34	-	
Future income tax (reduction) expense	(4.04)	(2.12)	(0.28)	(3.51)	5.01	
Net income (loss) (\$/boe)	\$ (14.07)	\$ (6.62)	\$ (3.57)	\$ (11.04)	\$ 10.93	

**SELECTED QUARTERLY INFORMATION**

Financial (\$000's except per share amounts) <sup>(4)</sup>	Q4 2009 (CGAAP)	Q1 2010 (restated under IFRS)	Q2 2010 (restated under IFRS)	Q3 2010 (restated under IFRS)	Q4 2010 (restated under IFRS)	Q1 2011	Q2 2011	Q3 2011
Petroleum and natural gas sales	\$ 10,377	\$ 11,056	\$ 8,894	\$ 6,486	\$ 6,950	\$ 6,382	\$ 8,478	\$ 6,562
Funds flow from operations <sup>(1)</sup>	5,024	4,441	4,320	4,389	3,938	2,947	4,297	2,773
Basic per share	0.08	0.07	0.07	0.07	0.06	0.05	0.07	0.04
Diluted per share <sup>(2)</sup>	0.08	0.07	0.05	0.07	0.06	0.05	0.07	0.04
Net income (loss)	(2,366)	(235)	10,010	(834)	(2,895)	(2,778)	(1,650)	(2,929)
Basic per share	(0.04)	0.00	0.15	(0.01)	(0.04)	(0.04)	(0.03)	(0.04)
Diluted per share <sup>(2)</sup>	(0.04)	0.00	0.13	(0.01)	(0.04)	(0.04)	(0.03)	(0.04)
Capital expenditures <sup>(3)</sup>	5,368	8,017	4,758	5,555	11,517	12,967	3,712	3,809
Property acquisitions (dispositions)	3,840	-	(16,807)	-	3,315	-	-	(6,816)
Net debt	40,309	43,896	11,230	12,395	23,240	33,244	32,659	29,175
<b>Shares outstanding at period end (000's)</b>								
Class A	65,433	65,454	65,479	65,489	65,537	65,553	65,553	65,553
Class B	1,054	1,054	1,054	1,054	1,054	1,054	1,054	1,054
<b>Operations</b>								
Daily production								
Natural gas (mcf/d)	13,703	16,544	17,084	13,299	14,016	12,286	13,810	11,121
Light oil and NGLs (bbl/d)	445	480	374	322	305	277	437	410
Total production (boe/d)	2,729	3,237	3,221	2,538	2,641	2,325	2,739	2,263
Natural gas (per mcf)	\$ 6.06	\$ 5.12	\$ 4.59	\$ 4.34	\$ 4.48	\$ 4.38	\$ 4.56	\$ 4.41
Light oil and NGL (per bbl)	66.92	72.92	70.87	64.46	66.27	71.78	75.97	62.39
Netback per boe								
Sales price (net of risk management gains or losses)	\$ 41.33	\$ 36.98	\$ 32.57	\$ 30.89	\$ 31.45	\$ 31.70	\$ 35.11	\$ 32.95
Royalties	4.52	5.92	4.83	2.14	3.02	3.65	4.90	3.83
Operating expenses	11.80	11.10	8.07	5.12	5.44	8.36	8.39	8.91
Transportation	1.27	1.29	1.38	1.48	1.63	1.43	1.37	1.50
Operating netback	\$ 23.74	\$ 18.67	\$ 18.29	\$ 22.15	\$ 21.36	\$ 18.26	\$ 20.45	\$ 18.71

(1) The Company uses "funds flow from operations" and "funds flow from operations per share" which do not have any standardized meaning prescribed by IFRS. The terms are used to analyze operating performance and leverage. The Company uses "Netback per boe" and "Operating Netback" which do not have any standardized meaning prescribed by IFRS. The terms are used to evaluate performance and in capital allocation decisions.

(2) Weighted average diluted shares outstanding for Q2 2010 includes the impact of the conversion of the Class B shares and the effect of the granted options. All other quarters exclude both the conversion of the Class B shares and the effect of the granted options as they would have been anti-dilutive.

(3) Capital expenditures include the cash additions for the period.

(4) The quarterly table contains both IFRS and CGAAP numbers. Comparatives before 2010 have not been restated to reflect the changes in accounting policies as a result of adopting IFRS.

## SHARE INFORMATION

	Three months ended September 30		Nine months ended September 30	
	2011	2010	2011	2010
Weighted average shares outstanding				
Basic	<b>65,553,018</b>	65,482,611	<b>65,549,387</b>	65,464,000
Diluted	<b>65,553,018</b>	65,482,611	<b>65,549,387</b>	78,644,960
Outstanding securities at period end				
Class A shares			<b>65,553,018</b>	65,489,350
Convertible Class B shares			<b>1,053,540</b>	1,053,540
Options, Class A shares			<b>5,589,500</b>	5,510,750
Outstanding securities at November 22, 2011				
Class A shares			<b>65,553,018</b>	
Convertible Class B shares			<b>1,053,540</b>	
Options, Class A shares			<b>5,589,500</b>	

Per share amounts have been calculated using the weighted average number of shares outstanding during the year. The effect of the conversion of the Class B shares and the effect of options granted have both been excluded from the weighted average diluted share calculation for the three and nine months ended September 30, 2011 as they would have been anti-dilutive, while the impact of both the conversion of the Class B shares and the options granted have been included for the three and nine months ended September 30, 2010 as they were dilutive.

The Company's Class B shares are convertible (at the option of the Company) at any time after June 1, 2010 and before May 31, 2012, into Class A shares. The number of Class A shares obtained upon the conversion of each Class B share will be equal to \$10.00 divided by the greater of \$1.00 and the weighted average trading price of the Class A shares during a thirty consecutive trading day period prior to the conversion date. If conversion has not occurred by the close of business on May 31, 2012, the Class B shares become convertible (at the option of the holder) into Class A shares on the same basis. Effective June 30, 2012, all remaining Class B shares will automatically convert to Class A shares.

## CAPITAL EXPENDITURES

For the Quarter and YTD 2011, development capital expenditures totaled \$5.7 million and \$22.3 million, respectively (\$3.9 million – Previous Quarter; \$2.4 million and \$13.1 million, respectively – Q3 2010 and YTD 2010). The total capital expenditures for the Quarter and YTD 2011 include the disposition of the Sinclair assets in August 2011 for proceeds of \$4.3 million and disposition of lands located in British Columbia in September 2011 for proceeds of \$0.2 million. The dispositions resulted in a net loss on sale of \$2.3 million. The table below summarizes the capital expenditures during the Quarter, the Previous Quarter and Q3 2010 as well as YTD 2011 and YTD 2010.

(\$000's)	Q3 2011	Q2 2011	Q3 2010	YTD 2011	YTD 2010
Geological and geophysical	\$ (12)	\$ 12	\$ 742	\$ -	\$ 1,227
Drilling and Completions (gross)	<b>5,170</b>	2,760	741	<b>16,468</b>	10,256
Alberta Drilling Credits	-	-	-	-	(1,559)
Tangible equipment	<b>565</b>	1,132	962	<b>5,857</b>	3,207
Development Capital	\$ <b>5,723</b>	\$ 3,904	\$ 2,445	\$ <b>22,325</b>	\$ 13,131
Exploration & evaluation capital (note 9)	<b>(1,805)</b>	(55)	3,328	<b>(1,461)</b>	5,945
Asset retirement obligations (eliminations)	<b>(117)</b>	-	43	<b>(74)</b>	(641)
Property disposition	<b>(6,816)</b>	-	33	<b>(6,816)</b>	(16,913)
Total capital expenditures	\$ <b>(3,015)</b>	\$ 3,849	\$ 5,849	\$ <b>13,974</b>	\$ 1,522

For the quarter ending September 30, 2011, the Company finished the completion and equipped for production one Wapiti Cardium well (0.56 net). The well was completed with multi-frac completion techniques. The capital expenditures for the quarter included these completion costs and the pipeline and facility costs to bring the well on production as well as the drilling costs for the well which were transferred from exploration and evaluation capital during the quarter. As of September 30, 2011, the Company had earned a total of \$6.2 million dollars of Alberta Royalty Drilling Credits of which \$2.7 million had been collected. Due to the low commodity price environment during this credit program, the Company did not incur sufficient Crown royalty expense to collect the remaining \$3.5 million. As most companies that earned credits during this program also had excess credits over royalty expense, there was no market to sell any of these surplus credits and accordingly, these amounts expired at March 31, 2011.

## CAPITALIZATION AND CAPITAL RESOURCES

The Company's total capitalization was \$64.4 million at September 30, 2011 with the market value of Class A and Class B shares representing 55% of the total capitalization (\$109.9 million at December 31, 2010 with the market value of Class A and Class B shares representing 79%). The market value of the Company's shares at September 30, 2011 was \$35.2 million (\$86.6 million – December 31, 2010).

Capitalization	September 30, 2011	December 31, 2010
Bank debt (\$000's)	\$ 25,964	\$ 16,494
Working capital deficiency (\$000's) <sup>(1)</sup>	3,211	6,746
Net debt (\$000's)	29,175	23,240
Class A shares outstanding	65,553,018	65,536,768
Class A share price <sup>(2)</sup>	\$ 0.46	\$ 1.19
Class A market capitalization (\$000's)	\$ 30,154	\$ 77,989
Class B shares outstanding	1,053,540	1,053,540
Class B share price <sup>(2)</sup>	\$ 4.79	\$ 8.20
Class B market capitalization (\$000's)	\$ 5,047	\$ 8,639
Total market capitalization (\$000's)	\$ 35,201	\$ 86,628
<b>Total capitalization (\$000's)</b>	<b>\$ 64,376</b>	<b>\$ 109,868</b>
Net debt as a percent of total capitalization	45%	21%
Funds flow from operations (\$000's) <sup>(3)</sup>	\$ 13,356	\$ 17,088
Net debt to funds flow from operations ratio	2.18	1.36

(1) Working Capital excludes the current portion of deferred income taxes and financial contracts.

(2) Represents the closing price on the TSX Venture Exchange at period end.

(3) Funds flow from operations is calculated as cash flow from operations before the change in non-cash operating working capital and expenditures on abandonments. Funds flow from operations at September 30, 2011 is the nine months funds flow of \$10.0 million annualized.

### Bank facility

As at September 30, 2011, the Company had a revolving demand credit facility with an authorized borrowing amount of \$40 million, with interest and other fees charged at the bank's prime rate plus a rate as determined by a pricing grid. The Company also has a development line in the amount of \$8 million that can be accessed for development projects, subject to lender review. Collateral for the facility consists of a general security agreement, providing a security interest over all present and after acquired personal property and a floating charge on all present and after acquired land interests of the Company.

