FIRST QUARTER 2013 REPORT

MESSAGE TO SHAREHOLDERS

Pine Cliff Energy Ltd. is pleased to report its results for the first three months of 2013. Highlights during the first quarter are as follows:

- Closed the acquisition of Skope Energy Inc. on February 19, 2013, adding low decline, dry gas assets in southern Alberta and southern Saskatchewan to Pine Cliff's portfolio. These assets contributed approximately 3,400 boe/d of sales volumes to Pine Cliff's results subsequent to closing;
- Attained record average daily sales volumes of 2,536 boe/d as compared to 401 boe/d in the first quarter of 2012;
- Repaid $3 million of debt in the quarter, reducing net debt to less than zero;
- Achieved quarterly funds flow from operations of $2.4 million compared to a deficiency of $0.04 million in the same period of 2012 due to increased revenues from the Skope assets and finance and dividend income; and
- Realized quarterly earnings of $8.3 million (first quarter of 2012 – $0.7 million), mainly a result of a non-cash gain of $11.1 million being recognized on the acquisition of Skope.

Business Environment

The strengthening natural gas prices that were seen in the fourth quarter of 2012 continued into the first quarter of 2013. Pine Cliff's realized natural gas price was $3.23 per mcf in the first quarter of 2013, as compared to $2.05 per mcf in the same period of 2012. The improvement in gas prices is mainly a result of increased natural gas demand due to colder winter weather in North America. We do not anticipate this gas price strength to continue through the summer months but as pricing is highly correlated to the weather, it is therefore quite unpredictable.

Outlook

Pine Cliff has continued to focus on adding to or creating new core areas by acquiring producing or non-producing assets that have the potential to provide drilling locations or existing low decline production. The recent strength in natural gas prices has led to a situation where additional assets have become available in the market as companies look to divest assets to fund liquids drilling programs or lower debt. It is a buyer's market and our increased size due to the Skope transaction, a strong balance sheet, no debt and access to capital has provided Pine Cliff with a significant advantage over other potential buyers.

We continue to remain patient when reviewing potential asset purchases and our current view on natural gas prices is that there should continue to be weak periods in 2013 as natural gas demand fluctuates as a result of power generation sector fuel shifting, storage levels reacting to weather and continued steady production in the United States. We continue to believe that at this point in the commodity cycle there remain opportunities for adding value through acquisitions that are leveraged to an increase in natural gas prices. Pine Cliff will continue its disciplined strategy by adding assets that will generate high cash flow if natural gas prices recover over the next few years and with price increases the company's focus will shift to organic drilling growth.

We appreciate the support of our shareholders while we continue to pursue our counter cyclical strategy. We remain confident that we will continue to deliver long-term value to those that invest with us.

Yours truly,

Phil Hodge
President and Chief Executive Officer
May 13, 2013

Please refer to the attached Management's Discussion and Analysis for Reader Advisories regarding forward-looking information, non-IFRS measures and oil and gas measurements. This Message to Shareholders should be read in conjunction with the unaudited condensed consolidated interim financial statements of Pine Cliff Energy Ltd. together with Management's Discussion and Analysis for the three months ended March 31, 2013 and 2012, which can be found on www.sedar.com, and is subject to the same cautionary statements as set out therein.

	Three months ended March 31 2013	2012
($000s, unless otherwise indicated)		
FINANCIAL		
Oil and gas sales	**5,458**	901
Cash flow from (used in) operating activities	**3,101**	(331)
Funds flow (deficiency) from operations [1]	**2,401**	(35)
Basic per share ($/share)	**0.02**	(0.00)
Diluted per share ($/share)	**0.02**	(0.00)
Earnings	**8,271**	713
Basic per share ($/share)	**0.05**	0.01
Diluted per share ($/share)	**0.05**	0.01
Capital expenditures	**2,315**	444
Net debt [2]	**(588)**	19,865
Weighted-average common shares outstanding (000s)		
Basic	**153,332**	57,248
Diluted	**159,958**	58,866
OPERATIONS		
Production [3]		
Natural gas (mcf/d)	**13,726**	1,927
Crude oil (bbls/d)	**46**	10
Natural gas liquids (bbls/d)	**202**	70
Total (boe/d)	**2,536**	401
Commodity sales prices		
Natural gas ($/mcf)	**3.23**	2.05
Crude oil ($/bbl)	**84.11**	75.08
Natural gas liquids ($/bbl)	**62.45**	74.64
Combined ($/boe)	**23.92**	24.71
Netback ($/boe)		
Operating netback ($/boe) [4]	**10.26**	13.14

[1] Funds flow from operations is a non-IFRS measure that represents the total of funds provided by operating activities, before adjusting for changes in non-cash working capital and changes in interest payable.
[2] Net debt is a non-IFRS measure calculated as bank debt, related party note payable and trade and other payables less trade and other receivables and cash.
[3] The results for Q1-2013 include the results of the Southern Assets for the 40 day period of February 19 to March 31, 2013. Pine Cliff's sales volumes subsequent to the acquisition of the Southern Assets were approximately 4,340 boe/d, inclusive of 3,386 boe/d from the Southern Assets. The results for Q1-2012 include the results of the Carrot Creek Assets for the 31 day period of March 1 to March 31, 2012. Pine Cliff's sales for the month of March 2012 were approximately 1,015 boe/d, inclusive of 930 boe/d from the Carrot Creek Assets.
[4] Operating netback is a non-IFRS measure calculated as the Company's oil and gas sales, less royalties and operating expenses, averaged over the boe production of the Company.

May 13, 2013

INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") is a review of the operations and current financial position for the three months ended March 31, 2013 for Pine Cliff Energy Ltd. ("Pine Cliff" or the "Company") and should be read in conjunction with the unaudited condensed consolidated interim financial statements as at and for the three month periods ended March 31, 2013 and 2012, together with the notes related thereto, and the audited consolidated financial statements as at and for the year ended December 31, 2012, together with the notes related thereto ("2012 Annual Financial Statements"). Additional information relating to the Company, including the Company's Annual Information Form, may be found on www.sedar.com and by visiting Pine Cliff's website at www.pinecliffenergy.com.

Pine Cliff's head office is based in Calgary, Alberta, Canada. Common shares of the Company are listed and posted for trading on the Toronto Stock Exchange Venture under the symbol "PNE".

READER ADVISORIES

This MD&A contains financial measures that are not defined under International Financial Reporting Standards ("IFRS") and forward-looking statements. Readers are cautioned that the MD&A should be read in conjunction with the Company's disclosure under "Non-IFRS Measures" and "Forward-Looking Information" included at the end of the MD&A.

Other Measurements

All amounts herein are presented in Canadian dollars unless otherwise specified. All references to C$ or $ are to Canadian dollars and references to US$ are to United States dollars.

Where amounts are expressed in a barrel of oil equivalent ("boe" or daily equivalent of "boe/d"), natural gas volumes have been converted to barrels of oil equivalent on the basis that six thousand cubic feet of natural gas ("mcf" or daily equivalent of "mcf/d") is equal to one barrel of oil ("bbl" or daily equivalent of "bbl/d"). This conversion ratio is based on energy equivalence primarily at the burner tip and does not represent a value equivalency at the wellhead. The term boe may be misleading, particularly if used in isolation.

