
STEALTH ENERGY INC.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED – PREPARED BY MANAGEMENT)

November 30, 2010

The accompanying unaudited interim consolidated financial statements for the nine months ended November 30, 2010 have been prepared by management and approved by the Board of Directors of the Corporation. These financial statements have not been reviewed by the Corporation's auditors.

STEALTH ENERGY INC.**INTERIM CONSOLIDATED BALANCE SHEETS**

(PREPARED BY MANAGEMENT)

	As at November 30, 2010 (Unaudited)	As at February 28, 2010 (Audited)
ASSETS		
Current		
Cash and cash equivalents	\$ 1,754,128	\$ 24,605
Receivables (note 5)	84,502	9,087
Prepaid expenses and deposits	286,808	26,290
	<u>2,125,438</u>	<u>59,982</u>
Furniture and Leasehold (Note 6)	43,423	-
Oil and Gas Properties (Note 7)	15,349,473	10,323,541
Conservation Bond (Note 9)	63,834	36,795
	<u>17,582,167</u>	<u>10,420,318</u>
	\$	\$
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	\$ 466,216	\$ 275,967
Short term loans	-	503,968
Due to related parties	86,074	110,684
Share subscription advances	-	321,112
	<u>552,290</u>	<u>1,211,731</u>
Asset Retirement Obligations (Note 8)	69,026	63,084
	<u>621,316</u>	<u>1,274,815</u>
Total Liabilities	621,316	1,274,815
Shareholders' Equity		
Share capital (Note 10)	19,554,086	9,612,056
Contributed surplus (Note 10)	1,265,360	2,224,190
Deficit	(3,858,594)	(2,690,743)
	<u>16,960,852</u>	<u>9,145,503</u>
	\$	\$
	17,582,168	10,420,318

Nature of Operations (Note 1)**Commitment** (Note 14)**On behalf of the Board**"Robert Gardner"

Robert Gardner

"John Campbell"

John Campbell

STEALTH ENERGY INC.

An Exploration Stage Enterprise

**INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT
(UNAUDITED - PREPARED BY MANAGEMENT)**

	Three Months Ended November 30, 2010	Three Months Ended November 30, 2009	Nine Months Ended November 30, 2010	Nine Months Ended November 30, 2009
Revenues				
Petroleum and natural gas sales	\$ 187,514	\$ 58,271	\$ 281,934	\$ 238,834
Cost of revenues				
Depletion and depreciation expenses	(3,349)	(3,498)	(10,151)	(12,062)
Lease taxes	(10,920)	(7,075)	(31,016)	(25,769)
	(14,269)	(10,573)	(41,167)	(37,831)
Expenses				
Accounting and legal	\$ 59,434	\$ 1,245	\$ 89,450	\$ 22,419
Consulting fees	219,342	61,427	607,721	230,888
Office and general	182,616	53,368	489,060	145,679
Depreciation	12,113	-	37,349	-
Stock based compensation	-	-	72,600	-
Travel expense	31,091	3,101	84,309	14,983
Transfer agent fees and filing fees	5,420	1,757	18,176	12,746
	(510,016)	(120,898)	(1,398,665)	(426,715)
Other income (loss)				
Gain (loss) on foreign exchange	(12,789)	2,907	(11,133)	25,304
Interest income	901	142	1,180	452
	(11,888)	3,049	(9,953)	25,756
Income (loss) before income taxes	(348,659)	(70,151)	(1,167,851)	(199,956)
Current income taxes	-	-	-	-
Net loss and comprehensive loss for the	(348,659)	(70,151)	(1,167,851)	(199,956)
DEFICIT, BEGINNING OF THE PERIOD	(3,509,935)	(2,342,335)	(2,690,743)	(2,212,531)
DEFICIT, END OF THE PERIOD	\$ (3,858,594)	\$ (2,412,486)	\$ (3,858,594)	\$ (2,412,487)
Basic and diluted loss per share	(0.00)	(0.00)	(0.02)	(0.01)
Weighted average number of common	74,458,002	33,862,228	74,458,002	39,163,598