At September 30, 2011, the revolving demand credit facility was drawn to \$26.0 million. The Company also had an issued letter of credit in the amount of approximately \$0.1 million.

The next interim review is scheduled for April, 2012. These reviews are based primarily on reserves and using commodity prices estimated by the lender, as well as other factors. A decrease in the borrowing base could result in a reduction to the credit facility available upon the next scheduled review which may require a repayment to the bank.

## Investing program funding

(\$000's)	Three months ended September 30		Nine months ended September 30	
	2011	2010	2011	2010
Funds flow from operations	\$ 2,773	\$ 4,389	\$ 10,017	\$ 13,150
Changes in non-cash working capital	3,036	(300)	(3,535)	(1,026)
Expenditures on abandonments	-	-	(2)	(21)
Proceeds from issuance of shares/options (net of costs)	-	4	19	27
Proceeds from (repayment of) bank debt	(6,519)	1,462	9,470	(26,890)
Proceeds from property disposition	4,519	-	4,519	33,090
Change in cash during the period	-	-	-	-
Capital expenditures funded by cash during the period	\$ 3,809	\$ 5,555	\$ 20,488	\$ 18,330

The Company's capital investment program during the relevant periods was funded by the issuance of equity, sale of assets, draws or repayments on credit facilities and cash flows.

## Working capital

The capital intensive nature of the Company's activities may create a negative working capital position in periods with high levels of capital investment. The working capital (excluding the current portion of financial contracts) increased from a deficit of \$23.2 million as at December 31, 2010 and a deficit of \$12.4 million as at September 30, 2010 to a deficit of \$29.2 million as at September 30, 2011 as a result of the capital program during the respective periods.

Substantially all of the Company's petroleum and natural gas production is marketed to purchasers with investment grade credit ratings. The industry has a pre-arranged monthly clearing day for payment of revenues from all buyers of crude oil and natural gas. This occurs on the 25<sup>th</sup> day following the month of sale. As a result, the Company's production revenues are collected in a timely fashion. The Company monitors its revenue counterparty credit positions to mitigate any potential credit losses. To the extent the Company has joint interest partners in its activities it must collect, on a monthly basis, all of its partners' share of capital and operating expenses. These are subject to normal collection risk. The Company normally collects significant amounts related to partners' share of capital amounts in advance of expenditures taking place, in accordance with standard industry operating procedures. Accounts payable consist of amounts payable to suppliers on field operating activities and capital spending activities. These invoices are processed within the Company's normal payment period. At September 30, 2011, the Company had no material accounts receivable that it deemed uncollectible.

The Company actively manages its capital structure. The Company's objectives when managing capital are to maintain a flexible capital structure to allow it to execute on its capital investment program, which includes investing in oil and gas activities that may or may not be successful. The Company will strive to balance the proportion of debt and equity in its capital structure to take into account the level of risk being incurred in its capital expenditures.

## GUARANTEES/OFF-BALANCE SHEET ARRANGEMENTS

The Company has no guarantees or off-balance sheet arrangements, except for certain lease agreements. Seaview has certain lease agreements that are entered into in the normal course of operations. All leases are treated as operating leases whereby the lease payments are included in operating expenses or G&A expense depending on the nature of the lease. No asset or liability value has been assigned to these leases on the balance sheet as at September 30, 2011. The total future obligation from these operating leases is described below in the section "Contractual obligations and commitments".

## CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The Company must pay Crown royalties, surface rentals, mineral taxes and abandonment and reclamation costs with respect to its ongoing ownership of hydrocarbon production rights. The amounts paid with respect to these burdens will depend on the future ownership, production, commodity prices and regulatory environment at the time.

The Company enters into natural gas and crude oil financial contracts from time to time, some of which may have premiums attached to them (see Note 4). The future premiums Seaview is committed to pay are included in the table below.

The Company's future contractual commitments are highlighted below:

	Total	2011	2012
Operating leases	\$ 335	72	263
Financial instrument premiums	\$ 396	396	-
Total contractual obligations	\$ 731	468	263

## CRITICAL ACCOUNTING ESTIMATES

The reader is advised that the critical accounting estimates, policies and practices as described in the MD&A at December 31, 2010 in conjunction with those discussed in the notes to the unaudited condensed interim consolidated financial statements at March 31, 2011 continue to be critical in determining Seaview's financial results as at September 30, 2011.

## CHANGES IN ACCOUNTING POLICIES AND RECENT ACCOUNTING PRONOUNCEMENTS

### *International Financial Reporting Standards ("IFRS")*

On January 1, 2011, the Company transitioned to IFRS, with the date of adoption of January 1, 2010. On the date of adoption, the Company restated the account balances to IFRS and the financial reporting will be in accordance with IFRS hereafter. A full description of the new accounting policies is outlined in Note 3 to the unaudited condensed interim consolidated financial statements for the Company for the period ended March 31, 2011. Additionally, transition date information and reconciliations between IFRS and previous GAAP for comparative periods in 2010 are described in Note 15 to the unaudited condensed interim consolidated financial statements for the Company for the periods ended March 31, 2011, June 30, 2011 and September 30, 2011. The adoption of IFRS has not led to any changes in the business operations, capital strategies or funds flow of the Company.

Seaview's significant areas of impact include property, plant and equipment, share based payments, depletion, depreciation and accretion and Class B share classification. The following discussion provides an overview of these areas as well as the exemptions available under IFRS 1, "First-time Adoption of International Financial Reporting Standards" ("IFRS 1"). IFRS 1 provided entities adopting IFRS for the first time with a number of optional exemptions and mandatory exceptions in certain areas to the general requirement for full retrospective application of IFRS.

- Property, plant and equipment ("PP&E"): Under previous GAAP, Seaview applied full cost accounting in which all costs directly associated with the acquisition of, the exploration for, and the development of natural gas and crude oil reserves were capitalized on a country-by-country cost centre basis. Costs accumulated within each country cost centre were depleted using the unit-of-production method based on proved reserves determined using estimated future prices and costs. Upon transition to IFRS, Seaview has adopted new accounting policies for upstream activities, including pre-exploration costs, exploration and evaluation costs and development costs, as discussed below.

Pre-exploration costs are expenditures incurred prior to obtaining the legal right to explore and must be expensed under IFRS. Under previous GAAP, Seaview capitalized and depleted such costs within the full cost pool. These costs are not anticipated to be significant to the Company.

Exploration and Evaluation costs (“E&E”) are expenditures incurred for an area or property for which technical feasibility and commercial viability has not been determined. Upon transition to IFRS, Seaview has re-classified all E&E expenditures that were included in the PP&E balance under previous GAAP on the consolidated balance sheet. This includes the cost for Seaview’s undeveloped exploratory land that relates to exploration properties. Seaview will not amortize its E&E assets but will assess them for impairment when there are indicators for possible impairment, such as allowing the mineral rights lease to expire or a decision to no longer pursue exploration and evaluation of a specific E&E asset, at which time the costs would be expensed. Upon transition to IFRS, approximately \$0.4 million of PP&E was reclassified on the balance sheet to intangible exploration costs representing E&E assets.

Development costs are expenditures incurred for an area or property where technical and commercial feasibility has been determined. Seaview will continue to capitalize these costs. Under previous GAAP, these costs were depleted on a unit-of-production basis at a country cost centre level but under IFRS these costs will be depleted on a unit-of-production basis over an area level (unit of account). Also under IFRS, a company has the option of choosing the reserve base that it will use for its depletion calculation, whether proven reserves, which is consistent with previous GAAP, or proven plus probable reserves. Seaview has determined that it will use proven reserves as the basis over which its depletion will be calculated. Accordingly, depletion costs will be consistent with the amount that would have been calculated under previous GAAP.

Divestitures of an oil and gas property under IFRS will generally result in a gain or loss recognized in earnings. Under previous GAAP, proceeds of divestitures were deducted from the full cost pool without recognition of a gain or loss unless such a deduction resulted in a change to the depletion rate of 20 percent or greater. Seaview has a restatement to the comparative second quarter 2010 financial statements showing a gain on sale regarding the disposition of our Saskatchewan properties in April 2010.

As at the date of transition, being January 1, 2010, for entities using the full cost accounting method, IFRS 1 provided an option to deem the cost of its PP&E assets to equal its previous GAAP net book value. Seaview has applied this option. The IFRS E&E costs will be equal to those that would have been recognized as such under previous GAAP using proved plus probable reserves as a basis for determining technical feasibility and commercial viability. The remaining net book value of the full cost pool on the date of transition following the removal of E&E costs was allocated to the unit of account development cost centres on the basis of Seaview’s proved plus probable reserve values.

- Impairment of PP&E assets: Under IFRS, impairment tests of PP&E must be performed at a cash-generating unit level instead of at the country cost centre under previous GAAP using the greater of value in use or fair value less costs to sell. Assets will be assessed for impairment when indicators suggest the possibility of impairment; therefore, there may be more frequent impairments of assets under IFRS. Under IFRS, impairment losses, other than goodwill, are reversed when there is an increase in the recoverable amount. Seaview has grouped its assets into cash-generating units, which were identified on the basis of cash inflows being independent from other assets or groups of assets, and will test them for impairment using the greater of value in use or fair value less costs to sell. Assets were required to be assessed for impairment upon transition to IFRS. A small impairment of oil and gas assets of approximately \$2.5 million was calculated on transition to IFRS, having used the fair value less costs to sell to measure the fair value of its cash-generating units. As well, Seaview has determined an impairment to its Goodwill balance at transition which has been written off from its opening IFRS balance sheet as at January 1, 2010.
- Provisions: Under IFRS, decommissioning obligations, disclosed as asset retirement obligations under previous GAAP, can be calculated using either a risk free discount rate, which differs from previous GAAP, or a credit adjusted risk-free interest rate, which is consistent with previous GAAP, to discount future cash flows. Seaview has used the credit adjusted risk-free rate and therefore charges remain the same as the amount that had been calculated under previous GAAP. Under IFRS, the unwinding of the discount rate is charged as interest expense versus accretion expense under previous Canadian standards.

- Share based compensation: Under IFRS 2 “Share-based Payments”, awards that vest in installments must be accounted for as though each installment is a separate award and amortized using a graded vesting model. This results in front loading of share based compensation expense. In addition, under IFRS, a forfeiture rate must be included in the initial expense calculation, and adjusted prospectively if required, rather than accounting for forfeitures as they occur. IFRS 1 allows for an exemption from IFRS 2 for share based payments which have vested before Seaview’s transition to IFRS. As a result of applying IFRS 2, the Company has an increase to contributed surplus of approximately \$1.3 million with a corresponding increase to the January 1, 2010 deficit.
- Income taxes: IFRS does not use the terminology of future income taxes; IFRS refers to deferred income taxes. The transition to IFRS requires the Company to re-measure its deferred income taxes for its January 1, 2010 balance sheet. Adjustments to deferred income taxes were made accordingly in conjunction with other transitional IFRS adjustments discussed earlier, with an offsetting adjustment to the January 1, 2010 deficit.