SENSITIVITIES

Pine Cliff's results are sensitive to changes in the business environment in which it operates. The following chart shows the Company's sensitivity to key commodity price variables and interest rates. The sensitivity calculations are performed independently showing the effect of the change of one variable; all other variables are held constant.

Business environment sensitivities		Impact on annual funds flow from operations [1]	
	Change	$000s	$ per share [3]
Crude oil price - Edmonton par ($/bbl) [2]	$1.00	110	0.00
Natural gas price - AECO ($/mcf) [2]	$0.10	560	0.00
Interest rate on variable rate debt	$0.01	-	-

[1] This analysis does not adjust for changes in working capital and uses current royalty rates.
[2] Pine Cliff has prepared this analysis using its first quarter 2013 daily sales volumes annualized for twelve months.
[3] Based on the first quarter of 2013 basic weighted average shares outstanding of 153,332,000.

PINE CLIFF'S STRATEGIC OBJECTIVES

Pine Cliff is a growth oriented oil and gas exploration and production company seeking to acquire material asset positions in the Western Canadian Sedimentary Basin ("WCSB") to enlarge its current core areas and create new core areas of production with significant reserves and drilling inventories. The Company's vision is to deliver long-term value to shareholders by building a portfolio of high-return assets for future growth focusing on counter cyclical natural gas opportunities while also accelerating current oil and liquids drilling and optimization opportunities.

The Company has executed three key transactions in the past 16 months:

- On March 1, 2012, Pine Cliff acquired certain oil and natural gas assets in the Carrot Creek area of Alberta (the "Carrot Creek Assets") for cash consideration of $22,684,000. The acquisition had an effective date of January 1, 2012 and provided Pine Cliff with its first core area in the WCSB. The results of the Carrot Creek Assets have been included in the financial results of the Company effective March 1, 2012;

- On October 19, 2012, Pine Cliff combined its operations with those of Geomark Exploration Ltd. ("Geomark"), a related party, in an all share transaction which resulted in the issuance of 81,767,641 common shares of Pine Cliff valued at $60,508,000 (the "Geomark Transaction"). Geomark became a wholly-owned subsidiary and its strong working capital position, no debt and highly liquid investments in a related party added significant strength to the combined company; and

- On November 9, 2012, Pine Cliff completed the purchase from a Canadian financial institution of all of the outstanding indebtedness and liabilities owing by Skope Energy Inc. ("Skope") and all of the security documents granted by Skope to the financial institution (the "Skope Debt Purchase"), for cash consideration of $28,000,000. On November 27, 2012, Skope obtained an initial order granting relief under the *Companies' Creditors Arrangement Act* ("CCAA") and on February 19, 2013, the restructuring of Skope pursuant to the CCAA was completed and Pine Cliff became the sole shareholder of Skope. Skope holds an 80% working interest in a package of high quality, low decline shallow gas assets (the Southern Assets, as defined below) that have provided Pine Cliff with increased cash flow and shareholders with considerable upside with any increase in natural gas prices.

Management is pleased with its progress and believes that the assets that have been assembled to date provide Pine Cliff with significant opportunities for returns correlated with the recovery of natural gas prices. In the near-term, Pine Cliff will continue to maintain a strong balance sheet, drill selected strategic wells and evaluate the optimal methods to exploit its mineral properties. Pine Cliff fully intends to continue to aggressively pursue, evaluate, and when warranted, execute accretive business opportunities in 2013 and beyond.

PINE CLIFF'S BUSINESS

Pine Cliff's reportable segments are determined based on the Company's operations as follows:

Oil and Gas Division – includes the exploration, development and production of natural gas, crude oil and natural gas liquids ("liquids" or "NGLs"). Pine Cliff's main areas of production are as follows:

- Carrot Creek – Pine Cliff holds a working interest in the Carrot Creek Assets which are located southeast of the town of Edson, Alberta and produces liquids rich natural gas as well as a small amount of oil. In addition to the producing assets, Pine Cliff has 11.75 gross (4.2 net) sections of undeveloped land in this area. The Carrot Creek area has multi-zone potential which can be further exploited using horizontal drilling technology. Pine Cliff is the operator of approximately 90% of the Company's production in the area;

- Southern Assets – Pine Cliff holds an 80% working interest in a package of high-quality, low decline, producing shallow gas assets in southeast Alberta and southwest Saskatchewan (collectively, the "Southern Assets"). The majority of the producing zones in these properties are from the upper Cretaceous Milk River, Medicine Hat and Second White Specks sands in southern Alberta and Saskatchewan, which together constitute one of the largest Canadian gas fields in Western Canada. These fields are characterized by their shallow depths, low-permeability, clay-rich sands. The Southern Assets currently produce approximately 3,400 boe/d, weighted 100% towards natural gas; and

- Other – the balance of Pine Cliff's 2013 production comes mainly from non-operated properties in the Sundance area in northwest Alberta (the "Sundance Assets") and from non-operated properties in the Harmatten, Garrington and Carstairs areas in central Alberta (the "Central Alberta Assets") however the Company does not currently have large enough land positions or working interests in these areas to consider them significant core areas.

Minerals Division – includes the exploration for precious metals in Utah, Ontario, Nunavut and the Northwest Territories.

Unless otherwise noted, the discussion in this MD&A will focus on the oil and gas division, as the minerals division does not have any revenue in 2013 and only minimal expenses were incurred.

OUTLOOK FOR 2013

The 2013 outlook provides information as to management's expectation for results of operations for 2013. Readers are cautioned that the 2013 outlook may not be appropriate for other purposes. The Company's expected results are sensitive to fluctuations in the business environment and may vary accordingly. This outlook contains forward-looking information and should be read in conjunction with the Company's disclosure under "Forward-Looking Information" included on the final page of the MD&A.

Production

	2013 Outlook	Q1-2013 Actual
Barrels of oil equivalent per day	3,500 - 4,000	2,536

Pine Cliff's first quarter production is within its budgeted 2013 production outlook range as the first quarter results, and the annual budget, do not reflect the Southern Assets for the full year. Pine Cliff's net estimated sales volumes for the week of May 4, 2013 were approximately 4,450 boe/d.

Capital Expenditures

	2013 Outlook	Q1-2013 Actual
($000's)		
Total	10,600	2,315

Capital expenditures during the first quarter of 2013 were $2,315,000, inclusive of both the oil and gas division and the minerals division. Pine Cliff is committed to maintaining its strong financial position and plans to fund its 2013 capital expenditures from funds flow from operations.

In total, Pine Cliff plans to spend approximately $10 million on capital in its oil and gas division in 2013. Pine Cliff's capital expenditure program is sensitive to commodity pricing and Pine Cliff's budget is designed to be flexible to balance capital expenditures against available funds flow. Before participating in any drill or recompletion, Pine Cliff rigorously scrutinizes the potential return on investment and the timing of the project.

Capital spending on the second phase of drilling at King's Canyon occurring in the second quarter of 2013 is anticipated to be approximately $0.6 million. Future capital spending at King's Canyon, including the December 6, 2013 option payment of US$1 million to acquire 100% of a claim block, will be evaluated following the results of the second phase of drilling.