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

STEALTH ENERGY INC.
**INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED-PREPARED BY MANAGEMENT)**

	Three Months		Nine Months	
	Ended November 30,		Ended November 30,	
	2010	2009	2010	2009
CASH FLOWS FROM (USED IN) OPERATING				
Net loss for the period	\$ (348,659)	\$ (70,151)	\$ (1,167,851)	\$ (199,955)
Adjustment for items not involving cash:				
Depletion and depreciation expenses	3,349	686	10,151	5,529
Asset retirement obligation accretion	1,952	1,773	5,942	5,494
Stock based compensation	-	-	72,600	-
Foreign exchange loss (gain)	417	(18,035)	(6,249)	(144,293)
Changes in non-cash operating working capital:				
Decrease (increase) in receivables	(30,736)	17,935	(75,414)	(40,525)
Decrease (increase) in prepaid expenses and deposits	-	3	(260,518)	(2,336)
Bank indebtedness	-	-	-	-
Increase(decrease) in accounts payable and accrued liabilities	12,137	152,101	190,249	86,054
Due to related parties	70,500	(54,037)	(24,610)	(2,558)
Net cash flows from (used in) operating activities	(291,040)	30,275	(1,255,700)	(292,590)
CASH FLOWS FROM (USED IN) INVESTING				
Property, Plant and Equipment	(4,950)	-	(43,423)	-
Conservation bond	-	-	(27,039)	-
Oil and gas properties	(3,666,164)	(126,731)	(5,025,932)	(244,216)
Net cash flows (used in) investing activities	(3,671,114)	(126,731)	(5,096,394)	(244,216)
CASH FLOWS FROM (USED IN) FINANCING				
Advance from related parties	-	-	-	-
Due to related parties	-	-	-	-
Short term loan	-	(154,279)	(503,968)	(188,119)
Shares issued for cash, net	5,000,000	-	9,942,030	882,600
Share issued cost	-	-	(1,031,430)	(11,000)
Share subscription receivables	-	-	-	-
Advanced warrants exercise	-	325,558	-	325,558
Share subscriptions advances	-	-	(321,112)	(434,900)
Net cash flows from (used in) financing activities	5,000,000	171,279	8,085,520	574,139
Effect of exchange rate changes on cash and cash equivalents	(3,902)	(5,052)	(3,902)	(5,052)
(Increase) in cash and cash equivalents	1,037,846	74,823	1,733,426	37,333
Cash and cash equivalents, beginning of period	720,185	20,112	24,605	57,602
Cash and cash equivalents, end of period	\$ 1,754,129	89,883	1,754,129	\$ 89,883
Cash and cash equivalents end of period, consist of				
- Cash and cash equivalents	1,754,129	91,762	1,754,129	106,827
- Bank Indebtedness	-	(1,879)	-	(16,944)
Cash and cash equivalents, end of period	1,754,129	89,883	1,754,129	89,883
Interest paid in cash	\$	\$	\$	\$

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

STEALTH ENERGY INC.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
NOVEMBER 30, 2010
(UNAUDITED – PREPARED BY MANAGEMENT)

1. NATURE OF OPERATIONS

Stealth Energy Inc. (the “Company”) was incorporated on February 21, 2006 under the laws of British Columbia. The Company’s principal business activity is the acquisition of, exploration for and development of oil and gas properties. On May 17, 2006 the Company incorporated its subsidiary company, Stealth Energy USA, Inc.

The accompanying unaudited interim consolidated financial statements have been prepared on the basis of Canadian generally accepted accounting principles (“GAAP”) applicable to a going concern. The appropriateness of using the going concern basis is dependent upon, among other things, future profitable operations, and the ability of the Company to raise additional capital. Specifically, the recovery of the Company’s investment in resource properties and related deferred expenditures is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to develop the properties and establish future profitable production from the properties, or from the proceeds of their disposition. The Company has incurred losses since inception. As at November 30, 2010, the Company had a working capital of \$1,572,862 ((February 28, 2010 – working capital deficiency of \$1,151,749), and has recorded a deficit of \$3,858,594 (February 28, 2010 - \$2,690,743).

These unaudited interim consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing.

2. BASIS OF PRESENTATION AND ACCOUNTING POLICIES

The unaudited interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles for interim financial information. The unaudited interim consolidated financial statements have been prepared in accordance with the accounting principles and policies described in the Company’s annual consolidated financial statements for the year ended February 28, 2010, and should be read in conjunction with those statements. In the opinion of management, all adjustments (consisting of normal and recurring accruals) considered necessary for fair presentation of the Company’s financial position, results of operations and cash flows have been included.

The Company adopted the following new accounting policies on a prospective basis as of March 1, 2008:

Capital Disclosures

Handbook Section 1535 details the disclosure obligations relative to (i) an entity’s objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not so complied, the consequences of such non-compliance.

The Company has included disclosure recommended by the new Handbook section in note 4 to these unaudited interim consolidated financial statements.

Financial Instruments

Handbook Sections 3862 and 3863 replace Handbook Section 3861, Financial Instruments – Disclosure and Presentation, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks.

The Company has included disclosures recommended by the new Handbook sections in note 4 to these unaudited interim consolidated financial statements.

STEALTH ENERGY INC.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
NOVEMBER 30, 2010
(UNAUDITED – PREPARED BY MANAGEMENT)

2. BASIS OF PRESENTATION AND ACCOUNTING POLICIES (cont'd...)

General Standards of Financial Statement Presentation

Handbook Section 1400 includes requirements to assess and disclose an entity's ability to continue as a going concern. This adoption of the new standard did not have any significant impact on the interim consolidated financial statements of the Company.

Future Accounting Pronouncements

(a) International Financial Reporting Standards ("IFRS")

In January 2006, the CICA's Accounting Standards Board ("AcSB") formally adopted the strategy of replacing Canadian GAAP with IFRS for Canadian enterprises with public accountability. The current conversion timetable calls for financial reporting under IFRS for accounting periods commencing on or after January 1, 2011. On February 13, 2008, the AcSB confirmed that the use of IFRS will be required in 2011 for publicly accountable profit-oriented enterprises. For these entities, IFRS will be required for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company is required to have prepared, in time for its first quarter 2011 filing, comparative financial statements in accordance with IFRS for the three months ended May 31, 2010. However, these new policies are not reflected in these financial statements due to a changeover in accounting personnel.

The changeover to IFRS represents a significant change in accounting standards and the transition from current Canadian GAAP to IFRS will be a significant undertaking that may materially affect the Company's reported financial position and reported results of operations. During 2010, the Company will complete its changeover plan, identify specific Canadian GAAP and IFRS differences, and select ongoing IFRS policies. The Company will also monitor standards development as issued by the IASB and the AcSB as well as regulatory developments by the Canadian Securities Administrators (CSA), which may affect the timing, nature, or disclosure of the adoption of IFRS.