In addition to the adjustments required to deferred income taxes as a result of the January 1, 2010 transitional adjustments, the Company has made adjustments for its comparative periods in 2010 for share issue costs, flow-through shares and the reclassification of the Class B shares as a liability. Under previous GAAP, the accounting treatment of flow-through shares is addressed by EIC 146 – “Flow-Through Shares”. The proceeds received for the flow-through shares are credited to shareholders’ capital and the deferred tax liability is recognized when the company files the renouncement documents with the tax authorities to renounce the tax credits associated with the expenditures.

Under IFRS, Seaview has set up a liability for the difference between the proceeds received and the market price of the shares on the date of the transaction (the “premium”). As the qualifying expenditures are incurred, Seaview will record the tax liability associated with the expenditures and renouncements of the tax benefits and reverse the deferred liability originally set up related to those costs incurred in a particular quarter. The difference between the deferred tax liability and the original liability set up will go through profit and loss.

A temporary difference exists for share issue costs under previous GAAP and IFRS. The difference between previous GAAP and IFRS result in a deferred tax liability being recorded. Unlike previous GAAP, changes in the deferred tax liability are recognized where they were originally recognized; therefore, changes in the deferred tax liability related to share issue costs are recorded against share capital as opposed to profit and loss. The Company does not have any transitional adjustments related to share issue costs.

- Risk-Sharing Arrangements and Dispositions: Under IFRS, risk-sharing agreements in which Seaview cedes a portion of its working interest to a third party are generally considered to be disposals of property, plant and equipment, potentially resulting in a gain or loss on disposition. Under previous GAAP, no gain or loss was recorded on these or other dispositions where the change in consolidated depletion is less than 20 percent. There is no equivalent exemption in IFRS. As a result, Seaview will record gains or losses on risk-sharing arrangements and other disposition transactions under IFRS. There is no impact on transition to IFRS as a result of this requirement. Subsequent to transition, the significance of these gains or losses will be dependent on the details of specific transactions.
- Business Combinations: An exemption under IFRS 1 provides the entity with relief on the restatement of business combinations prior to the transition date. Under IFRS 3 – “Business Combinations”, the determination of the fair value of share consideration differs from the determination under previous Canadian accounting standards. Any difference in the fair value calculation would have a resulting impact on the carrying amount of net assets acquired, non-controlling interest and any goodwill. The Company has made the election under IFRS 1, allowing Seaview to be exempt from restating business combinations prior to the transition date to IFRS.

- Convertible Class B share liability: Under previous GAAP, the Company's convertible Class B shares were presented as equity while under IFRS, the Class B shares do not qualify for equity presentation and must be presented as a liability. This is because the number of Class A shares required to be issued on conversion is not known until the Company exercises the conversion. As such, the Company has retrospectively adjusted the presentation of its \$11.7 million Initial Public Offering ("IPO") on October 17, 2007, which included the convertible Class B shares.
- Seaview does not expect changes to its financial statements as a result of IFRS to affect any covenants related to bank debt.

Seaview is determining which additional changes to internal controls over financial reporting will be required to deal with the changes in accounting policies. This will be ongoing throughout the balance of 2011 to ensure all changes in accounting policies include appropriate additional controls and procedures for future IFRS reporting requirements. Seaview does not expect any material changes to internal controls.

## **NEW AND PENDING ACCOUNTING STANDARDS**

The following pronouncements from the IASB will become effective for financial reporting periods beginning on or after January 1, 2013 and have not yet been adopted by the Company. All of these new or revised standards permit early adoption with transitional arrangements depending upon the date of initial application.

IFRS 10 – *Consolidated Financial Statements* builds on existing principles and standards and identifies the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company.

IFRS 11 – *Joint Arrangements* establishes the principles for financial reporting by entities when they have an interest in arrangements that are jointly controlled.

IFRS 12 – *Disclosure of Interest in Other Entities* provides the disclosure requirements for interests held in other entities including joint arrangements, associates, special purpose entities and other off balance sheet entities.

IFRS 13 – *Fair Value Measurement* defines fair value, requires disclosure about fair value measurements and provides a framework for measuring fair value when it is required or permitted within the IFRS standards.

IAS 12 – *Income Taxes* removes subjectivity in determining on which basis an entity measures the deferred tax relating to an asset. The amendment introduces a presumption that an entity will assess whether the carrying value of an asset will be recovered through sale of the asset.

IAS 28 – *Investments in Associate and Joint Ventures* revised the existing standard and prescribes the accounting for investments and sets out the requirements for the application of the entity method when accounting for investments in associates and joint ventures.

The IASB also issued *Presentation of Items of Other Comprehensive Income*, an amendment to IAS 1 *Financial Statement Presentation*. The amendment addresses the presentation of other comprehensive income and requires the grouping of items within other comprehensive income that might eventually be reclassified to the profit and loss section of the income statement. The change becomes effective for financial years after July 1, 2012 with earlier adoption permitted.

The Company has not completed its evaluation of the effect of adopting these standards on its financial statements.

## **RISK ASSESSMENT**

The reader is advised that the risk assessment for the Company is fully described in the MD&A at December 31, 2010 and is relevant to the readers' understanding of the Company's financial results as at September 30, 2011.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company is filed on SEDAR and can be viewed at [www.sedar.com](http://www.sedar.com). Information can also be obtained by contacting the Company at Seaview Energy Inc. 1500, 444 - 5th Avenue S.W., Calgary, Alberta, Canada T2P 2T8 or by email at [info@Seaviewenergy.com](mailto:info@Seaviewenergy.com). Information is also accessible on the Company's web site at [www.Seaviewenergy.com](http://www.Seaviewenergy.com).

# SEAVIEW ENERGY INC

Consolidated Statements of Financial Position (unaudited)  
(in thousands of Canadian dollars)

	September 30, 2011	December 31, 2010
<b>Assets</b>		
Accounts receivables	\$ 5,105	\$ 7,508
Prepaid expenses and deposits	853	1,037
Risk management contracts	528	1,151
Total current assets	6,486	9,696
Property, plant and equipment (Note 8)	135,915	136,364
Exploration and evaluation assets (Note 9)	3,535	4,996
Total non-current assets	139,450	141,360
Total assets	\$ 145,936	\$ 151,056
<b>Liabilities</b>		
Bank debt (Note 12)	\$ 25,964	\$ 16,494
Accounts payable and accrued liabilities	9,170	15,291
Risk management contracts	93	-
Total current liabilities	35,227	31,785
Risk management contracts (Note 4)	1,934	2,193
Convertible Class B share liability (Note 11)	9,944	9,386
Decommissioning obligation (Note 13)	2,333	2,273
Deferred tax liabilities	19,513	21,856
Total non-current liabilities	33,724	35,708
Total liabilities	68,951	67,493
<b>Shareholders' equity</b>		
Share capital (Note 10)	90,553	90,519
Contributed surplus	8,895	8,150
Deficit	(22,463)	(15,106)
Total shareholders' equity	76,985	83,563
Total liabilities and shareholders' equity	\$ 145,936	\$ 151,056

Subsequent event (Note 16)

Commitments (Note 14)

See accompanying notes to the unaudited interim consolidated financial statements

# SEAVIEW ENERGY INC

Consolidated Statements of Earnings (Loss) and Comprehensive Income (Loss)

For the three and nine months ended September 30, 2011, with comparative figures for 2010

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

	Three months ended		Nine months ended	
	September 30		September 30	
	2011	2010	2011	2010
		(Note 15)		(Note 15)
<b>Revenue</b>				
Oil and natural gas sales	\$ 6,562	\$ 6,486	\$ 21,422	\$ 26,436
Royalties	(798)	(499)	(2,785)	(3,638)
	5,764	5,987	18,637	22,798
<b>Risk management gain (loss)</b>				
Realized gain on risk management contracts (Note 4)	298	727	821	1,093
Unrealized gain (loss) on risk management contracts (Note 4)	1,039	349	(458)	2,238
	7,101	7,063	19,000	26,129
<b>Operating expenses</b>				
Operating	1,854	1,196	5,693	6,793
Transportation	312	345	953	1,126
General and administrative	698	626	1,610	2,042
Pre-license expenditures	45	-	226	-
Loss (gain) on sale of property, plant and equipment (Note 8)	2,297	(33)	2,297	(16,177)
Depletion and depreciation (Note 8)	4,942	5,176	15,884	17,128
Share based compensation (Note 10)	109	279	386	773
	10,257	7,589	27,049	11,685
<b>Results from operating activities</b>	(3,156)	(526)	(8,049)	14,444
<b>Finance expenses</b>				
Interest expense	380	158	959	780
Unrealized gain on financial contracts	-	-	-	(24)
Accretion on decommissioning obligations	44	40	134	132
Accretion on Convertible Class B share liability	190	175	558	516
<b>Net finance expense (Note 6)</b>	614	373	1,651	1,404
<b>Income (loss) before taxes</b>	(3,770)	(899)	(9,700)	13,040
<b>Deferred income tax expense (reduction):</b>	(841)	(65)	(2,343)	4,099
<b>Net income (loss) and comprehensive income loss</b>	\$ (2,929)	\$ (834)	\$ (7,357)	\$ 8,941
<b>Net income (loss) per share – basic (Note 10)</b>	\$ (0.04)	\$ (0.01)	\$ (0.11)	\$ 0.13
<b>Net income (loss) per share – diluted (Note 10)</b>	\$ (0.04)	\$ (0.01)	\$ (0.11)	\$ 0.12

See accompanying notes to the unaudited interim consolidated financial statements

# SEAVIEW ENERGY INC

## Consolidated Statements of Cash Flows

For the three and nine months ended September 30, 2011, with comparative figures for 2010

(in thousands of Canadian dollars)

(unaudited)