SELECTED QUARTERLY FINANCIAL INFORMATION

	2013	2012				2011		
($000s, unless otherwise indicated)	**Q1** [1]	Q4 [2]	Q3	Q2	Q1 [3]	Q4	Q3	Q2
Average sales volumes (boe/d)	**2,536**	832	895	972	401	88	100	103
Operating netback ($/boe) [4]	**10.26**	11.94	13.36	11.78	13.14	12.20	15.63	17.34
Oil and gas sales	**5,458**	2,319	2,197	2,130	901	164	220	236
Oil and gas sales, net of royalties	**4,584**	1,894	1,824	1,735	750	159	211	230
Total revenue	**5,346**	2,752	1,824	1,735	750	159	211	230
Cash flow (deficiency) from operating activities	**3,101**	660	246	1,198	(331)	(4)	120	69
Funds flow (deficiency) from operations [5]	**2,401**	775	442	520	(35)	55	82	103
Per share - basic ($/share)	**0.02**	0.01	0.01	0.01	(0.00)	0.00	0.00	0.00
Per share - diluted ($/share)	**0.02**	0.01	0.01	0.01	(0.00)	0.00	0.00	0.00
Earnings (loss)	**8,271**	(862)	(472)	(450)	713	(47)	(74)	(53)
Per share - basic ($/share)	**0.05**	(0.01)	(0.01)	(0.01)	0.01	(0.00)	(0.00)	(0.00)
Per share - diluted ($/share)	**0.05**	(0.01)	(0.01)	(0.01)	0.01	(0.00)	(0.00)	(0.00)

[1] The results for Q1-2013 include the results of the Southern Assets for the 40 day period of February 19 to March 31, 2013. Pine Cliff's sales volumes subsequent to the acquisition of the Southern Assets were approximately 4,340 boe/d, inclusive of 3,386 boe/d from the Southern Assets.
[2] The sales volumes for Q4-2012 includes the results of the Central Alberta Assets for the 73 day period of October 19 to December 31, 2012. Pine Cliff's sales volumes subsequent to the acquisition of the Central Alberta Assets, were approximately 853 boe/d, inclusive of 105 boe/d from the Central Alberta Assets.
[3] The results for Q1-2012 include the results of the Carrot Creek Assets for the 31 day period of March 1 to March 31, 2012. Pine Cliff's sales for the month of March 2012 were approximately 1,015 boe/d, inclusive of 930 boe/d from the Carrot Creek Assets.
[4] Operating netback is a non-IFRS measure calculated as the Company's oil and gas sales, less royalties and operating expenses, averaged over the boe production of the Company.
[5] Funds flow from operations is a non-IFRS measure that represents the total of funds provided by operating activities, before adjusting for changes in non-cash working capital and changes in interest payable.

First quarter 2013 highlights
During the first quarter of 2013, Pine Cliff reports that it:

- Closed the acquisition of Skope, adding approximately 3,390 boe/d of sales volumes to the Company subsequent to February 19, 2013;
- Attained record average daily sales volumes of 2,536 boe/d as compared to 401 boe/d in the first quarter of 2012. The increase is mainly due to the results of the Southern Assets being included in the results of the Company since February 19, 2013;
- Repaid $2,972,000 of bank debt in the quarter, reducing Pine Cliff's net debt to less than zero;
- Achieved quarterly funds flow from operations of $2,401,000 (first quarter of 2012 – funds flow deficiency from operations of $35,000), due to increased revenues from the Southern Assets and finance and dividend income, offset by higher royalties, operating and general and administration expenses; and
- Realized quarterly earnings of $8,271,000 (first quarter of 2012 – $713,000), mainly a result of a non-cash gain of $11,117,000 being recognized on the acquisition of Skope.

SALES VOLUMES

Total sales volumes by product	Three months ended March 31 **2013**	2012
Natural gas (mcf)	**1,235,316**	175,399
Crude oil (bbls)	**4,119**	867
NGLs (bbls)	**18,188**	6,356
Barrels of oil equivalent	**228,193**	36,456
Oil and liquids weighting	**10%**	20%

Average daily sales volumes by product	Three months ended March 31 **2013**	2012	Change (%)
Natural gas (mcf/d)	**13,726**	1,927	612
Crude oil (bbls/d)	**46**	10	360
NGLs (bbls/d)	**202**	70	189
Total (boe/d)	**2,536**	401	532

Average daily sales volumes by property	Three months ended March 31 **2013**	2012	Change (%)
(boe/d)			
Carrot Creek	**835**	317	163
Sundance	**72**	84	(14)
Central Alberta	**124**	-	-
Southern Assets	**1,505**	-	-
Total	**2,536**	401	532

Pine Cliff's sales volumes increased by 532% in the first quarter of 2013 to 2,536 boe/d as compared to 401 boe/d in the first quarter of 2012. The significant increase was a result of the acquisition of the Southern Assets on February 19, 2013, the acquisition of the Central Alberta Assets on October 19, 2012 and the acquisition of the Carrot Creek Assets on March 1, 2012, for which results were included for the entire first quarter of 2013 as compared to one month in the first quarter of 2012.

The three month period ended March 31, 2013 includes the results of the Southern Assets for the 40 day period of February 19 to March 31, 2013. Pine Cliff's first quarter sales volumes subsequent to the acquisition of the Southern Assets were approximately 4,340 boe/d, inclusive of 3,386 boe/d from the Southern Assets. The Southern Assets produce dry gas, contributing to the decrease in liquids weighting to 10% in the first quarter of 2013, as compared to 20% in the same period of 2012. Pine Cliff anticipates a further decrease in liquids weighting in the second quarter of 2013 when the Southern Assets (100% natural gas) are included in the Company's results for the full quarter.

Pine Cliff began operating its Carrot Creek Assets in the fourth quarter of 2012 and the Company is evaluating long-term optimization opportunities for its wells in this area. Since the acquisition of the Southern Assets, Pine Cliff has been working closely with the operator of these properties to minimize the production declines.

OPERATING NETBACKS

The components of the operating netback are summarized as follows:

	Three months ended March 31	
	2013	2012
($ per boe)		
Oil and gas sales	**23.92**	24.71
Royalties	**3.83**	4.15
Operating expenses	**9.83**	7.42
Operating netback	**10.26**	13.14

Pine Cliff generated an operating netback of $10.26 per boe for the three months ended March 31, 2013 as compared to $13.14 per boe for the three months ended March 31, 2012. This reduction is a result of lower liquids weighting and higher operating expenses per boe offset by lower royalties per boe.

OIL AND GAS SALES

	Three months ended March 31			
	2013		2012	
(000s, except per boe amounts)	**$**	**$ per boe**	$	$ per boe
Natural gas [1]	**3,976**	**3.23**	360	2.05
Crude oil	**346**	**84.11**	65	75.08
NGLs	**1,136**	**62.45**	476	74.64
Total sales	**5,458**	**23.92**	901	24.71

[1] Per unit values are expressed in $ per mcf.

Oil and gas sales increased by 506% from $901,000 in the first quarter of 2012 to $5,458,000 in the first quarter of 2013, reflecting increased sales volumes from the acquisition of the Southern Assets that closed on February 19, 2013. Conversely, in the first quarter of 2012, oil and gas sales were mainly comprised of one month of revenue from the Carrot Creek Assets.

The lower liquids weighting in 2013 resulted in a lower average realized price but was offset by an overall higher commodity price environment in 2013. Pine Cliff's realized price in the three months ended March 31, 2013 was $23.92 per boe as compared to $24.71 per boe in the same period of 2012.