(b) Goodwill and Intangible Assets

Section 3064, Goodwill and intangible assets, establishes revised standards for recognition, measurement, presentation and disclosure of goodwill and intangible assets. Concurrent with the introduction of this standard, the CICA withdrew EIC 27, Revenues and expenses during the pre-operating period. As a result of the withdrawal of EIC 27, the Company will no longer be able to defer costs and revenues incurred prior to commercial production at new operations. The new standard is effective as of January 1, 2011. The Company is currently assessing the impact of these new accounting standards on its consolidated financial statements.

3. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition of, exploration for and development of oil and gas properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

Although the Company has oil production during the period ended November 30, 2010 and generated revenue and cash flows, the Company is still dependent on external financing to fund its future business plan until it achieves a profitable level of operations. The Company will spend its existing working capital

STEALTH ENERGY INC.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
NOVEMBER 30, 2010
(UNAUDITED – PREPARED BY MANAGEMENT)

3. CAPITAL MANAGEMENT (cont'd...)

and raise additional amounts as needed. The Company will continue to explore its existing properties and will also look into new properties if it has adequate financial resources.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the nine months ended November 30, 2010. Neither the Company nor its subsidiary is subject to externally imposed capital requirements.

4. FINANCIAL INSTRUMENTS

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash and cash equivalents, receivables, conservation bond, bank indebtedness, accounts payable and accrued liabilities and due to related parties.

The Company has classified its cash and cash equivalents, conservation bond and bank indebtedness as held for trading, which are measured at fair value. Receivables are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities, which are measured at amortized cost.

As at November 30, 2010, the carrying and fair value amounts of the Company's financial instruments related to cash and cash equivalents, receivable, conservation bond, bank indebtedness, accounts payable and accrued liabilities and due to related parties are the same due to their short terms to maturity.

The Company's risk management activities include the preservation of its capital by minimizing risk related to its cash and cash equivalents and bank indebtedness. The Company does not trade financial instruments for speculative purposes. The Company does not have a risk management committee or written risk management policies. The Company's financial instruments are exposed to the risks described below:

(a) Credit risk

Credit risk is the risk of an unexpected loss if a party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and receivables. The Company has no significant concentration of credit risk arising from operations. Receivables consist of accounts receivable and goods and services tax due from the Federal Government of Canada and interest receivable. Management believes that the credit risk concentration with respect to accounts receivable and other receivables is remote. Management does not believe the receivables are impaired.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has in place a planning and budgeting process to help determine the funds required to support the Company's normal operating requirements on an ongoing basis and its planned capital expenditures. The Company ensures that there is sufficient working capital to fund planned exploration work and ongoing operating expenditures. As at November 30, 2010, the Company had a working capital of \$1,572,862 (February 28, 2010 - working capital deficiency of \$1,151,749).

STEALTH ENERGY INC.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
NOVEMBER 30, 2010
(UNAUDITED – PREPARED BY MANAGEMENT)

4. FINANCIAL INSTRUMENTS (cont'd...)

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to short term interest rates through the interest earned on cash and cash equivalent balances. The Company has no significant cash balances and no interest-bearing debt.

(d) Foreign currency exchange rate risk

Foreign currency exchange rate risk is the risk that the fair value of financial instruments or future cash flows will fluctuate as a result of changes in foreign exchange rates.

The Company's functional currency is the Canadian dollars and major transactions are transacted in Canadian dollars and US dollars. The Company maintains US dollar bank accounts to support the cash needs of its operations. Management believes the foreign exchange risk related to currency conversions are minimal and therefore does not hedge its foreign exchange risk. As at November 30, 2010, approximately \$169,622 of the cash and cash equivalents were held in US dollars.

(e) Price risk

The Company is exposed to risk of commodity prices (i.e. crude oil prices). Commodity price risk is defined as the potential adverse impact on the Company's earnings due to movements in commodity prices or general movements in the level of the commodity market. The Company monitors the movements of the commodity market to determine the appropriate course of action to be taken by the Company.

5. RECEIVABLES

Receivables consist of the followings:

	November 30, 2010	February 28, 2010
Accounts receivable	\$56,513	\$ 792
GST receivable	27,853	7,102
Interest receivable	136	1,193
Total	84,502	\$ 9,087

6. FURNITURE AND FIXTURES

During the quarter Company moved to the new location and purchased the following capital items to upgrade new office:

	November 30, 2010	February 28, 2010
Furniture and equipment (class 10)	\$ 33,211	\$ 0
Leasehold improvements (class 13)	\$ 10,211	0
Total	\$ 43,423	\$ 0

STEALTH ENERGY INC.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS NOVEMBER 30, 2010 (UNAUDITED – PREPARED BY MANAGEMENT)

7. OIL AND GAS PROPERTIES

A summary of the Company's oil and gas properties is as follows:

	Balance as at February 28, 2010	Additions	Accumulated depletion and depreciation	Balance as at November 30, 2010
USA:				
Oil and gas properties	\$ 10,353,541	\$ 5,011,394	\$ (15,462)	\$15,349,473

	Balance as at February 28, 2009	Additions	Accumulated depletion and depreciation	Balance as at February 28, 2010
USA:				
Oil and gas properties	\$ 9,737,883	\$ 597,599	\$ (11,941)	\$ 10,353,541

As at November 30, 2010, \$1,680,437 (February 28, 2010 - \$1,580,007) of undeveloped land costs have been excluded from the depletion base. Future development costs of \$19,000,000 (2009 - \$17,419,993) were included in the calculation of depletion.