	Three months ended September 30		Nine months ended September 30	
	2011	2010	2011	2010
<b>Operating activities</b>				
Net income	\$ (2,929)	\$ (834)	\$ (7,357)	\$ 8,941
Adjustments for:				
Depletion and depreciation	4,942	5,176	15,884	17,128
Net finance expense <i>(Note 6)</i>	614	373	1,651	1,404
Deferred income tax (reduction) expense	(841)	(65)	(2,343)	4,099
Unrealized risk management loss (gain)	(1,039)	(349)	458	(2,238)
Loss (gain) on sale of property, plant and equipment <i>(Note 8)</i>	2,297	(33)	2,297	(16,177)
Share based compensation	109	279	386	773
Net interest paid <i>(Note 6)</i>	(380)	(158)	(959)	(780)
Decommissioning expenditures	-	-	(2)	(21)
	2,773	4,389	10,015	13,129
Change in non-cash working capital <i>(Note 7)</i>	52	205	(768)	2,201
	\$ 2,825	\$ 4,594	\$ 9,247	\$ 15,330
<b>Financing activities</b>				
Increase (decrease) in bank loans	(6,519)	1,462	9,470	(26,890)
Proceeds from issuance of shares	-	4	19	27
	\$ (6,519)	\$ 1,466	\$ 9,489	\$ (26,863)
<b>Investing activities</b>				
Property, plant and equipment additions, including exploration & evaluation assets	(3,809)	(5,555)	(20,488)	(18,330)
Property dispositions	4,519	-	4,519	33,090
Change in non-cash working capital <i>(Note 7)</i>	2,984	(505)	(2,767)	(3,227)
	\$ 3,694	\$ (6,060)	\$ (18,736)	\$ 11,533
Change in cash during the period	\$ -	\$ -	\$ -	\$ -
Cash – beginning of the period	-	-	-	-
Cash – end of the period	\$ -	\$ -	\$ -	\$ -

See accompanying notes to the unaudited interim consolidated financial statements

# SEAVIEW ENERGY INC

## Consolidated Statements of Changes in Shareholders' Equity

(in thousands of Canadian dollars)  
(unaudited)

	Number of Class A shares	Class A share capital	Equity component of Class B share	Contributed surplus	Deficit	Total
Balance at January 1, 2011	65,536,768	\$ 93,011	\$ (2,492)	\$ 8,150	\$ (15,106)	\$ 83,563
Share based compensation expensed (Note 10)		-		386	-	386
Share based compensation capitalized (Note 10)		-		374	-	374
Options exercised (Note 10)	16,250	34		(15)	-	19
Net loss for the period		-		-	(7,357)	(7,357)
Balance at September 30, 2011	65,553,018	\$ 93,045	\$ (2,492)	\$ 8,895	\$ (22,463)	\$ 76,985

	Number of Class A shares	Class A share capital	Equity component of Class B share	Contributed surplus	Deficit	Total
Balance at January 1, 2010	65,433,182	\$ 92,842	\$ (2,492)	\$ 6,443	\$ (21,152)	\$ 75,641
Share based compensation expensed (Note 10)		-		773	-	773
Share based compensation capitalized (Note 10)		-		724	-	724
Options exercised (Note 10)	46,168	97		(70)	-	27
Net income (loss) for the period		-		-	8,941	8,941
Balance at September 30, 2010	65,479,350	\$ 92,939	\$ (2,492)	\$ 7,870	\$ (12,211)	\$ 86,106

See accompanying notes to the unaudited interim consolidated financial statements

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

---

### 1. Structure of Seaview Energy Inc:

Seaview Energy Inc. (the "Company") is incorporated under the Business Corporations Act (Alberta). The consolidated financial statements of the Company as at and for the three and nine months ended September 30, 2011 and 2010 comprise the Company and its wholly owned subsidiaries. The Company is engaged in the exploration for and development and production of oil and natural gas and conducts many of its activities jointly with others; these financial statements reflect only the Company's proportionate interest in such activities.

### 2. Basis of preparation:

#### (a) Statement of compliance:

The unaudited condensed interim consolidated financial statements have been prepared in compliance with IAS 34 "Interim Financial Reporting" and accordingly do not contain all of the disclosures that are required in the preparation of Seaview's annual audited consolidated financial statements. These unaudited condensed interim consolidated financial statements are for part of the period covered by the first IFRS annual financial statements and IFRS 1 "First-time Adoption of IFRS" has been applied.

Prior to 2011, Seaview prepared its unaudited interim consolidated financial statements and audited annual consolidated financial statements in accordance with Canadian generally accepted accounting principles ("previous GAAP"). An explanation of how the transition to IFRSs has affected the reported consolidated financial position, financial performance and cash flows of the Company is provided in Note 15. This note includes reconciliations of equity and total comprehensive income for comparative periods reported under previous GAAP to those reported for those periods.

The unaudited condensed interim consolidated financial statements were authorized for issuance by the Board of Directors on November 22, 2011.

#### (b) Basis of measurement:

The unaudited condensed interim consolidated financial statements have been prepared on the historical cost basis except for the following:

- (i) risk management financial instruments are measured at fair value; and
- (ii) held for trading financial assets are measured at fair value with changes in fair value recorded in earnings.

All tabular amounts are in thousands of Canadian dollars, except numbers of shares, per share amounts, percentages and other figures as noted.

#### (c) Functional and presentation currency:

These unaudited condensed interim consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency.

#### (d) Use of estimates and judgements:

The preparation of unaudited condensed interim consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

---

In preparing these unaudited condensed interim consolidated financial statements, the significant judgements made by management applying the Company's accounting policies and the key sources of estimation uncertainty are expected to be the same as those to be applied in the first annual IFRS consolidated financial statements.

- Note 4 – valuation of financial instruments
- Note 8 – valuation of property, plant and equipment
- Note 9 – valuation of intangible exploration assets
- Note 10 – measurement of share based payments
- Note 13 – decommissioning obligations

Reserve estimates impact a number of the areas referred to above and in particular, the valuation of property, plant and equipment and the calculation of depletion and depreciation.

### 3. Significant accounting policies:

These unaudited interim consolidated financial statements have been prepared in accordance with IFRS following the same accounting policies and methods of computation as the unaudited interim consolidated financial statements for the Company for the period ended March 31, 2011 and should be read in conjunction therewith. The significant accounting policies are described in Note 3 of the March 31, 2011 interim consolidated financial statements.

### 4. Financial risk management:

The Company has exposure to credit and market risks from its use of financial instruments. This note provides information about the Company's exposure to each of these risks, the Company's objectives, policies and processes for measuring and managing risk. Further quantitative disclosures are included throughout these financial statements.

#### a) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation and arises primarily from joint venture partners, marketers and financial intermediaries.

The Company's accounts receivable are with customers and joint venture partners in the oil and natural gas business and are subject to normal credit risks. Concentration of credit risk is mitigated by marketing production to numerous purchasers under normal industry sale and payment terms. The Company routinely assesses the financial strength of its customers.

The Company may be exposed to certain losses in the events of non-performance by counterparties to financial instrument contracts. The Company mitigates this risk by entering into transactions with highly rated financial institutions.

The carrying amount of accounts receivable represents the maximum credit exposure. As at September 30, 2011 the Company's receivables consisted of \$2.6 million of receivables from oil and natural gas marketers which has substantially been collected subsequent to September 30, 2011 and \$2.5 million from joint venture partners, consisting in part of cash calls, of which \$0.5 million has been subsequently collected. As at September 30, 2011 the Company has \$1.0 million in accounts receivable that is considered to be past due. Although these amounts have been outstanding for greater than 90 days, they are still deemed to be collectible. As the operator of properties, the Company has the ability to withhold production to joint venture partners, who are in default of amounts owing. The Company does

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

not have an allowance for doubtful accounts as at September 30, 2011 and did not provide for any doubtful accounts during the three or nine months ended September 30, 2011.

b) Liquidity risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with the financial liabilities. The Company's financial liabilities consist of accounts payable and accrued liabilities, financial instruments contracts and bank debt. Accounts payable consists of invoices payable to trade suppliers for office, field operating activities, capital expenditures, and distributions payable. The Company processes invoices within a normal payment period.

Accounts payable and accrued liabilities have contractual maturities of less than one year. Risk management contracts have contractual maturities of less than two years. The Company maintains a demand credit facility, as outlined in note 12, which is reviewed periodically with the lender. The Company also maintains and monitors a certain level of cash flow which is used to partially finance all operating, investing and capital expenditures.

c) Commodity price risk:

Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for oil and natural gas are impacted not only by global economic events that dictate the levels of supply and demand but also by the relationship between the Canadian and United States dollar. The Company has attempted to mitigate a portion of the commodity price risk through the use of various risk management financial contracts. The Company's policy is to enter into commodity price contracts, when considered appropriate, to a maximum of 50% of forecasted production volumes when using collars and swaps, unless otherwise approved by the Board of Directors.

As at September 30, 2011, the Company had the following contracts:

Natural gas	Volume	Pricing Point	Price	Fair Value	Term
Put <sup>(1)</sup>	2,000 gj/d	AECO Monthly	\$ 4.75/gj	\$ 231	January '10 – December '11
Put	6,140 gj/d	AECO Monthly	\$ 4.00/gj	\$ 297	January '11 – December '11
Call	3,000 gj/d	AECO Monthly	\$ 7.40/gj	\$ (30)	January '13 – December '13
Crude Oil					
Put <sup>(2)</sup>	200 bbl/d	WTI – Nymex CAD	\$ 75.00/bbl	\$ (93)	January '10 – December '11
Call	100 bbl/d	WTI – Nymex CAD	\$ 88.25/bbl	\$ (437)	January '13 – December '13
Call	200 bbl/d	WTI – Nymex	\$ 72.50/bbl	\$ (1,467)	January '13 – December '13
Fair value of commodity price contracts <sup>(3)</sup>				\$ (1,499)	

(1) The net floor for this contract reflects the deferred cost of \$1.05/gj paid over the course of the contract. The strike price of the put is \$5.80/gj before the deferred cost.

(2) The net floor for this contract reflects the deferred cost of \$11.00/bbl paid over the course of the contract. The strike price of the put is \$86.00/bbl before the deferred cost.

(3) Amount represents the net of the current and long-term liability of \$2.0 million offset by the current asset of \$0.5 million as shown on the consolidate balance sheet.

Risk management financial contracts are recorded on the consolidated balance sheet at fair value at each reporting period with the change in fair value being recognized as an unrealized gain or loss on the consolidated statements of income. As at September 30, 2011, the fair market value recorded on the consolidated statement of financial position for these financial instrument contracts was a net liability of \$1.5 million, compared to a net liability of \$1.0 million as at December 31, 2010. The increase in net liability from December 31, 2010 to September 30, 2011 has been recorded as an unrealized loss on risk management contracts during the period.