Commodity prices and foreign exchange rates

Pine Cliff's financial results are significantly influenced by fluctuations in commodity prices, including price differentials. The following table shows select market benchmark prices and foreign exchange rates in the last eight quarters to assist in understanding the volatility in prices and foreign exchange rates that have impacted Pine Cliff's business.

	Q1-2013	Q4-2012	Q3-2012	Q2-2012	Q1-2012	Q4-2011	Q3-2011	Q2-2011
Natural gas								
NYMEX (U.S.$/mmbtu) [1]	**3.35**	3.36	2.81	2.26	2.77	3.61	4.19	4.36
AECO (C$/mcf)	**3.18**	3.20	2.31	1.89	2.15	3.19	3.65	3.86
Crude oil								
WTI (U.S.$/bbl)	**94.37**	88.18	92.22	93.49	102.93	94.06	89.76	102.56
Edmonton light (C$/bbl)	**88.65**	84.47	84.79	84.42	92.70	97.86	92.24	103.58
Foreign exchange								
C$/US$	**1.0089**	0.9913	0.9948	1.0102	1.0012	1.0231	0.9802	0.9677

[1] mmbtu is the abbreviation for millions of British thermal units. One mcf of natural gas is approximately 1.02 mmbtu.

The average NYMEX gas price in the United States has increased by 121% in the first quarter of 2013 as compared to the first quarter of 2012, while benchmark AECO natural gas prices in Canada increased by 148% in the same period. NYMEX is linked to AECO through transportation tariffs from the respective hubs to common markets and through foreign exchange rates. The storage issues associated with high natural gas production in the United States were offset in 2013 with higher natural gas demand attributed to cold winter weather in North America, resulting in the higher prices in 2013 as compared to 2012. AECO prices averaged $3.18 per mcf for the three months ended March 31, 2013 while Pine Cliff's realized natural gas price was $3.23 per mcf for the same period, reflecting the higher heating content of Pine Cliff's natural gas.

WTI oil prices averaged US$94.37 per bbl in the first quarter of 2013 as compared to US$102.93 per bbl in the first quarter of 2012. Canadian crude prices are based upon refiner postings at Edmonton, Alberta and are linked to WTI through transportation tariffs to common markets and the foreign exchange rate. In 2012, the price differentials between Edmonton light oil prices and WTI substantially increased, due in part to refinery outages and seasonal turnarounds as well as transportation capacity issues. The disconnect between the indices largely evaporated by the end of 2012, with differentials in the $6.00 range being seen in the fourth quarter of 2012 and the first quarter of 2013. There remains potential for the price differentials to remain volatile in future periods. In the three months ended March 31, 2013, the realized price of Pine Cliff's oil was $84.11 per bbl, as a result of quality adjustments to the average posted Edmonton light crude oil price of $88.65 per bbl for the same period.

Historically, the average price of NGLs has tracked the price of oil. However, beginning in the later part of the second quarter of 2012, changes in the supply and demand for certain NGLs such as ethane, propane and butane negatively affected the relationship between the price of NGLs and the price of oil. In the three months ended March 31, 2013, the realized price of Pine Cliff's NGLs was $62.45 per bbl, representing 70% of the Edmonton light crude oil prices as compared to 81% in the three months ended March 31, 2012.

Price differentials for commodities have the potential to remain volatile in the remainder of 2013.

ROYALTIES

	Three months ended March 31			
	2013		2012	
(000s, except per boe amounts)	**$**	**$ per boe**	$	$ per boe
Total	**874**	**3.83**	151	4.15
% of oil and gas sales	**16%**		17%	

Royalties for the three months ended March 31, 2013 were $3.83 per boe as compared to $4.15 per boe for the three months ended March 31, 2012, respectively. As a percentage of oil and gas sales, royalties averaged 16% in 2013 as compared to 17% in 2012. The decrease in royalties on a per boe basis and as a percentage of oil and gas sales is due to the decreased oil and liquids weighting and lower production volumes per well resulting from the Southern Assets acquisition. Royalty rates, which are dependent on production volumes per well and commodity prices, are presently higher for oil and liquids than natural gas.

OPERATING EXPENSES

	Three months ended March 31			
	2013		2012	
(000s, except per boe amounts)	**$**	**$ per boe**	$	$ per boe
Operating expenses	**2,244**	**9.83**	271	7.42
% of oil and gas sales	**41%**		30%	

As compared to the same period in 2012, operating expenses per boe increased 32% in the three months ended March 31, 2013 to $9.83 per boe. The increase is due in part to higher operating expenses for the Carrot Creek Assets, which were only included for one month in the first quarter of 2012. The operating cost environment of each of Pine Cliff's core areas differs widely due to both contrasting operating environments and product mixes. The Carrot Creek Assets incur higher operating expenses per boe as compared to the Southern Assets, such that oil and liquids production result in a higher average per boe cost to produce and transport to market than dry gas production.

Pine Cliff is committed to seeking ways to increase efficiencies in the field on its operated properties and is working with its partners on its non-operated properties to attempt to decrease the operating expenses per boe in future periods.

GENERAL AND ADMINISTRATIVE EXPENSES

	Three months ended March 31			
	2013		2012	
(000s, except per boe amounts)	**$**	**$ per boe**	$	$ per boe
Total	**678**	**2.97**	407	11.16
Less: non-recurring transaction costs	**135**	**0.59**	164	4.50
	543	**2.38**	243	6.66
% of oil and gas sales	**10%**		27%	

General and administrative expenses ("G&A"), excluding non-recurring transaction costs, decreased on a per boe basis to $2.38 per boe in the three months ended March 31, 2013 as compared to $6.66 per boe in the three months ended March 31, 2012. In the first quarter of 2013, Pine Cliff incurred $60,000 of G&A related to its minerals division, which has been included in the consolidated totals above. On an absolute dollar basis, G&A has increased considerably as a reflection of the revitalized strategic focus of the Company which has, most notably, increased costs for additional staff.

To keep G&A at a low level, Pine Cliff continues to engage Bonterra Energy Corp. ("Bonterra"), a related party, to provide some executive, administrative and technical services. As Pine Cliff continues to grow, the Company will hire more staff as required.

In the three months ended March 31, 2013, Pine Cliff incurred $135,000 in non-recurring transaction costs related to the acquisition of Skope. In aggregate, Pine Cliff's estimated transaction costs related to the Skope Debt Purchase and subsequent CCAA proceedings are approximately $520,000, of which $350,000 was incurred in the fourth quarter of 2012. The transaction costs in the first quarter of 2012 related to the acquisition of the Carrot Creek Assets. The non-recurring transaction costs are comprised of legal, accounting, consulting and regulatory expenses associated with those business transactions.

SHARE-BASED PAYMENTS

	Three months ended March 31			
	2013		2012	
(000s, except per boe amounts)	**$**	**$ per boe**	$	$ per boe
Total	**562**	**2.46**	127	3.48
% of oil and gas sales	**10%**		14%	

The Company has an equity settled stock-based compensation plan. Stock options are granted to certain officers, directors, employees and consultants, with the term and vesting period of the options granted being determined at the discretion of the Company's board of directors. An option's maximum term is five years.