The Company currently has interests in oil and gas properties in Montana and Wyoming. The Company's oil and gas properties were disclosed in Note 6 to the audited consolidated financial statements as at February 28, 2010.

The Company has performed a ceiling test calculation at May 31, 2010 to assess the recoverable value of the oil and gas properties. The commodity price used in the calculation was \$65 per barrel. Based on these assumptions the undiscounted value of the future net revenues from the Company's proved reserves exceeded the carrying value of the oil and gas properties.

(1) Proved properties

a) *Natrona County, East Teapot Property*

During the period ended February 28, 2009, the Company exercised its option to acquire the Properties by payment of USD\$6,500,000. Since the Company commenced production in East Teapot Dome in March 2008, as at November 30, 2010, it has generated total petroleum revenues of \$950,295 by selling and shipping to Shell Oil. The Company generated revenues from operations of \$281,934 during the nine months period ended November 30, 2010.

(2) Unproved properties

a) *Property, Wyoming, USA*

West Shannon Property

On May 17, 2006, the Company signed an arms-length acquisition agreement to acquire a 100% working interest, subject to royalties of 32% (68% net revenue interest), in 100 acres of oil and gas

STEALTH ENERGY INC.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
NOVEMBER 30, 2010
(UNAUDITED – PREPARED BY MANAGEMENT)

7. OIL AND GAS PROPERTIES (cont'd...)

(2) Unproved properties (cont'd...)

leases with five substantially shut-in wells and two drilling locations paid by the issuance of 1,000,000 treasury shares of the Company valued at \$0.10 per share for total consideration of \$100,000. As at November 30, 2010, these shares are subject to escrow restriction, 10% is releasable on the date of listing (released) and 15% every 6 months.

b) *Stillwater, Yellowstone County, Broadview Property*

On September 14, 2010 the Company had entered into a non-arm's length purchase agreement wherein for the consideration of \$2.5 U.S. million, the Company acquire all rights, title and interests held, directly or indirectly, legally or beneficially in and to the Broadview Property from Antelope Resources Inc., a private company which has common owners and insiders of the Company. The acquisition was approved by other Company directors whom are at an arm's length to the acquisition.

The Broadview Dome geological structure is located in the west half of Township 3 North Range 23 East and the eastern half of township 3 North Range 22 East. It is a relatively large structure with surface expression and has approximately 250 feet of structural closure on the Dakota Formation and an aerial extent of approximately 3,460 acres. The Broadview Property includes 5,900 acres, which includes 660 acres within the estimated structural closure. Early exploration in the 1920's confirmed gas from the Frontier Formation (approx. 1500 feet) and drilling in the 1940's (total depth of approx. 5000 feet) confirmed oil in several formations (Frontier, Dakota, Morrison, Swift, Amsden, and the Upper Mississippian).

c) *Central Montana Leasing Property, USA*

(i) BLM Leases, Stillwater and Wheatland Counties, Montana

During fiscal year 2007, the Company acquired five oil and gas leases from the U.S. Bureau of Land Management ("BLM") covering 3,014 acres for an aggregate cost of US\$11,203 (C\$13,009), which includes the first year lease payment of US\$4,521 (C\$5,250) and acquisition cost of US\$6,683 (C\$7,759). The term of each lease is ten years. The annual rental is US\$1.50 per acre for the first five years commencing July 1, 2007. Thereafter the annual rental is US\$2.00 per acre. The royalty rate is 12.5% of production removed or sold, provided that the minimum royalty is not less than the annual rental. During the fiscal year 2008, the Company paid the second year lease payment of US\$4,521 (C\$4,602). During the fiscal year 2009, the Company paid the third year lease rental of US\$4,523 (C\$4,601). During the fiscal year 2010, the Company paid the fourth year lease rental of US\$4,523 (C\$5,036). As at November 30, 2010, the Company paid the fifth year lease rental of \$4,523 (C\$4,631).

(ii) Independent Leases, Yellowstone County, Montana

On May 11, 2010, the Company paid US\$2,259 (C\$2,313) to renew a portion of its independent leases in Yellowstone County, Montana.

On May 21, 2010, the Company entered into a Letter Of Intent to acquire 8,500 acres of oil leases in Montana (Trailblazer project and Winnett project) with Flint Energy LLC ("Flint"). On June 11, 2010, the Company formalized the agreements and on June 15, 2010 made first payment of US\$471,900 (C\$485,585) to Flint (\$219,000 for Trailblazer and \$252,900 for Winnett). Under the agreement the Company is obligated to drill 3 wells on the Trailblazer project (first well no later than September 1,

STEALTH ENERGY INC.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS NOVEMBER 30, 2010 (UNAUDITED – PREPARED BY MANAGEMENT)

7. OIL AND GAS PROPERTIES (cont'd...)

(2) Unproved properties (cont'd...)

2010, second no later than November 1, 2010 and third no later than July 1, 2011). Second and final payment of US\$252,900 for Winnett is due on December 15, 2010. Second and final payment of US\$219,000 for Trailblazer is due within 30 days after third well reaches total depth.