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

---

The Company mitigates its risk associated with fluctuations in commodity prices by utilizing financial instrument contracts. A \$0.25 change in the price per thousand cubic feet of natural gas - AECO would have had an impact of approximately \$265,000 on net income for the nine months ended September 30, 2011. The Company's current oil financial instrument contracts are well below the current price per barrel of oil – WTI, therefore, a change of \$1.00 in price would have had an impact of approximately \$60,000 on net income for the nine months ended September 30, 2011.

d) Foreign exchange risk:

The Company does not sell or transact in any foreign currency, however, the United States (“U.S.”) dollar influences the price of petroleum and natural gas sold in Canada. Price fluctuations, as a result, can affect the fair value and future cash flows of derivative natural gas contracts, however, given it is an indirect influence, the impact of the changing exchange rates cannot be accurately quantified. The Company's other financial assets and liabilities are not affected by a change in currency rates.

e) Interest rate risk:

The Company is exposed to interest rate risk on its outstanding bank debt, as it has a floating interest rate and consequently changes to interest rates would impact the Company's future cash flows. If interest rates applicable to the variable rate debt increased by 1% it is estimated that the Company's net income for the nine month period ended September 30, 2011 would decrease by \$205,000.

### 5. Capital management:

The Company's objective when managing capital is to maintain a flexible capital structure which allows it to execute its growth strategy through strategic acquisitions and expenditures on exploration and development activities while maintaining a strong financial position which balances the interests of equity and debt holders.

The Company considers its capital structure to include working capital (excluding associated assets and liabilities from financial instrument contracts and their related tax impact), bank debt, Convertible Class B share liability and shareholders' equity. The Company monitors capital based on the ratio of net debt to annualized funds flow from operations. The ratio represents the time period it would take to pay off the debt if no further capital expenditures were incurred and if funds flow from operations remained constant. This ratio is calculated as net debt, defined as outstanding bank debt plus or minus net working capital, divided by the annualized year-to-date funds flow from operations. The Company's strategy is to maintain a ratio of less than 2.0 to 1. This ratio may increase at certain times as a result of acquisitions, timing of capital expenditures, or low commodity prices. As at September 30, 2011, the Company's ratio of net debt to nine month annualized funds flow from operations was 2.2 to 1 (September 30, 2010 – 0.7 to 1) due to increased capital expenditures.

In order to facilitate the management of this ratio, the Company prepares annual funds from operations and capital expenditure budgets, which are updated as necessary, and are reviewed and periodically approved by the Company's Board of Directors. The Company manages its capital structure and makes adjustments by continually monitoring its business conditions, including: the current economic conditions; the risk characteristics of the Company's oil and natural gas assets; the depth of its investment opportunities; current and forecasted net debt levels; current and forecasted commodity prices; and other factors that influence commodity prices and funds from operations, such as quality and basis differentials, royalties, operating costs and transportation costs. Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements. The credit facilities are subject to a

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

semi-annual review of the borrowing base which is directly impacted by the value of the oil and natural gas reserves.

### 6. Finance income and expenses:

	Three months ended September 30		Nine months ended September 30	
	2011	2010	2011	2010
Finance income:				
Net change in fair value of risk management financial contracts	\$ -	\$ -	\$ -	\$ (24)
Finance expense:				
Interest on loans and borrowings	380	158	959	780
Accretion on decommissioning obligations (note 13)	44	40	134	132
Accretion on Convertible Class B share liability (note 11)	190	175	558	516
	614	373	1,651	1,428
Net finance expenses	\$ 614	\$ 373	\$ 1,651	\$ 1,404

The Company's effective interest rate including stand-by fees for the three and nine months ending September 30, 2011 was approximately 5.1% and 4.4%, respectively (three and nine months ended September 30, 2010 – 6.2% and 3.7%, respectively).

### 7. Supplemented cash flow information:

Changes in non-cash working capital is comprised of:

As at September 30,	2011	2010
Source(use) of cash:		
Accounts receivables and accrued assets	\$ 2,402	\$ 904
Prepaid expenses and deposits	184	207
Accounts payables and accrued liabilities	(6,121)	(2,137)
	\$ (3,535)	\$ (1,026)
Related to operating activities	\$ (768)	\$ 2,201
Related to investing activities	\$ (2,767)	\$ (3,227)

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

### 8. Property, plant and equipment:

Cost or deemed cost	Oil & natural gas interests		Other equipment		Total
Balance, January 1, 2010	\$	138,904	\$	8,136	\$ 147,040
Additions		21,673		-	21,673
Disposals		(16,645)		(162)	(16,807)
Transfer from intangible exploration assets		7,279		-	7,279
Balance, December 31, 2010		151,211		7,974	159,185
Additions <sup>(1)</sup>		19,452		-	19,452
Disposals <sup>(1)</sup>		(8,388)		-	(8,388)
Transfer from intangible exploration assets		2,916		-	2,916
Balance, September 30, 2011	\$	165,191	\$	7,974	\$ 173,165

(1) Includes Decommissioning Liability additions and eliminations as well as capitalized share-based compensation

Accumulated depletion, depreciation and impairment losses	Oil & natural gas interests		Other equipment		Total
Balance, January 1, 2010	\$	-	\$	-	\$ -
Depletion and depreciation		22,658		547	23,205
Disposals		(384)		-	(384)
Balance, December 31, 2010		22,274		547	22,821
Depletion and depreciation		15,499		385	15,884
Disposals		(1,455)		-	(1,455)
Balance, September 30, 2011	\$	36,318	\$	932	\$ 37,250

Net Book Value	Oil & natural gas interests		Other equipment		Total
At January 1, 2010	\$	138,904	\$	8,136	\$ 147,040
At December 31, 2010	\$	128,937	\$	7,427	\$ 136,364
At September 30, 2011	\$	128,873	\$	7,042	\$ 135,915

On August 3, 2011, the Company sold a minor producing natural gas asset in the Peace River Arch area of northwest Alberta for net proceeds of \$4.3 million resulting in a loss on disposal of approximately \$2.3 million. On September 23, 2011, the Company sold a minor land asset in northeast British Columbia for net proceeds of \$0.3 million, resulting in a minor gain on disposal.

# SEAVIEW ENERGY INC.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

## 9. Exploration and evaluation assets (E&E):

	Total Cost
Balance, January 1, 2010	\$ 433
Acquisitions	2,668
Additions	9,174
Transfer to property, plant and equipment	(7,279)
Balance, December 31, 2010	4,996
Additions	1,455
Transfer to property, plant and equipment	(2,916)
Balance, September 30, 2011	\$ 3,535

Exploration and evaluation (E&E) assets consist of the Company's exploration projects which are pending the determination of proved reserves. Additions represent the Company's share of costs incurred on E&E assets during the period. As at September 30, 2011, an amount of \$2.6 million (September 30, 2010 – \$5.5 million) remains in intangible exploration assets in respect of the Wapiti project after \$10.2 million was transferred to property, plant, and equipment following the successful initial phase of the appraisal program in the Wapiti area. The remaining amount relates to land acquisitions, seismic costs and site preparation for the upcoming drilling programs.

## 10. Share capital:

At September 30, 2011 and 2010, the Company was authorized to issue an unlimited number of Class A and preferred shares, all with no par value.

The holders of common shares are entitled to receive dividends as declared by the Company and are entitled to one vote per share.

### (a) Share based payments:

The Company has a stock option plan (the "Plan") pursuant to which options to purchase Class A shares may be granted by the Board of Directors to directors, officers, employees of, and consultants to, the Company. The Plan has reserved for issuance a number of Class A shares equal to 10% of the Class A shares issued and outstanding from time to time and no optionee is permitted to hold options entitling such optionee to purchase more than 5% of the issued and outstanding Class A shares. Options granted under the Plan will have an exercise price which is not less than the price allowed by regulatory authorities, will be non-transferable and will be exercisable for a period not to exceed five years.

Options granted under the Plan will terminate upon the date which is 90 days from the termination of an optionee's employment or, from the date such optionee ceased to be a director of the Company, unless the directors of the Company determine otherwise, or, provided the optionee has died and was an employee or director for at least one year following the grant of the options, shall terminate six months following the death of the optionee. The options will vest as to one-third on each of the first, second and third anniversaries of the date of the grant.

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

Outstanding stock options	Number of Options	Weighted Average Exercise Price
Outstanding December 31, 2010	5,463,332	\$1.41
Granted	187,500	\$1.19
Exercised	(16,250)	\$1.19
Forfeited	(45,082)	\$1.08
<b>Outstanding as at September 30, 2011</b>	<b>5,589,500</b>	<b>\$1.40</b>
<b>Exercisable as at September 30, 2011</b>	<b>3,671,518</b>	<b>\$1.56</b>

On January 5, 2011, the Company granted options to acquire up to 187,500 Class A shares at a price of \$1.19 per share, none of which were granted to officers or directors of the Company.

Range of exercise prices	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price	Number exercisable	Weighted average exercise price
\$0.00 to \$0.99	1,486,810	1.7	\$ 0.50	1,257,652	\$ 0.48
\$1.00 to \$2.00	3,105,190	2.9	\$ 1.14	1,416,366	\$ 1.09
\$2.01 to \$4.00	997,500	1.8	\$ 3.57	997,500	\$ 3.57
	5,589,500	2.4	\$ 1.40	3,671,518	\$ 1.56

All granted options have an estimated weighted average fair value determined using the Black-Scholes model using the following assumptions:

Grant date	Grant Price	Risk free interest rate	Volatility %	Dividend Yield	Fair Value per option
October, 2007	\$0.40	4.35 %	56.65 %	-	\$1.10
March, 2008	\$1.00	2.91 %	72.62 %	-	\$0.61
June, 2008	\$3.20	3.18 %	88.44 %	-	\$2.25
August, 2008	\$3.80	3.21 %	94.53 %	-	\$2.78
March 2, 2009	\$0.62	1.91 %	117.14 %	-	\$0.51
October, 2009	\$1.19	2.77 %	102.97%	-	\$0.91
September, 2010	\$1.14	2.19 %	90.51 %	-	\$0.80
January, 2011	\$1.19	2.56 %	86.27 %	-	\$0.82

Total compensation expense is amortized over the vesting period of the option. Compensation expense of \$109,391 and \$386,565 has been recognized in the three and nine months ended September 30, 2011, respectively (\$772,871 – nine months ended September 30, 2010) based on the estimated fair value of the options on the grant date in accordance with the fair value method of accounting for share based compensation. An additional \$108,837 and \$373,169 in share based compensation has been

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

capitalized in the three and nine months ended September 30, 2011, respectively (nine months ended September 30, 2010 – \$723,952).

### (b) Per share amounts

Per share amounts have been calculated using the weighted average number of shares outstanding during the period. For the three and nine months ended September 30, 2011 as well as the three months ended September 30, 2010, both the effect of the conversion of the Class B shares and the effect of options have been excluded from the calculation of weighted average diluted shares as they would have been anti-dilutive. For the nine months ended September 30, 2010, both the impact of the conversion of the Class B shares and the impact of options have been included in the calculation of weighted average diluted shares as they were dilutive.