In the three months ended March 31, 2013, Pine Cliff granted stock options to purchase 400,000 common shares at a weighted average exercise price of $0.88 per share. As at March 31, 2013, the Company has 10,640,000 stock options outstanding (March 31, 2012 – 3,230,000). In the three months ended March 31, 2013, Pine Cliff recorded share-based payment expense of $562,000, (March 31, 2012 – $127,000) related to the stock options issued. In the first quarter of 2013, Pine Cliff incurred $38,000 of share-based payment expense related to its minerals division, which has been included in the consolidated totals above.

DEPLETION AND DEPRECIATION

	Three months ended March 31			
	2013		2012	
(000s, except per boe amounts)	**$**	**$ per boe**	$	$ per boe
Total	**1,868**	**8.19**	348	9.55
% of oil and gas sales	**34%**		39%	

Pine Cliff's depletion and depreciation expense decreased 14% on a per boe basis in the three months ended March 31, 2013, as compared to the same period in 2012. The reduction in depletion and depreciation expense per boe in 2013 is due in part to an increase in oil and gas reserves as a result of the acquisition of the Southern Assets.

FINANCE EXPENSES

	Three months ended March 31			
	2013		2012	
(000s, except per boe amounts)	**$**	**$ per boe**	$	$ per boe
Unwinding of the discounted value of decommissioning liabilities	**93**	**0.41**	6	0.16
Interest and bank charges	**23**	**0.10**	107	2.94
Total	**116**	**0.51**	113	3.10
% of oil and gas sales	**2%**		13%	

In the three months ended March 31, 2013, Pine Cliff incurred finance expenses of $116,000 as compared to $113,000 in the three months ended March 31, 2012. Finance expenses in 2013 primarily relate to the unwinding of the discounted value of decommissioning liabilities, which have increased with the acquisition of the Southern Assets in the first quarter, whereas finance expenses in 2012 predominately consisted of interest on the related party note payable which was repaid on October 31, 2012, interest on Pine Cliff's revolving demand credit facility and bank charges incurred as a result of the implementation of the revolving demand credit facility. Interest expense in 2013 relates to interest on Pine Cliff's revolving demand credit facility.

Amounts drawn under the revolving demand credit facility are in the form of Canadian prime lending rate based loans, guaranteed notes or letters of credit. The revolving demand credit facility bears interest at the prime lending rate plus 0.75% per annum. Overall, Pine Cliff realized an effective interest rate of 3.75% for the three months ended March 31, 2013.

FINANCE AND DIVIDEND INCOME

	Three months ended March 31			
	2013		2012	
(000s, except per boe amounts)	**$**	**$ per boe**	$	$ per boe
Finance income	**598**	**2.62**	-	-
Dividend income	**164**	**0.72**	-	-
Total	**762**	**3.34**	-	-
% of oil and gas sales	**14%**		0%	

In the three months ended March 31, 2013, Pine Cliff received $598,000 in finance income as a result of interest received from the Skope Debt Purchase (December 31, 2011 – nil). During the period of November 9, 2012 to February 19, 2013, Pine Cliff collected 8.2% interest on the face value of debt, being $53.5 million, purchased from the financial institution. Pine Cliff received interest on the Skope Debt Purchase until February 19, 2013 at which time Pine Cliff became the sole shareholder of Skope and as a result the loan ceased.

In the three months ended March 31, 2013, Pine Cliff received $167,000 in dividends from its investment in Bonterra (December 31, 2011 – nil). The investment in Bonterra common shares was acquired through the Geomark Transaction.

INCOME TAXES

	Three months ended March 31			
	2013		2012	
(000s, except per boe amounts)	**$**	**$ per boe**	$	$ per boe
Deferred tax expense (recovery)	**2,699**	**11.83**	(1,229)	(33.71)

During the first quarter of 2013, a deferred tax expense of $2,699,000 was recorded, as compared to a deferred tax recovery of $1,229,000 in the first quarter of 2012. The first quarter 2013 expense is primarily related to the gain recognized on the purchase of Skope.

Pine Cliff has approximately $121,000,000 in tax pools at March 31, 2013 (December 31, 2012 – $39,375,000) available for future use as deductions from taxable income. The significant increase in tax pools is a result of approximately $93,000,000 of tax pools that were acquired from Skope.

EARNINGS AND FUNDS FLOW FROM OPERATIONS

Earnings

Quarter to quarter variance analysis:

($000s)	
Earnings for the three months ended March 31, 2012	713
Price variance	(29)
Volume variance	4,586
Royalties	(723)
Operating expenses	(1,973)
General and administrative	(271)
Share-based payments	(435)
Depletion and depreciation	(1,520)
Finance expenses	(3)
Gain on acquisition	11,117
Dividend income	164
Finance income	598
Deferred tax expense	(3,928)
Loss on other items	(25)
Earnings for the three months ended March 31, 2013	**8,271**

In the three months ended March 31, 2013, earnings increased by $7,558,000 to $8,271,000 as compared to the three months ended March 31, 2012. The increase in earnings is mainly due to the non-cash gain of $11,117,000 recognized on the acquisition of Skope and a positive volume variance resulting in increased oil and gas sales as a result of the acquisition of the Southern Assets. The positive variances were mainly offset by higher operating expenses, depletion and depreciation and deferred tax expense.

Other comprehensive income

Other comprehensive income relates to the increase and decrease in fair value of Pine Cliff's investment in Bonterra. At March 31, 2013, Pine Cliff's investment in Bonterra has a fair value of $10,099,000 as compared to $9,339,000 at December 31, 2013.

Funds flow from operations

	Three months ended March 31	
	2013	2012
($000s, except per boe amounts)		
Earnings	**8,271**	713
Adjustments for:		
Share-based payments	**562**	127
Depletion and depreciation	**1,868**	348
Impairment of investment	**25**	-
Unwinding of the discount on decommissioning	**93**	6
Gain on acquisition	**(11,117)**	-
Deferred tax expense (recovery)	**2,699**	(1,229)
Funds flow (deficiency) from operations	**2,401**	(35)
Funds flow (deficiency) from operations ($/boe)	**10.52**	(0.96)

Funds flow from operations, which represents cash flow from operating activities before changes in non-cash working capital and interest payable, was $2,401,000 in the three months ended March 31, 2013, as compared to a funds flow deficiency from operations of $35,000 in the same period of 2012. The increase in funds flow from operations is primarily due to the increase in activity of the Company with the acquisition of the Carrot Creek Assets and the Southern Assets, in addition to finance and dividend income.

SHARE CAPITAL

As of March 31, 2013, a total of 153,331,759 Pine Cliff Shares were issued and outstanding.

ADDITIONS TO PROPERTY, PLANT AND EQUIPMENT AND EXPLORATION AND EVALUATION ASSETS

($000s)	Three months ended March 31, 2013	Year ended December 31, 2012
Exploration and evaluation assets - oil and gas division	**40**	92
Exploration and evaluation assets - minerals division	**168**	248
Oil and gas assets	**2,106**	1,961
Furniture and office equipment	**-**	3
Acquisitions	**45,203**	32,007
Capitalized asset retirement costs	**131**	169
Total	**47,648**	34,480

In the three months ended March 31, 2013, Pine Cliff added $47,648,000 in capital assets to its balance sheet as compared to $34,480,000 in the year ended December 31, 2012. The acquisition of the Southern Assets included property, plant and equipment of $41,638,000 and exploration and evaluation assets of $3,699,000.