(iii) Drilling agreements, Stillwater County, Montana

On March 19, 2009, the Company entered into a joint venture with Seven Oceans Ltd. (“Seven”) of Hong Kong to develop gas wells for production into the Company’s pipeline in Stillwater County, Montana. The overall commitment is to drill and develop 24 wells over a four year period. Pursuant to the agreement, Seven will pay for 100% of the drilling on a turnkey basis. After initial payback, Seven will participate in 50% of the net revenue with the Company. On May 1, 2009, the Company amended this contract and agreed to develop four natural gas wells on Stealth’s property in Montana at a cost of US\$200,000 per well. The Company will commence drilling the first two wells upon receipt of US\$400,000 in funds from Seven. As at November 30, 2010, the Company has received US\$245,000 of the above agreement.

(iv) Surface Use Agreement

On April 1, 2010, the Company signed a (5) five year Surface Use Agreement (“SUA”) with Staple Three Sheep Co., Inc. (“Owner”) in regards to the Company’s East Teapot project in Wyoming. A payment is due on April 1 of each year for purposes of conducting oil and gas operations. Payments are calculated on an agreed set schedule based on number of: wells, tank batteries, rods and other general charges based on cleanliness and reclamation. The Company made the payment of US\$28,348 in full for 2010.

On April 1, 2010, the Company signed a (5) five year Surface Use Agreement (“SUA”) with Meadow Creek, LLC (“Owner”) in regards to the Company’s East Teapot project in Wyoming. A payment is due on April 1 of each year for purposes of conducting oil and gas operations. Payments are calculated on an agreed set schedule based on number of: wells, tank batteries, rods and other general charges based on cleanliness and reclamation. The Company made the payment of US\$7,425 in full for 2010.

On 1 April 2010 the Company signed a (5) five year Surface Use Agreement (“SUA”) with Meadow Creek, LLC (“Owner”) in regards to the Company’s Antelope field in the East Teapot project in Wyoming. A payment is due on April 1 of each year for purposes of conducting oil and gas operations. Payments are calculated on an agreed set schedule based on number of: wells, tank batteries, rods and other general charges based on cleanliness and reclamation. As at November 30, 2010, the Company made the payment of US\$25,578 in full for 2010.

8. ASSET RETIREMENT OBLIGATIONS

The total future asset retirement obligations were estimated by management based on the Company’s net working interest in all wells and facilities, estimated costs to reclaim abandoned wells and facilities and the estimated timing of the costs to be incurred in future periods. By their nature, these estimates are always subject to measurement uncertainty because there could be significant effect on the financial statements. The total undiscounted amount of the estimated cash flows to settle the asset retirement obligation is approximately US\$224,000 which will be incurred over the next fifteen years. A credit adjusted risk-free rate of 15% and an inflation rate of 2% were used to calculate the fair value of the asset retirement obligation as at November 30, 2010.

STEALTH ENERGY INC.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
NOVEMBER 30, 2010
(UNAUDITED – PREPARED BY MANAGEMENT)

8. ASSET RETIREMENT OBLIGATIONS (cont'd...)

Balance, beginning of period	\$	-
Obligation – initial measurement		49,688
Accretion expense		13,396
Balance, period end of February 28, 2010	\$	63,084
Accretion expense		3,990
Balance, period end of August 31, 2010	\$	67,074
Accretion expense		1,952
Balance, period end of November 30, 2010	\$	69,026

9. CONSERVATION BOND

Conservation bond (the “Bond”) represents a reclamation bond, which is required by the Board of Oil and Gas Conservation (the “Board”) in the Department of Natural Resources and Conservation of USA and United States Department of the Interior, Bureau of Land Management (the “BLM”). On May 19, 2008, the Company had deposited \$10,645 (US\$10,000) into the Stockman Bank of Montana and the Bond is subject to a written demand by the Board for delivery of the proceeds pursuant to the conditions of the Bond. This assignment to the Board remains in effect until revoked in writing by the Board. The Bond is interest bearing at annual yield of 2.65%. On June 10, 2008, the Company deposited a US\$25,000 cash bond with BLM. The bond constitutes coverage of all operations conducted by or on behalf of the Company, on Wyoming Federal oil and gas leases issued under the authority of Mineral Lands Leasing Act. Termination of the period of liability under this bond will be permitted only after this office is satisfied that there is no outstanding liability on the bond or until satisfactory replacement bond coverage is furnished. On May 4, 2010, the Company deposited a non interesting bearing US\$25,000 cash bond with State of Wyoming. As at November 30, 2010, the Company had conservation bonds of \$63,834 (US\$60,000) (February 28, 2010 - \$36,795 (US\$35,000)).

10. SHARE CAPITAL

a) **Authorized:** Unlimited common shares with no par value.

STEALTH ENERGY INC.NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
NOVEMBER 30, 2010
(UNAUDITED – PREPARED BY MANAGEMENT)**b) Issued and Outstanding:**

	Number of Shares	Value
Balance, February 28, 2007	8,188,332	848,667
Shares issued at \$0.23 per share	2,200,000	506,000
Shares issued at \$0.25 per share	5,000,000	1,250,000
Shares issuance cost	-	(161,940)
Balance, February 29, 2008	15,388,332	2,442,727
Shares issued at \$0.50 per share	14,655,000	5,857,310
Shares issued at \$0.50 per share, agent's commission in kind	45,150	22,575
Shares issuance cost	-	(193,018)
Exercise of agent's options at \$0.23 per share	34,020	11,566
Balance, February 28, 2009	30,122,502	8,141,160
Shares issued at \$0.10 per share, net of measurement of warrants issued	15,000,000	1,425,000
Shares issued at \$0.10 per share, agent's commission in kind	10,500	1,050
Shares issuance cost	-	(12,050)
Expired of agent's options at \$0.23 per share	-	56,896
Balance, February 28, 2010	45,133,002	9,612,056
Expired warrants value from \$0.50 private placement	-	1,470,190
Warrants exercised at \$0.15 per share	50,000	7,500
Shares issued at \$0.20 per share, net of measurement of warrants	46,025,000	8,784,500
Shares issuance cost	-	(320,160)
Balance, November 30, 2010	91,208,002	19,554,086