	Three Months ended September 30		Nine Months ended September 30	
	2011	2010	2011	2010
<u>Weighted average number of shares (thousands)</u>				
Basic equivalent shares (Class A shares)	65,553	65,483	65,549	65,464
Class B shares converted to Class A shares <sup>(1)</sup>	-	-	-	9,005
In the money stock options	-	-	-	4,176
<b>Diluted equivalent shares</b>	<b>65,553</b>	<b>65,483</b>	<b>65,549</b>	<b>78,645</b>

<sup>(1)</sup> The number of Class A shares obtained upon the conversion of each Class B shares will be equal to \$10.00 divided by the greater of \$1.00 and the weighted average trading price of the Class A shares during a thirty consecutive trading day period prior to the conversion date.

### 11. Convertible Class B Shares:

On October 17, 2007, the Company issued 1,053,540 convertible Class B shares (the “Class B shares”) on a flow through basis at a price of \$10.00 per share. The Class B shares are convertible at the option of the Company at any time after June 1, 2010 and before May 31, 2012, into Class A shares upon five days prior notice to holders of Class B shares. The number of Class A shares obtained upon conversion of each Class B share will be equal to \$10.00 divided by the greater of \$1.00 and the weighted average trading price of the Class A shares during a thirty consecutive trading day period prior to the conversion date (the “conversion formula”). If the Company fails to exercise the conversion option by the close of business on May 31, 2012, then the Class B shares shall be convertible at the option of the shareholder, at any time after June 1, 2012 and before June 30, 2012, into Class A shares pursuant to the conversion formula described above. Any Class B shares not converted by the close of business on June 30, 2012 will be automatically converted into Class A shares pursuant to the conversion formula. The Class B shares are listed and posted for trading on the TSX Venture exchange under the symbol “CVU.B”.

The Class B shares were determined to be compound instruments. As the Class B shares are convertible into Class A common shares, based on the conversion formula above, the number of Class A shares is unknown, and therefore presented as a liability. The Class B share liability is accreted using the effective interest rate method over the term of the Class B shares, such that the carrying amount of the financial liability will be equal to the principal balance of \$10.5 million at maturity.

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

	Nine months ended September 30, 2011	Year ended December 31, 2010
Balance, beginning of the period	\$ 9,386	\$ 8,691
Accretion on Convertible Class B share liability	558	695
Balance, end of the period	\$ 9,944	\$ 9,386

### 12. Bank Debt:

As at September 30, 2011, the Company had a revolving demand credit facility with an authorized borrowing amount of \$40 million, with interest and other fees charged at the bank's prime rate plus a rate as determined by a pricing grid. The Company also has a development line in the amount of \$8 million that can be accessed for development projects, subject to lender review. Collateral for the facility consists of a general security agreement, providing a security interest over all present and after acquired personal property and a floating charge on all present and after acquired land interests of the Company.

At September 30, 2011, the revolving demand credit facility was drawn to \$26.0 million. The Company also had an issued letter of credit in the amount of approximately \$0.1 million.

The next interim review is scheduled for April, 2012. These reviews are based primarily on reserves and using commodity prices estimated by the lender, as well as other factors. A decrease in the borrowing base could result in a reduction to the credit facility available upon the next scheduled review which may require a repayment to the bank.

### 13. Decommissioning obligations:

#### (a) Decommissioning obligations:

The Company's decommissioning obligations result from its ownership interest in oil and natural gas assets including well sites and gathering systems. The Company estimates the total undiscounted amount of expenditures required to settle its decommissioning liability is approximately \$5.2 million (December 31, 2010 – \$5.5 million) which will be incurred over the next 20 years, with the majority of these costs incurred between 2018 and 2028. A credit adjusted risk-free rate of 8% was used to discount this amount. As at September 30, 2011, no funds have been set aside to fund this obligation.

	September 30 2011	December 31 2010
Asset retirement obligation, beginning of period	\$ 2,273	\$ 2,638
Liabilities eliminated on disposition	(117)	(757)
Liabilities incurred	45	218
Accretion expense	134	174
Actual abandonment expenditures incurred	(2)	-
Asset retirement obligation, end of period	\$ 2,333	\$ 2,273

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

### 14. Commitments:

The Company must pay Crown royalties, surface rentals, mineral taxes and abandonment and reclamation costs with respect to its ongoing ownership of hydrocarbon production rights. The amounts paid with respect to these burdens will depend on the future ownership, production, commodity prices and regulatory environment at the time.

The Company enters into natural gas and crude oil financial contracts from time to time, some of which may have premiums attached to them (see Note 4). The future premiums Seaview is committed to pay are included in the table below.

The Company's future contractual commitments are highlighted below:

		Total	2011	2012
Operating leases	\$	335	72	263
Financial instrument premiums	\$	396	396	-
Total contractual obligations	\$	731	468	263

### 15. Transition to IFRS:

The Company's accounting policies under IFRS differ from those followed under previous GAAP as described in Note 3. These accounting policies have been applied for the three and nine months ended September 30, 2011, and the comparative information for the three and nine months ended September 30, 2010. The application of these policies for January 1, 2010, March 31, 2010 and December 31, 2010 can be found in Note 15 of the unaudited interim consolidated financial statements for the Company for the period ended March 31, 2011 and for June 30, 2010 in Note 15 of the unaudited interim consolidated financial statements for the Company for the period ended June 30, 2011.

The adjustments arising from the application of IFRS to amounts on the consolidated balance sheets on the transition date and on the transactions prior to that date, were recognized as an adjustment to the Company's opening deficit category on the consolidated balance sheet when appropriate.

On transition to IFRS on January 1, 2010, the Company used certain exemptions allowed under IFRS 1 "First Time Adoption of International Financial Reporting Standards". The exemptions used were:

*Full Cost Accounting* – IFRS 1 allows an entity that used full cost accounting under its previous GAAP to elect, at the time of adoption to IFRS, to measure oil and gas assets in the development and production phases by allocating the amount determined under the entity's previous GAAP for those assets to the underlying assets pro rata using reserve volumes or reserve values as of that date. The Company has used reserve volumes as of January 1, 2010 to allocate the cost of development and production assets to CGU's.

*Business Combinations* – IFRS 1 allows an entity to use the IFRS rules for business combinations on a prospective basis rather than restating all business combinations. In respect of acquisitions prior to January 1, 2010, goodwill represents the amount recognized under the Company's previous GAAP.

*Share based compensation* – IFRS 1 allows an entity an exemption on IFRS 2, "Share Based Payments" to equity instruments which vested before the Company's transition date to IFRS.

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

### Statement of financial position at September 30, 2010:

(in thousands of dollars)	Effect of transition to IFRS								IFRS
	Canadian GAAP	Impairment (note 15b)	E&E assets (note 15a)	Depletion and Deprec (note 15c)	Other PP&E adjs (note 15c)	Share based payments (note 15e)	Share capital adjs (note 15f)	Deferred taxes (note 15g)	
<b>ASSETS</b>									
Current assets:									
Accounts receivables	\$ 6,834	\$	\$	\$	\$	\$	\$	\$	\$ 6,834
Prepaid expenses and deposits	819								819
Risk management contracts	706								706
Total current assets	8,359								8,359
Property, plant and equipment	118,708	(2,469)	(6,378)	(82)	15,739	(28)			125,490
Exploration and evaluation assets	-		6,378						6,378
Goodwill	7,563	(7,563)							-
Total non-current assets	126,271	(10,032)	-	(82)	15,739	(28)			131,868
Total assets	\$ 134,630	\$ (10,032)	\$ -	\$ (82)	\$ 15,739	\$ (28)	\$	\$	\$ 140,227
<b>LIABILITIES AND EQUITY</b>									
Current liabilities:									
Bank debt	\$ 11,154	\$	\$	\$	\$	\$	\$	\$	\$ 11,154
Accounts payables and accrued liabilities	8,894								8,894
Deferred tax liabilities	198							(198)	-
Total current liabilities	20,246								20,048
Risk management contracts	29								29
Convertible Class B share liability	-						9,207		9,207
Decommissioning obligations	2,129								2,129
Deferred tax liabilities	19,047				(255)		325	3,591	22,708
Total non-current liabilities	21,205				(255)		9,532	3,393	34,073
Total liabilities	41,451				(255)		9,532	3,393	54,121
Shareholders' Equity:									
Share capital	96,213						(5,766)		90,447
Contributed surplus	6,791					1,079			7,870
Deficit	(9,825)	(10,032)		(82)	15,994	(1,107)	(3,766)	(3,393)	(12,211)
Total shareholders' equity	93,179	(10,032)		(82)	15,994	(28)	(9,532)	(3,393)	86,106
Total liabilities and shareholders' equity	\$ 134,630	\$ (10,032)	\$ -	\$ (82)	\$ 15,739	\$ (28)	\$ -	\$ -	\$ 140,227

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

### Reconciliation of consolidated statement of operations and comprehensive income for the three months ended September 30, 2010:

(in thousands of dollars)	Canadian GAAP	Effect of transition to IFRS					IFRS
		Depletion and Depreciation (note 15c)	Other PP&E adjustments (note 15c)	Share based payments (note 15e)	Share capital adjustments (note 15f)	Deferred taxes (note 15g)	
<b>REVENUES</b>							
Petroleum and natural gas sales	\$ 6,486	\$	\$	\$	\$	\$	\$ 6,486
Royalties	(499)						(499)
Realized gain on financial contracts	727						727
Unrealized gain on financial contracts	349						349
	<u>7,063</u>						<u>7,063</u>
<b>EXPENSES</b>							
Operating expenses	\$ 1,196	\$	\$	\$	\$	\$	\$ 1,196
Transportation expense	345						345
General and administrative	564		62				626
Gain on sale of property, plant and equipment	-		(33)				(33)
Depletion and depreciation	4,911	265					5,176
Share based compensation	430			(151)			279
	<u>7,446</u>	<u>265</u>	<u>29</u>	<u>(151)</u>			<u>7,589</u>
Results from operating activities	(383)	(265)	(29)	151			(526)
Finance expenses							
Interest expense	158						158
Unrealized gain on financial contracts	-						-
Accretion on decommissioning obligations	40						40
Accretion on Convertible Class B share liability	-				175		175
Net finance expenses	<u>198</u>				<u>175</u>		<u>373</u>
Income (loss) before taxes	(581)	(265)	(29)	151	(175)		(899)
Deferred income tax expense (reduction)	53				(44)	(74)	(65)
Income (loss) and comprehensive income (loss) for the period	<u>\$ (634)</u>	<u>\$ (265)</u>	<u>\$ (29)</u>	<u>\$ 151</u>	<u>\$ (131)</u>	<u>\$ 74</u>	<u>\$ (834)</u>