Pine Cliff drilled one gross oil well (0.30 net well) in December 2012 in the Rock Creek zone which was brought on production in April 2013. The initial flow rates from the Rock Creek well are very positive to date and the Company's oil and liquids production has significantly increased since the well came on production. Pine Cliff drilled one gross gas well (0.1875 net well) in January 2013 in the Wilrich zone which was brought on production in March 2013. The initial flow rates from the Wilrich well were disappointing and Pine Cliff and its partners are currently reviewing their alternatives for this well. In the first quarter of 2013, Pine Cliff also acquired a section of prospective land at a crown land sale, recompleted an existing wellbore targeting a secondary zone and successfully restarted an underperforming well.

Minerals division

As part of its Minerals Division, in the first quarter of 2013, Pine Cliff spent $168,000 to complete the first phase of the drilling program on the King's Canyon gold property in Utah, and was encouraged with the initial results. Drilling was completed on both the portion of the property on which the Company has an option to acquire a 100% interest on a claim block for US$1,000,000 (which includes the historical, but presently non-compliant National Instrument 43-101 *Standards for Disclosure for Mineral Projects*, gold mineral resource in the Crown Zone) and on the 100% owned land surrounding the Crown Option Claims, which includes the Royal Zone. The second phase of drilling is planned for the second quarter of 2013 to follow-up results of the initial drill program and test exploration targets elsewhere on the property.

RELATED PARTY TRANSACTIONS

Related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of the consideration established and agreed to by the related parties.

Management services agreement

Pine Cliff has a management services agreement with Bonterra, an oil and gas corporation that is publicly traded on the Toronto Stock Exchange with some common directors and management, to provide executive services, technical services, accounting services, oil and gas administration and office administration for Pine Cliff. Total fees for each of the three month periods ended March 31, 2013 and 2012 were $15,000, plus minimal administrative costs. The management services agreement is currently being renegotiated between the parties and may be cancelled by either party with 90 days notice. As at March 31, 2013, Pine Cliff owed Bonterra $15,000 (December 31, 2012 – $48,000).

Investment in Bonterra

As at March 31, 2013, Pine Cliff owns 204,633 common shares in Bonterra (December 31, 2012 – 204,633) representing less than 1% of the outstanding shares of Bonterra at that date. The shares as of March 31, 2013 have a fair value of $10,099,000 (December 31, 2012 – $9,339,000). For the three months ended March 31, 2013, Pine Cliff received dividend income of $164,000 from this investment (March 31, 2012 – nil).

Business combination with Geomark

On October 19, 2012 Geomark and Pine Cliff combined their operations pursuant to an arrangement agreement. Geomark had some common directors and some common management with Pine Cliff. At the time of the Geomark Transaction, Geomark owned 432,812 common shares of Pine Cliff which were subsequently sold in the public market for a loss on sale of investment of $34,000, net of tax.

LIQUIDITY

Liquidity describes a company's ability to access cash. Growth companies operating in the upstream oil and gas business, such as Pine Cliff, require sufficient cash to fund exploration and development projects, to increase production and reserves, to acquire strategic oil and gas assets and to repay debt.

The following table highlights Pine Cliff's sources and uses of cash for the three months ended March 31, 2013 and 2012:

	Three months ended March 31	
	2013	2012
($000s)		
Funds flow (deficiency) from operations	**2,401**	(35)
Bank debt proceeds (repayment)	**(2,972)**	12,790
Proceeds from related party note payable	**-**	7,000
Issuance of common shares, net of share issue costs	**-**	2,885
Cash from acquisitions	**1,476**	-
Changes in non-cash working capital	**1,024**	150
Decrease in cash	**386**	266
Total capital expenditures, including acquisitions	**2,315**	22,887
Capital expenditures, including acquisitions:		
Oil and gas division	**2,147**	22,887
Mining division	**168**	-

In the first quarter of 2013, Pine Cliff funded its capital expenditures from funds flow from operations and repaid $2,972,000 of bank debt, ending the quarter essentially debt-free after netting the cash balance. The existing banking arrangements at March 31, 2013 are comprised of a revolving demand credit facility in the amount of $15,000,000, of which $65,000 is drawn at March 31, 2013. The current revolving period will end on May 31, 2013 and if the revolving demand credit facility is not renewed it will become payable in full on demand.

Funds flow from operations and the unused portion of the credit facility will allow Pine Cliff to meet its short-term financial liabilities, as well as future capital requirements, at a reasonable cost. The Company believes it has sufficient funding and access to capital to meet its obligations as they come due and, if required, will consider additional short-term financing or issuing equity in order to meet its future liabilities.

Working capital is calculated as current assets minus current liabilities and represents the ability of a company to satisfy both maturing short-term debt and upcoming operational expenses. The capital intensive nature of the oil and gas business may result in working capital deficiencies from time to time. Pine Cliff manages its working capital ratio to ensure that it has sufficient unused funds under its credit facility and access to capital to accommodate such circumstances. Additionally, the revolving demand credit facility requires Pine Cliff to maintain a working capital ratio computed as current assets less current liabilities, excluding the current portion of bank debt and inclusive of unused funds under the credit facility, of greater than 1:1. As at March 31, 2013, the Company had positive working capital of $11,364,000 (December 31, 2012 – positive working capital of $35,077,000).

The Company was in compliance with its quantitative bank debt covenants during the three months ended March 31, 2013 and will take steps to ensure that it remains in compliance with its covenants in future periods.

COMMITMENTS AND CONTINGENCIES

In the normal course of business, Pine Cliff has entered into arrangements and incurred obligations that will impact the Company's future operations and liquidity. The maturity dates of the Company's commitments are as follows:

	Total	< 6 months	6 - 12 months	> 12 months
($000s)				
Trade and other payables	4,416	4,416	-	-
Bank loan - principal	65	65	-	-
Bank loan - future interest	1	1	-	-
	4,482	4,482	-	-

OFF BALANCE SHEET TRANSACTIONS

Pine Cliff was not involved in any off-balance sheet transactions during the periods presented, nor have we entered into any such arrangements as of the effective date of this MD&A.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company faces both financial and non-financial risks inherent in the oil and gas business. Financial risks include: commodity price risk, foreign exchange risk, interest rate risk, and credit risk. Financial risks can be managed, at least to a degree, through the utilization of financial instruments. Certain non-financial risks can be mitigated through the use of insurance and/or other risk transfer mechanisms, good business practices and process controls, while others must simply be borne. All risks can have an impact upon the financial performance of the Company.

A comprehensive discussion of Pine Cliff's financial instruments and risk management is provided in the Company's MD&A for the year ended December 31, 2012.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make judgments, assumptions and estimates that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses for the period reported. The significant accounting policies used by the Company are disclosed in the notes to the consolidated financial statements. Management believes that the most critical accounting policies that may have an impact on the Company's financial results are those that specifically relate to the accounting for its oil and gas interests, including amounts recorded for depletion and the impairment test which are both based on estimates of proved and probable reserves, production rates, oil prices, future costs and other relevant assumptions. Actual results could differ materially from such estimates.

A comprehensive discussion of the judgments, assumptions and estimates made by management is provided in the Company's annual MD&A for the year ended December 31, 2012.

ACCOUNTING POLICY AND STANDARD CHANGES

The accounting policies and method of computation followed in the preparation of the Financial Statements are the same as those followed in the preparation of Pine Cliff's 2012 Annual Financial Statements, except for the adoption of new standards and interpretations effective as of January 1, 2013.