During the year ended February 28, 2007, the Company initially issued 14,100,000 common shares at \$0.0001 per share, 1 common share at \$0.01, 1,575,000 common shares at \$0.10 per share and 596,667 common shares at \$0.15 per share for a total of 16,271,668 common shares for a total cash of \$248,310.

On February 28, 2007, the Company returned the 14,100,001 issued common shares back to treasury and issued in replacement 6,016,665 common shares. 4,516,665 common shares were issued at a price of \$0.025 per share, 350,000 common shares were issued at a price of \$0.05 per share and 1,150,000 common shares were issued at a price of \$0.10 per share. All of these shares are subject to escrow restriction and are deemed as if they have been issued at \$0.10 per share. As a result, these common shares were re-valued at \$0.10 per share and the Company recognized a stock based compensation of \$356,250.

STEALTH ENERGY INC.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
NOVEMBER 30, 2010
(UNAUDITED – PREPARED BY MANAGEMENT)

10. SHARE CAPITAL (cont'd...)

b) Issuing and Outstanding (cont'd...)

As part of the initial public offering the Company incurred share issuances costs that included cash costs of \$101,303 and 550,000 agent's options. The agent options were granted to the agent with an exercise price of \$0.23 and expire in 2 years on October 24, 2009. In accordance with CICA Handbook Section 3860, the agent's options were valued at fair value of \$60,637 determined by using the Black-Scholes option pricing model assuming a risk-free return of 3.75%, volatility of 86.50% and a life of 2 years. These costs have been recorded as the share issuance costs.

On February 25, 2008, the Company completed the offering of 5,000,000 units at a price of \$0.25 per unit, each unit consisting of one common share and one common share purchase warrant of the Company. Each whole warrant entitles the holder to acquire one common share at a price of \$0.30 per common share for a period of two years. The Company applied the residual approach which allocates the net proceeds to the common shares up to their fair value and the balance to the attached warrants. All of the proceeds from the above private placement have been allocated to the common shares and \$nil was allocated to share purchase warrants.

On March 12, 2008, the Company issued 34,020 common shares in connection with the exercise of options at \$0.23 per share for total proceeds of \$7,824.

On May 1, 2008, The Company completed a non brokered private placement consisting of 14,655,000 units at a price of \$0.50 per unit for gross proceeds of \$7,327,500. Each unit is comprised of one common share and one non transferable two year warrant, which entitles the warrant holder to buy one common share at \$0.60 in the first year and \$0.75 in the second year. This private placement was subject to a maximum of 7% commission in whole or in part and in cash or in kind. The Company paid commissions on a portion of the funds raised which amounted to \$170,443 in cash, and \$22,575 in kind (45,150 same units). All of the securities issued pursuant to the private placement will be subject to a four-month hold period.

On April 24, 2009, the Company completed a non-brokered private placement consisting of 15,000,000 units at \$0.10 per unit, for gross proceeds of \$1,500,000. Of this amount, 8,826,000 units (\$882,600) were issued for cash, and 6,174,000 units (\$617,400) were issued in satisfaction of an account payable outstanding balance to a shareholder of the Company. A commission on a portion of the proceeds raised was paid in the amount of \$11,000 in cash and 10,500 (\$1,050) in units. Each unit is comprised of one common share and one-half of a non transferable share purchase warrant. Each whole warrant entitles the holder thereof to purchase an additional common share at \$0.15 per share for a period of 24 months. All of the securities issued pursuant to the private placement will be subject to a four-month hold period.

On April 21, 2010, the Company issued 50,000 common shares in connection with the exercise of warrants exercise at \$0.15 per share for total proceeds of \$7,500.

On April 22, 2010, the Company completed a private placement consisting of 21,025,000 units at \$0.20 per unit, for a total value of \$4,205,000. Each unit consisted of one common share and one common share warrant. Each warrant can be exercised to purchase one additional common share at \$0.25 for a period of 2 years. Of this amount, 16,600,000 units (\$3,240,000) were issued for cash, and 4,825,000 units (\$965,000) were issued in satisfaction of outstanding accounts payable to a shareholder and minority shareholder of the Company. A commission on a portion of the proceeds raised was paid in the amount of \$181,600 and payable in the amount of \$120,000 in cash and 200,000 (\$18,260) broker warrants at \$0.25 for a period of 2 years. The net cash proceeds will be used for development of the Company's oil and gas properties, and for general working capital

STEALTH ENERGY INC.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
NOVEMBER 30, 2010
(UNAUDITED – PREPARED BY MANAGEMENT)

10. SHARE CAPITAL (cont'd...)

b) Issuing and Outstanding (cont'd...)