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

### Reconciliation of consolidated statement of operations and comprehensive income for the nine months ended September 30, 2010:

(in thousands of dollars)	Canadian GAAP	Effect of transition to IFRS					IFRS
		Depletion and Depreciation (note 15c)	Other PP&E adjustments (note 15c)	Share based payments (note 15e)	Share capital adjustments (note 15f)	Deferred taxes (note 15g)	
<b>REVENUES</b>							
Petroleum and natural gas sales	\$ 26,436	\$	\$	\$	\$	\$	\$ 26,436
Royalties	(3,638)						(3,638)
Realized gain on financial contracts	1,093						1,093
Unrealized gain on financial contracts	2,238						2,238
	26,129	-	-	-	-	-	26,129
<b>EXPENSES</b>							
Operating expenses	\$ 6,793	\$	\$	\$	\$	\$	\$ 6,793
Transportation expense	1,126						1,126
General and administrative	1,859		183				2,042
Gain on sale of property, plant and equipment	-		(16,177)				(16,177)
Depletion and depreciation	17,046	82					17,128
Share based compensation	921			(148)			773
	27,745	82	(15,994)	(148)			11,685
Results from operating activities	(1,616)	(82)	15,994	148			14,444
Finance expenses							
Interest expense	780						780
Unrealized gain on financial contracts	(24)						(24)
Accretion on decommissioning obligation	132						132
Accretion on Convertible Class B share liability	-				516		516
Net finance expenses	888				516		1,404
Income (loss) before taxes	(2,504)	(82)	15,994	148	(516)		13,040
Deferred income tax expense (reduction)	(365)				446	4,018	4,099
Income (loss) and comprehensive income (loss) for the period	\$ (2,139)	\$ (82)	\$ 15,994	\$ 148	\$ (962)	\$ (4,018)	\$ 8,941

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

---

### Notes to reconciliations

#### (a) IFRS 1 election for full cost oil and gas entities

The Company elected an IFRS 1 exemption whereby the previous GAAP full cost pool was measured upon transition to IFRS as follows:

- (i) exploration and evaluation assets were reclassified from the full cost pool to intangible exploration assets at the amount that was recorded under previous GAAP; and
- (ii) the remaining full cost pool was allocated to the producing/development assets and components pro rata using proved plus probable reserve volumes.

This resulted in a transfer of \$0.4 million to exploration and evaluation assets with a corresponding decrease in property, plant and equipment at January 1, 2010. As at September 30, 2010, the transfer was \$6.4 million.

#### (b) IAS 36 Adjustments – Impairment of property, plant and equipment (“PP&E”)

In accordance with IFRS, impairment tests of PP&E must be performed at the cash generating unit (“CGU”) level as opposed to the entire PP&E balance which was required under the previous GAAP through the full cost ceiling test. An impairment is recognized if the carrying value exceeds the recoverable amount (greater of value in use or fair value less costs to sell) for a CGU. For Seaview, the recoverable amount is determined using fair value less cost to sell based on discounted future cash flows on proved plus probable reserves using forecast prices and costs. As a result of this impairment testing at the CGU level, the Company recognized an impairment of \$2.5 million at January 1, 2010 with a corresponding increase to the deficit on the consolidated balance sheet. For the nine months ended September 30, 2010 and the year ended December 31, 2010, the Company’s carrying value exceeded the recoverable amount for each CGU, therefore no further impairment was required. PP&E impairments can be reversed in the future if the recoverable amount increases.

In accordance with the standard, goodwill has been allocated to the specific CGU’s that are expected to benefit from the acquisitions for the purpose of impairment testing. As a result, the impairment test for goodwill is now calculated on a smaller portion of the Company’s assets than under the previous GAAP. The impact of the impairment test under IAS 36 on January 1, 2010 resulted in a write-down of goodwill of \$7.6 million with a corresponding increase to the deficit on the consolidated balance sheet.

#### (c) IAS 16 Adjustments – Property, Plant and Equipment

##### *Depletion and Depreciation.*

Upon transition to IFRS, the Company adopted a policy of depleting oil and natural gas interests on a unit of production basis over proved reserves which is consistent with the depletion policy under previous GAAP. However, under the previous GAAP, depletion was done on the Canadian cost centre. IFRS requires depletion and depreciation to be calculated based on individual components (ie. fields or combinations thereof).

There was no impact of this difference on adoption of IFRS at January 1, 2010 as a result of the IFRS 1 election as discussed above.

For the three months ended September 30, 2010, depleting the oil and gas interests at the individual component level as opposed to the Canadian cost centre level resulted in an increase to the depletion and depreciation of \$0.3 million. For the nine months ended September 30, 2010, depletion and depreciation was increased by \$0.1 million as a result of changes to the depletion calculation.

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

---

For exploration and evaluation assets, the cost of developed land that expires during the period is charged as additional depletion and depreciation expense.

### *Other adjustments to PP&E*

Under previous GAAP, proceeds from divestitures were deducted from the full cost pool without recognition of a gain or loss unless the deduction resulted in a change in the depletion rate of 20 percent or greater, in which case a gain or loss was recorded. Under IFRS, gains and losses are recorded on divestitures and are calculated as the difference between the proceeds and the net book value of the asset disposed. For the three months ended September 30, 2010, the Company recognized a \$33,000 net gain and for the nine months ended September 30, 2010, the Company recognized a \$16.2 million net gain on divestitures under IFRS compared to nil under the previous GAAP with an increase in PP&E where the proceeds were originally recorded under previous GAAP.

IFRS also requires that the capitalization of general and administrative costs be limited to directly attributable costs. Under previous GAAP, a reasonable allocation of general and administrative costs to PP&E was acceptable. As a result of the change in capitalization criteria, the Company increased its general and administrative expense by \$0.1 million during the three months ended September 30, 2010 and by \$0.2 million during the nine months ended September 30, 2010 with a corresponding decrease in PP&E.

Under previous GAAP, a deferred tax adjustment was recorded related to share based compensation costs capitalized. No such adjustment is made under IFRS. As a result of this change, PP&E was reduced by \$0.3 million at September 30, 2010 with a corresponding decrease to the deferred tax liability.

Under IFRS, costs incurred prior to obtaining the legal right to explore must be expensed. Under previous GAAP, these costs were capitalized and depleted within the full cost pool. For the three and nine months ended September 30, 2010, the Company did not incur any such costs therefore no adjustment was required for these periods.

### (d) IAS 37 adjustments – Provisions, Contingent Liabilities and Contingent Assets

Consistent with IFRS, decommissioning obligations (asset retirement obligations under previous GAAP) were measured under previous GAAP based on the estimated cost of decommissioning, discounted to their net present value upon initial recognition. Under previous GAAP, asset retirement obligations were discounted at a credit adjusted risk free rate of eight to ten percent. Under IFRS, decommissioning obligations can be calculated using either a risk free rate, which differs from previous GAAP, or a credit adjusted risk free rate consistent with previous GAAP. Seaview chose to use the credit adjusted risk free interest rate and therefore no adjustment was required upon transition to IFRS. Under IFRS, the unwinding of the discount rate is charged as interest expense versus accretion expense under previous GAAP.

### (e) IFRS 2 Adjustments – Share based compensation:

Under the previous GAAP, the Company recognized an expense related to their share based compensation on a straight-line basis through the date of full vesting and did not incorporate a forfeiture multiple. Under IFRS, the Company is required to recognize the expense over the individual vesting periods for the graded vesting awards and estimate a forfeiture rate at the date of grant and update it throughout the vesting period. The impact on transition was an increase to contributed surplus of \$1.3 million with an offsetting increase to the opening deficit. For the three months ended September 30, 2010, the Company decreased the amount of share based compensation expense by \$151,000 and for

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

the nine months ended September 30, 2010, share based compensation expense was decreased by \$148,000, with corresponding adjustments in retained earnings.

(f) Share Capital adjustments

Under previous GAAP, the Company's convertible Class B shares were presented as equity. Under IFRS, the Class B shares do not qualify for equity presentation and must be presented as a liability, due to the number of Class A shares issued on conversion, based on the conversion formula (note 11), not being certain until the Company exercises conversion. As such, the Company has retrospectively adjusted the presentation of its \$11.71 million Initial Public Offering ("IPO") on October 17, 2007, which included the convertible Class B shares. The value of Class A shares on issuance was determined to be \$1.17 million (\$0.25 per Class A share). It was also determined that the face value of convertible Class B shares is \$10.54 million (\$10.00 per Class B share). Using an 8 percent discount rate and a term of 4.75 years, the Company calculated a present value of the Class B shares of \$7.33 million on issuance, which will accrete to the \$10.54 million face value on May 31, 2012, the expiration date of the Company's conversion option. A deferred tax liability of \$0.80 million was recognized on issuance relating to the difference between the face value and present value of the Class B shares, tax effected at 25 percent. The deferred tax liability is reversed proportionately to the accretion expense on the convertible Class B share liability. Flow through share premiums of \$0.22 million and \$1.97 million were recognized for the Class A and Class B shares, respectively. The Class A flow through share premium reduced share capital while the Class B flow through share premium was recorded to the equity component of Class B shares, along with a put option premium of \$0.52 million, recognizing the value of the Company's lower limit of \$1.00 per Class A share in the Class B to Class A conversion formula. To September 30, 2010, a total of \$1.87 million had been accreted (including \$0.18 million for the three months ended September 30, 2010) with a corresponding reversal of \$0.47 million of deferred tax liability (\$0.04 million for the three months ended September 30, 2010) to arrive at a Convertible Class B share liability of \$9.21 million.

The following table is a reconciliation of the Company's IPO from previous GAAP to IFRS at January 1, 2010:

(\$000s)	Previous GAAP	Adjustments	IFRS
Class A share capital	872	3,002	3,874
Convertible Class B share capital	7,847	(7,847)	-
Convertible Class B share liability	-	8,691	8,691
Equity component of Class B shares	-	(2,492)	(2,492)
Deficit	-	(1,816)	(1,816)
Deferred income taxes	2,987	462	3,449
Gross proceeds from IPO	11,706	-	11,706

Under previous GAAP, the Company recorded the deferred tax impact on renouncement of flow through shares against share capital. Under IFRS, the Company is required to record a premium liability when the flow through shares are issued, which is relieved as the Company incurs qualifying expenditures, with the difference going to deferred tax expense. As a result of this change in the treatment of deferred taxes, at transition, the Company recorded an additional \$0.3 million to share capital, a premium liability of \$0.3 million, an additional deferred tax liability of \$0.4 million and a reduction of \$1.0 million in retained earnings for flow through shares that had been previously issued and partially renounced at transition. As at March 31, 2010, the issued shares were fully renounced with the premium liability being fully

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

relieved, the recognition of a further \$0.6 million of deferred tax expense and an increase of \$0.9 million to deferred tax liability, representing the renouncement of the remaining expenditures to the holders. These amounts were further adjusted by the reversal of the renouncement recorded under previous GAAP, which then increased share capital by a further \$1.3 million with a corresponding decrease to deferred tax liability. There was no further effect at December 31, 2010, as the obligation to incur qualifying expenditures was fully satisfied by March 31, 2010.