The nature and impact of each new standard or amendment is described below:

IFRS 10 *Consolidated Financial Statements* ("IFRS 10"), IAS 28 *Investments in Associates and Joint Ventures* ("IAS 28"), IFRS 11 *Joint Arrangements* ("IFRS 11") and IFRS 12 *Disclosure of Interests in Other Entities* ("IFRS 12")

As disclosed in the 2012 Annual Financial Statements, effective January 1, 2013, the Company adopted, as required, IFRS 10, IAS 28 and IFRS 12. Pine Cliff reviewed its consolidation methodology and determined that the adoption of IFRS 10 did not result in a change in the consolidation status of its subsidiaries.

Under IFRS 11, interests in joint arrangements are classified as either joint operations or joint ventures, depending on the rights and obligations of the parties to the arrangements. Pine Cliff performed a review of its interest in other entities and did not identify any significant interests for which it shares joint control.

IFRS 12 sets out the requirements for disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. None of these disclosure requirements are applicable for interim condensed consolidated financial statements, unless significant events and transactions in the interim period requires that they are provided. Accordingly, the Company has not made such disclosures.

IFRS 13 *Fair Value Measurement* ("IFRS 13")

Effective January 1, 2013, the Company adopted, as required, IFRS 13 and applied the standard prospectively as required by transitional provisions. IFRS 13 establishes a single source of guidance under IFRS for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. There has been no change to Pine Cliff's methodology for determining the fair value for its financial assets and liabilities and, as such, the application of IFRS 13 has not resulted in any adjustments to the fair value measurements carried out by the Company.

IFRS 13 also requires specific disclosures on fair values, some of which replace existing disclosure requirements in other standards, including IFRS 7 *Financial Instruments: Disclosures*. Some of these disclosures are specifically required for financial instruments by IAS 34.16A(j), thereby affecting the interim condensed consolidated financial statements period. The application had no impact on the financial statements for the three months ended March 31, 2013.

IAS 1 *Presentation of Financial Statements* ("IAS 1")
Effective January 1, 2013, the Company applied the amendment to IAS 1 requiring items within other comprehensive earnings to be grouped into two categories: items that will not be subsequently reclassified to earnings or loss and items that may be subsequently reclassified to earnings or loss when specific conditions are met. The amendment has been applied retrospectively and, as such, the presentation of items in other comprehensive earnings has been modified. The application of IAS 1 did not result in any adjustments to other comprehensive earnings or accumulated other comprehensive income.

IAS 34 *Interim financial reporting* ("IAS 34") and segment information for total assets and liabilities (Amendment)
The amendment clarifies the requirements in IAS 34 relating to segment information for total assets and liabilities for each reportable segment to enhance consistency with the requirements in IFRS 8 *Operating Segments*. Total assets and liabilities for a reportable segment need to be disclosed only when the amounts are regularly provided to the chief operating decision maker ("CODM") and there has been a material change in the total amount disclosed in the entity's previous annual consolidated financial statements for that reportable segment. The Company does not regularly provide this disclosure to the CODM and as a result of this amendment, the Company does not provide this information in its financial statements for the three months ended March 31, 2013.

Future accounting pronouncements
There were no new or amended standards issued during the three months ended March 31, 2013 that are applicable to the Company in future periods. A description of the standards and interpretations that will be adopted by the Company in future periods can be found in the 2012 Annual Financial Statements.

NON-IFRS MEASURES

This MD&A uses the terms "funds flow from operations", "operating netbacks" and "net debt" which are not recognized under IFRS and may not be comparable to similar measures presented by other companies. The Company uses these measures to evaluate its performance, leverage and liquidity, as well as to assess potential acquisitions.

The Company considers funds flow from operations a key performance measure as it demonstrates the Company's ability to generate the funds necessary to repay debt and fund future growth through capital investment. Funds flow from operations and funds flow from operations per share should not be considered as an alternative to, or more meaningful than, cash flow from operating activities as per the statement of cash flows which is considered the most directly comparable measure under IFRS. Funds flow from operations is calculated as cash flow from operating activities before changes in non-cash working capital and changes in interest payable. Funds flow from operations per share is calculated using the same weighted average number of shares outstanding as in the case of the earnings per share calculation for a reporting period.

	Three months ended March 31	
	2013	2012
($000s)		
Cash flow from operating activities	**3,101**	(331)
Less:		
Change in non-cash working capital	**700**	(341)
Change in interest payable	**-**	45
Funds flow from operations	**2,401**	(35)

The Company considers operating netback to be a key indicator of profitability relative to current commodity prices. Operating netback and operating netback per boe are calculated as oil and gas sales, less royalties and operating expenses on an absolute and a per boe basis, respectively.

Net debt is a term used in the context of liquidity in this MD&A. Net debt is the total of bank debt, related party note payable and trade and other payables, less trade and other receivables and cash. There is no IFRS measure that is reasonably comparable to net debt.

FORWARD-LOOKING INFORMATION

Certain statements contained in this MD&A include statements which contain words such as "anticipate", "could", 'should", "expect", 'seek", "may", "intend", "likely", "will", "believe" and similar expressions, statements relating to matters that are not historical facts, and such statements of our beliefs, intentions and expectations about development, results and events which will or may occur in the future, constitute "forward-looking information" within the meaning of applicable Canadian securities legislation and are based on certain assumptions and analysis made by us derived from our experience and perceptions. Forward-looking information in this MD&A includes, but is not limited to: expected production levels; future capital expenditures, including the amount and nature thereof; oil and natural gas prices and demand; expansion and other development trends of the oil and natural gas industry; business strategy and outlook; expansion and growth of our business and operations; maintenance of existing customer, supplier and partner relationships; supply channels; accounting policies; risks; and other such matters.

All such forward-looking information is based on certain assumptions and analyses made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances. The risks, uncertainties and assumptions are difficult to predict and may affect operations, and may include, without limitation: foreign exchange fluctuations; equipment and labour shortages and inflationary costs; general economic conditions; industry conditions; changes in applicable environmental, taxation and other laws and regulations as well as how such laws and regulations are interpreted and enforced; the ability of oil and natural gas companies to raise capital; the effect of weather conditions on operations and facilities; the existence of operating risks; volatility of oil and natural gas prices; oil and gas product supply and demand; risks inherent in the ability to generate sufficient cash flow from operations to meet current and future obligations; increased competition; stock market volatility; opportunities available to or pursued by us; and other factors, many of which are beyond our control. The foregoing factors are not exhaustive.

Actual results, performance or achievements could differ materially from those expressed in, or implied by, this forward-looking information and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur, or if any of them do, what benefits will be derived there from. Except as required by law, Pine Cliff disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise.

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

The information provided in this report, including the interim condensed consolidated financial statements, is the responsibility of Pine Cliff's management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

Management maintains a system of internal controls to provide reasonable assurance that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

The audit committee has reviewed these interim condensed consolidated financial statements with management and has reported to the Board of Directors. The Board of Directors have approved the consolidated financial statements as presented in this interim report.