On September 14, 2010, the Company completed a private placement consisting of 25,000,000 units at \$0.20 per unit, for a total value of \$5,000,000. Each unit consisted of one common share and one common share warrant. Each warrant can be exercised to purchase one additional common share at \$0.25 for a period of 2 years. Of this amount, 12,500,000 units (\$2,500,000) were issued for cash, and 12,500,000 units (\$2,500,000) were issued in satisfaction of outstanding accounts payable to a private company which has common owners and insiders of the Company. The acquisition was approved by other Company directors whom are at arm's length to the acquisition. The net cash proceeds will be used for development of the Company's oil and gas properties, and for general working capital

c) Escrow Shares

As at November 30, 2010, the Company has 917,500 (February 28, 2010 – 1,835,000) common shares held in escrow by the Company's transfer agent. All of the common shares in escrow will be released as follows: 10% on the date the Company's securities are listed on a Canadian exchange (already released) and 15% every six months thereafter.

d) Stock Options

The Company has a stock option plan whereby the Company is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option equals the market price of the Company's shares as calculated on the date of grant. The options can be granted for a maximum term of 5 years.

On May 26, 2008, the Company granted 2 million share options under its stock option plan at an exercise price of \$0.65, to its officers, directors, employees and consultants. The options vested immediately.

The weighted average fair value of the options granted on May 26, 2008 was estimated at \$0.3395 per share using the Black-Scholes option-pricing model, using the following assumptions: risk-free interest rate of 3.29%, dividend yield of 0%, volatility of 98.8250% and expected life of approximately 2½ years.

On March 1, 2010, the Company granted 1 million share options under its stock option plan at an exercise price of \$0.25, to its officers, directors, employees and consultants. The options vested immediately. The weighted average fair value of the options granted on March 1, 2010 was estimated at \$0.0725 per share using the Black-Scholes option-pricing model, using the following assumptions: risk-free interest rate of 2.52%, dividend yield of 0%, volatility of 93.156% and expected life of approximately 5 years. During the period ended November 30, 2010, stock based compensation of \$72,600 was recognized (February 28, 2010-\$0).

Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and therefore, in management's opinion, existing models do not necessary provide reliable measure of the far value of the Company's stock options.

A summary of stock option activity for the years is as follows:

STEALTH ENERGY INC.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
 NOVEMBER 30, 2010
 (UNAUDITED – PREPARED BY MANAGEMENT)

10. SHARE CAPITAL (cont'd...)**d) Stock Options (cont'd...)**

	Number of options	Weighted- average exercise price
Balance, February 29, 2008	-	\$ -
Options granted	2,000,000	0.65
Balance, February 28, 2009	2,000,000	\$ 0.65
Options granted	-	-
Balance, February 28, 2010	2,000,000	\$ 0.65
Options granted	1,000,000	\$ 0.25
Balance, November 30, 2010	3,000,000	\$ 0.51

As at November 30, 2010, all of the above outstanding stock options were exercisable.

e) Share Purchase Warrants

At November 30, 2010 there were 2,053,475,000 (February 28, 2010 – 27,200,150) share purchase warrants outstanding:

Expiry	Exercise Price	Number
Balance, February 28, 2010		27,200,150
March 4, 2010 (Expired)	\$ 0.30	5,000,000 (5,000,000)
April 29, 2010 (Expired)	\$ 0.75	14,700,150 (14,700,150)
April 23, 2011 (Exercised)	\$ 0.15 \$ 0.15	7,500,000 (50,000)
April 23, 2012	\$ 0.25	21,025,000
September 14, 2012	\$ 0.25	25,000,000
Balance, November 30, 2010		2,053,475,000

f) Broker Warrants

As at November 30, 2010 there were 200,000 (February 28, 2010 - 0) broker warrants outstanding.

The Company granted 550,000 Broker Warrants to the agent that acted in the Company's IPO at an exercise price of \$0.23; the warrants expired 24 months from closing of the IPO, on October 24, 2009. On March 12, 2008, the Company issued 34,020 common shares in connection with the exercise of warrants at \$0.23 per share. On October 2009, the outstanding broker warrants expired.

STEALTH ENERGY INC.NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
NOVEMBER 30, 2010
(UNAUDITED – PREPARED BY MANAGEMENT)**10. SHARE CAPITAL (cont'd...)****f) Broker Warrants (cont'd...)**

On April 22, 2010, the Company granted 200,000 Broker Warrants to the agent that acted in the Company's private placement at an exercise price of \$0.25; the warrants expired 24 months from completion of the private placement, on April 23, 2012.

As at May 31, 2010, there were no broker warrants outstanding and exercisable:

	Exercise Price	Number
Balance at February 29, 2008	\$ 0.23	550,000
Exercised	\$ 0.23	(34,020)
Balance at February 28, 2009	\$ 0.23	515,980
Expired	-	(515,980)
Balance at February 28, 2010	-	-
Broker warrants granted	\$ 0.25	200,000
Balance at May 31, 2010	\$ 0.25	200,000

g) Contributed Surplus

A reconciliation of contributed surplus is provided below:

	Amount
Balance, February 28, 2007	\$ -
Agent options for IPO	60,637
Balance, February 29, 2008	\$ 60,637
Exercise of agent's options	(3,741)
Options granted	43,174
Measurement of shares and warrants issued	1,470,190
Options granted	679,000
Balance, February 28, 2009	\$ 2,206,086
Agent options expired	(56,896)
Measurement of shares and warrants issued	75,000
Balance, February 28, 2010	\$ 2,224,190
Expired warrants value from 50c private placement	(1,470,190)
Options granted	72,600
Broker warrants granted	18,260
Measurement of shares and warrants issued	420,500
Balance, November 30, 2010	\$ 1,265,360

STEALTH ENERGY INC.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
 NOVEMBER 30, 2010
 (UNAUDITED – PREPARED BY MANAGEMENT)

11. RELATED PARTY TRANSACTIONS

During the six months period ended at November 30, 2010, the Company was charged the following amounts of consulting fees by a director and entities controlled by directors of the Company:

		November 30, 2010	November 30, 2009
Consulting fee	\$	112,500	60,000
Total	\$		60,000

Included in prepaid expenses and deposits is an amount of \$36,991 (February 28, 2010 - \$21,703) prepaid to a director of the Company.