(g) IAS 12 Adjustments – Income taxes:

The aforementioned changes increased (decreased) the net deferred tax liability as follows based on a tax rate of 25 percent:

	September 30, 2010
Impairment of PP&E on transition (note 15b)	\$ (625)
Flow through share issue renouncement (note 15f)	(8)
Convertible Class B share liability (note 15f)	333
Depletion and depreciation (note 15c)	(20)
Stock based compensation spiral (note 15c)	(255)
Other PP&E adjustments (note 15c)	4,038
Increase (decrease) in deferred tax liabilities	\$ 3,463

Under IFRS, there is no requirement to separate the portion of deferred income taxes related to current assets or liabilities. The amounts previously classified as current have been reclassified to long-term.

Adjustments to deferred income taxes have been made in regards to the adjustments noted above that resulted in a change to the temporary differences between tax and accounting values.

(h) Finance expenses

Under IFRS, a separate line item is required in the income statement for finance expense. The items under the previous GAAP that were reclassified to finance expenses were interest and financing expense, the accretion on the decommissioning obligations, and the unrealized gain on risk management financial contracts regarding interest rate swaps.

(i) Major turnaround and overhaul expenditures

Under IFRS, the Company capitalizes the cost of major plant turnarounds and overhauls and depreciates these costs over their useful life. Previously, these costs were depreciated on a unit-of-production basis. The result of the change is an acceleration of depreciation charges on these items which is included in the adjustments discussed under depletion and depreciation above.

# SEAVIEW ENERGY INC.

## Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

(j) Opening Retained Earnings Adjustments

The aforementioned changes increased (decreased) retained earnings as follows:

	September 30, 2010
Impairment of PP&E on transition (note 15b)	\$ (2,469)
Impairment of Goodwill on transition (note 15b)	(7,563)
Flow through share issue renouncement (note 15f)	(2,361)
Convertible Class B share liability accretion (note 15f)	(1,405)
Share based compensation (note 15e)	(1,107)
Depletion and depreciation (note 15c)	(82)
Other PP&E adjustments (note 15c)	15,994
Deferred income taxes (note 15g)	(3,393)
Increase (decrease) in retained earnings	\$ (2,386)

### 16. Subsequent Event:

On November 21, 2011, Seaview announced that it had entered into an Arrangement Agreement (the "Arrangement Agreement") dated November 11, 2011 with Charger Energy Corp ("Charger"), Silverback Energy Ltd. ("Silverback") and Sirius Energy Inc. ("Sirius") to form a light oil focused, growth oriented junior exploration and production company to be lead by the current Charger management team.

The transaction will be completed by way of a Plan of Arrangement (the "Arrangement") whereby Charger, Silverback and Sirius will exchange all of their issued and outstanding shares for Class A shares of Seaview. Each of the companies involved in the business combination is at arm's length with the others. Once the Arrangement is completed, the resulting entity will be renamed Charger Energy Inc.

Under the Arrangement, the share exchange will occur on the following basis:

- Each common share of Charger ("Charger Share") will be exchanged for 3.6364 Class A shares of Seaview ("Seaview Shares") for a deemed aggregate acquisition cost of approximately \$72.5 million, using the November 11, 2011 closing price of \$0.53 for each Seaview Share
- Each common share of Silverback ("Silverback Share") will be exchanged for 5.8182 Seaview Shares for a deemed aggregate acquisition cost of approximately \$54.4 million, using the November 11, 2011 closing price of \$0.53 for each Seaview Share
- Each common share of Sirius ("Sirius Share") will be exchanged for 0.80 of a Seaview Share, for a deemed aggregate acquisition cost of approximately \$11.1 million, using the November 11, 2011 closing price of \$0.53 for each Seaview Share

As part of the Arrangement, each Class B share of Seaview will, in accordance with the articles of Seaview, be exchanged for 10.0 Seaview Shares (Class A) and, as a final step, all of the issued and outstanding Seaview Shares will be consolidated on a one for five basis.

The current directors and management of Charger will form the directors and management of the resulting entity upon closing, with a director nominee from the existing board of directors of Seaview.

# SEAVIEW ENERGY INC.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2011, with comparative figures for 2010  
(tabular amounts are in thousands of Canadian dollars except share and per share information)

---

It is estimated that there will be approximately 67.3 million Class A shares outstanding following completion of the Arrangement and the share consolidation, with shareholders of Charger, Silverback, Sirius and Seaview holding approximately 41%, 31%, 6% and 23% outstanding shares, on a non-diluted basis, respectively. The common shares of the Resulting Issuer will be listed and posted for trading on the TSX-V upon closing.

The Arrangement is subject to the approval of 66 2/3 percent of the votes cast by the respective shareholders of each of Seaview, Silverback and Sirius and the securityholders of Charger, as well as stock exchange, court and regulatory approvals as are normally required for transactions of this nature.

*Barrels of oil equivalent (boe) may be misleading, particularly if used in isolation. A boe conversion ratio of six thousand cubic feet (mcf) of natural gas to one barrel (bbl) of oil is based on an energy conversion method primarily applicable at the burner tip and is not intended to represent a value equivalency at the wellhead. All boe conversions in this report are derived by converting natural gas to oil in the ratio of six thousand cubic feet of natural gas to one barrel of oil. Certain financial amounts are presented on a per boe basis, such measurements may not be consistent with those used by other companies.*

*Estimated values contained in this report do not represent fair market value.*

*This report may contain forward-looking statements within the meaning of applicable securities laws. Forward-looking statements may include estimates, plans, anticipations, expectations, opinions, forecasts, projections, guidance or other similar statements that are not statements of fact. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. These statements are subject to certain risks and uncertainties and may be based on assumptions that could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. These risks include, but are not limited to: the risks associated with the oil and gas industry (e.g. operational risks in development, exploration and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections relating to production, costs and expenses and health, safety and environmental risks), commodity price and exchange rate fluctuation and uncertainties resulting from potential delays or changes in plans with respect to exploration or development projects or capital expenditures. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement. The forward-looking statements contained in this report are made as of the date hereof and the Company undertakes no obligations to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.*

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as the term is defined in the Policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this report.*

#### **COMMONLY USED ABBREVIATIONS**

boe	Barrel of oil equivalent
boe/d	Barrel of oil equivalent per day
gj	Gigajoule
gj/d	Gigajoule per day
mboe	Thousand barrels of oil equivalent
mcf	Thousand cubic feet
mcf/d	Thousand cubic feet per day
mmcf	Million cubic feet
mmcf/d	Million cubic feet per day
bbl	Barrel
bbl/d	Barrels per day
MMBTU	Million British Thermal Units
6:1	Boe conversion ratio of six mcf to one bbl

## CORPORATE INFORMATION

### OFFICERS AND SENIOR MANAGEMENT

**Michael J.J. Wuetherick**, P.Eng  
President and Chief Executive Officer

**H. Scott Oldale**  
Vice President, Exploration and Chief Operating Officer

**Stephanie A. Bunch**, CA  
Vice President, Finance and Chief Financial Officer

**Davin Chandler**, P.Eng  
Vice President, Engineering

**Timothy L. Campbell**  
Vice President, Land

### DIRECTORS

**Daryl Gilbert**, P.Eng, Calgary, Alberta  
Chairman  
Reserves Committee Chair and  
Health, Safety & Environment Committee Chair

**James Howe**, <sup>(4)</sup> CA, Calgary, Alberta  
Audit Committee Chair

**Gregory Turnbull**, <sup>(3)</sup> LLB, Calgary, Alberta  
Corporate Governance Committee Chair

**Steven VanSickle**, <sup>(1),(2),(5)</sup> Calgary, Alberta  
Compensation Committee Chair

**Robert Peters**, <sup>(3),(4)</sup> Calgary, Alberta  
Director

**Michael Culbert**, <sup>(1)</sup> Calgary, Alberta  
Director

**Bruce Francis**, <sup>(2),(5)</sup> P.Eng, Calgary, Alberta  
Director

**Michael J.J. Wuetherick**, P.Eng, Calgary, Alberta  
President, Chief Executive Officer and Director

**H. Scott Oldale**, Calgary, Alberta  
Vice President, Exploration, Chief Operating Officer and Director

**Sanjib Gill**, LLB, Calgary, Alberta  
Corporate Secretary

<sup>(1)</sup> Member of the Audit Committee

<sup>(2)</sup> Member of the Reserves Committee

<sup>(3)</sup> Member of the Compensation Committee

<sup>(4)</sup> Member of the Corporate Governance Committee

<sup>(5)</sup> Member of the Health, Safety and Environment Committee

### BANKERS

National Bank of Canada

### PETROLEUM CONSULTANTS

Sproule Associates Limited  
Calgary, Alberta

### LEGAL COUNSEL

McCarthy Tétrault LLP  
Calgary, Alberta

### AUDITORS

KPMG LLP  
Calgary, Alberta

### REGISTRAR AND TRANSFER AGENT

Olympia Trust Company  
Calgary, Alberta

### STOCK EXCHANGE LISTING

TSX - Venture: CVU.A & CVU.B

### INVESTOR RELATIONS

Telephone: (403) 450-3713  
Investor Toll Free: 1-877-242-0222  
E-mail: [info@seaviewenergy.com](mailto:info@seaviewenergy.com)

# SEAVIEW ENERGY INC

The logo for Seaview Energy Inc features the company name in a bold, black, sans-serif font. The word "SEAVIEW" is on the top line, and "ENERGY INC" is on the bottom line. A stylized sun or globe icon is positioned behind the letter "V" in "SEAVIEW". Below the text is a horizontal bar with a blue-to-gold gradient.

1500, 444-5th Avenue SW  
Calgary, Alberta  
Canada T2P 2T8

Telephone: (403) 450-3713  
Toll Free: 1-877-242-0222  
Facsimile: (403) 668-9177

Email: [info@seaviewenergy.com](mailto:info@seaviewenergy.com)  
Website: [www.seaviewenergy.com](http://www.seaviewenergy.com)