Account payables and accrued liabilities include amounts of \$86,074 and \$0 (February 28, 2010- \$110,684 and \$18,788) due to a director of the Company, entities controlled by directors of the Company respectively.

Included in the short term loans, \$0 (February 28, 2010 - \$63,077, \$86,249 and \$354,643) were due to a director of the Company, a shareholder of the Company and entities owned by directors of the Company, respectively represent loans from a director, a shareholder of the Company and entities owned by directors of the Company which were unsecured, non-interest bearing and due on demand.

All transactions have been completed on the basis of general market terms and conditions and been recorded at the exchange amount.

12. SEGMENTED INFORMATION

The Company operates in one business segment, the exploration of oil and gas properties. All of the Company's oil and gas properties are located in the United States.

As at November 30, 2010, the Company's assets are located in the following geographic locations:

		Current	Long Term	Total
Canada	\$	1,673,008	\$ 43,423	\$ 1,716,431
USA		452,430	15,413,307	15,865,737
	\$	2,215,438	\$ 15,456,730	\$ 17,582,168

As at February 28, 2010, the Company's assets are located in the following geographic locations:

		Current	Long Term	Total
Canada	\$	5,774	\$ -	\$ 45,774
USA		14,208	10,360,336	10,374,544
	\$	59,982	\$ 10,360,336	\$ 10,420,318

STEALTH ENERGY INC.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS NOVEMBER 30, 2010 (UNAUDITED – PREPARED BY MANAGEMENT)

13. COMMITMENTS

On February 15, 2010, the Company entered into an IR/PR Service Agreement with Delphina Group Corp. (“Delphina”) a Company in Toronto, Ontario to provide consulting services, including but not limited to advice regarding various additional supportive; advising and assisting client in its current financing activities and organization of road show meetings in Germany and other countries for a period of three months. The Company agreed to pay US\$60,000 per month for a total of US\$180,000. The Company also agreed to pay a commission or success fee to Delphina in connection with any financing, credit lines, stock loans, acquisition projects etc as set in the agreement. The commission paid will be 8% on any amount raised up to \$1,000,000; 7.5% between \$1,000,001 and 3,000,000; 7% between \$3,000,000 and \$4,000,000 and 6% on \$4,000,001 and greater. As of November 30, 2010, the Company made the payment \$180,070 (US\$180,000) in full.

On February 15, 2010, the Company signed an office lease agreement with Polaris Realty (Canada) Limited (“Landlord”) for a period of (5) five years, starting September 1, 2010 and ending August 31, 2015, comprising of approximately 2,637 square feet of rentable area. The Company delivered a refundable security deposit of \$11,000 to the Landlord upon execution of the lease agreement. The Company has agreed to pay the landlord, on the first day of each month, \$10,696.99 (total rent plus GST) for the first 2 years, \$10,927.73 per month for the third year and \$11,158.47 per month for the fourth and fifth years.

On January 1, 2010, the Company signed an office lease agreement with Makenna Hotel Investments, LLC (Makenna) located in Billing Montana for a period of (5) five years commencing on June 1, 2010 and expiring on December 31, 2015. The Company agreed to pay \$2,274.64 USD from months 6 to 24, \$2,340.54 USD from months 25 to 48 and \$2,412.82 from months 49 to 60 based on 2,551 square feet of rental area.

In the prior year, the Company entered a lease agreement for office space commencing January 1, 2008 having a three-year term that commits the Company to the basic and in the current year, the Company entered an additional lease agreement and a sub-lease agreement as described below:

Year ended	Amount
2011	\$132,156
2012	\$179,494
2013	\$152,976
2014	\$156,479
2015	\$156,479

On April 20, 2010, the Company entered into a fourteen week service agreement with Accelerize New Media, Inc. (“ACLZ”), a company in Los Angeles, California, to provide marketing solutions and strategies. In consideration of the services provided, the Company agreed to make three payments totalling \$36,000. The first payment is \$15,000 due upon signing, the second is \$15,000 due May 15, 2010 and the last payment is \$6,000 due June 15, 2010. On August 12, 2010 the Agreement had been renewed for additional (4) four months term. In consideration of the services provided, the Company agreed to make four payments totalling \$28,000. As of November 30, 2010, the Company paid \$21,000.

On April 28, 2010, the Company signed an office sublease agreement with Genco Resources Ltd. (the “Landlord”) for a period of (4) four months, starting 1 May 2010 and ending November 30, 2010, comprising approximately 1,337 square feet of rentable area. The Company delivered a refundable construction security deposit of \$4,000 to the Landlord upon execution of the lease. The Company has agreed to pay the landlord, on the first day of each month, \$5,412 (total rent plus GST) for the months of: May, June, July and August 2010. As of November 30, 2010, the Company paid \$26,562 to the Landlord in full.