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Canadian dollars, 000s)
(unaudited)

	Note	**As at March 31, 2013**	As at December 31, 2012
ASSETS			
Current assets			
Cash		**431**	817
Trade and other receivables		**4,638**	3,499
Prepaid expenses and deposits		**624**	193
Loan receivable	3	**-**	28,000
Investments	4	**10,152**	9,418
Total current assets		**15,845**	41,927
Exploration and evaluation assets	5	**6,563**	2,790
Property, plant and equipment	6	**72,680**	30,673
Restricted cash		**33**	33
Goodwill		**3,535**	3,535
Deferred taxes		**18,164**	1,731
Total assets		**116,820**	80,689
LIABILITIES			
Current liabilities			
Trade and other payables		**4,416**	3,813
Bank debt		**65**	3,037
Total current liabilities		**4,481**	6,850
Decommissioning liabilities		**31,821**	2,818
Total liabilities		**36,302**	9,668
SHAREHOLDERS' EQUITY			
Share capital	7	**83,542**	83,542
Contributed surplus		**2,311**	1,749
Accumulated other comprehensive earnings		**707**	43
Deficit		**(6,042)**	(14,313)
Total shareholders' equity		**80,518**	71,021
Total liabilities and shareholders' equity		**116,820**	80,689

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

CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS (LOSS)
(Canadian dollars, 000s except per share data)
(unaudited)

	Note	Three months ended March 31, 2013	Three months ended March 31, 2012
Oil and gas sales		**5,458**	901
Royalties		**(874)**	(151)
Dividend income		**164**	-
Finance income		**598**	-
REVENUE		**5,346**	750
EXPENSES			
Operating		**2,244**	271
General and administration		**678**	407
Depletion and depreciation		**1,868**	348
Share-based payments		**562**	127
Impairment of investment		**25**	-
Finance expenses		**116**	113
Total expenses		**5,493**	1,266
Loss before other income and income taxes		**(147)**	(516)
Gain on acquisition	3	**11,117**	-
Earnings before income taxes		**10,970**	(516)
Deferred tax expense (recovery)		**2,699**	(1,229)
EARNINGS FOR THE PERIOD		**8,271**	713
Earnings per share ($)	7		
Basic		**0.05**	0.01
Diluted		**0.05**	0.01

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

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS (LOSS)
(Canadian dollars, 000s)
(unaudited)

	Three months ended March 31, 2013	Three months ended March 31, 2012
Earnings for the period	**8,271**	713
OTHER COMPREHENSIVE EARNINGS		
Items that may be subsequently reclassified to earnings (loss):		
Unrealized gain on investments	**759**	75
Deferred taxes on unrealized gain on investments	**(95)**	(10)
OTHER COMPREHENSIVE EARNINGS FOR THE PERIOD, NET OF TAX	**664**	65
TOTAL COMPREHENSIVE EARNINGS FOR THE PERIOD	**8,935**	778

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

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Canadian dollars, 000s)
(unaudited)

	Note	Three months ended March 31, 2013	Three months ended March 31, 2012
CASH PROVIDED BY (USED IN):			
OPERATING ACTIVITIES			
Earnings for the period		**8,271**	713
Items not affecting cash:			
Share-based payments		**562**	127
Depletion and depreciation		**1,868**	348
Finance expenses		**116**	113
Gain on acquisition	3	**(11,117)**	-
Deferred tax expense (recovery)		**2,699**	(1,229)
Impairment of investment		**25**	-
Changes in non-cash working capital accounts		**700**	(341)
Interest and bank charges paid		**(23)**	(62)
Cash provided by (used in) operating activities		**3,101**	(331)
INVESTING ACTIVITIES			
Expenditures on property and equipment		**(2,107)**	(353)
Expenditures on exploration and evaluation assets		**(208)**	(91)
Acquisitions, net of cash acquired	3	**1,476**	(22,518)
Changes in non-cash working capital accounts		**324**	352
Cash used in investing activities		**(515)**	(22,610)
FINANCING ACTIVITIES			
Issuance of common shares, net of share issue costs		**-**	2,885
Proceeds from related party note payable		**-**	7,000
Bank debt		**(2,972)**	12,790
Cash provided by (used in) financing activities		**(2,972)**	**22,675**
Decrease in cash		**(386)**	(266)
Cash - beginning of period		**817**	277
CASH - END OF PERIOD		**431**	11

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

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Canadian dollars, 000s)
(unaudited)

	Note	Share capital	Contributed surplus [1]	Accumulated other comprehensive earnings [2]	Deficit	Total equity
BALANCE AT JANUARY 1, 2012		14,819	766	(136)	(13,242)	2,207
Shares issued pursuant to a rights offering		1,961	-	-	-	1,961
Shares issued pursuant to a private placement		1,000	-	-	-	1,000
Share issue costs, net of tax		(76)	-	-	-	(76)
Comprehensive earnings for the period		-	-	65	713	778
Share-based payments	7	-	127	-	-	127
BALANCE AT MARCH 31, 2012		**17,704**	**893**	**(71)**	**(12,529)**	**5,997**
Shares issued pursuant to a private placement		5,600	-	-	-	5,600
Shares issued to Geomark shareholders		60,508	-	-	-	60,508
Share issue costs, net of tax		(236)	-	-	-	(236)
Comprehensive loss for the period		-	-	114	(1,784)	(1,670)
Share-based payments		-	856	-	-	856
Cancellation of shares		(280)	-	-	-	(280)
Issuance of shares		246	-	-	-	246
BALANCE AT DECEMBER 31, 2012		**83,542**	**1,749**	**43**	**(14,313)**	**71,021**
Comprehensive earnings for the period		-	-	664	8,271	8,935
Share-based payments	7	-	562	-	-	562
BALANCE AT MARCH 31, 2013		**83,542**	**2,311**	**707**	**(6,042)**	**80,518**

[1] Contributed surplus is comprised of share-based payments.
[2] Accumulated other comprehensive income is comprised of unrealized gains and losses on available-for-sale investments.

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

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
As at March 31, 2013 and December 31, 2012 and for the three month periods ended March 31, 2013 and 2012 (unaudited)
(all tabular amounts in Canadian dollars 000s, unless otherwise indicated)

1. NATURE OF BUSINESS

Pine Cliff Energy Ltd. ("Pine Cliff" or the "Company") is a public company listed on the TSX Venture Exchange and incorporated under the Business Corporations Act (Alberta). The address of the Company's registered office is Suite 901, 1015 4th Street SW, Calgary, Alberta, T2R 1J4.

Pine Cliff is engaged in the exploration, development and production of oil and natural gas in the Western Canadian Sedimentary Basin and conducts many of its activities jointly with others; these interim condensed consolidated financial statements (the "Financial Statements") reflect only the Company's proportionate interest in such activities. The Company is also involved in the exploration for precious metals through its subsidiaries.

2. BASIS OF PREPARATION AND CHANGES TO PINE CLIFF'S ACCOUNTING POLICIES

a) Basis of preparation

The Financial Statements have been prepared in accordance with IAS 34 – *Interim Financial Reporting* ("IAS 34") using International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The Financial Statements do not include all of the information required for annual financial statements and should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2012 ("2012 Annual Financial Statements").

The Financial Statements were authorized for issue by the Company's board of directors on May 13, 2013.

b) New standards, interpretations and amendments adopted by Pine Cliff

The accounting policies and method of computation followed in the preparation of the Financial Statements are the same as those followed in the preparation of Pine Cliff's 2012 Annual Financial Statements, except for the adoption of new standards and interpretations effective as of January 1, 2013.

The nature and impact of each new standard or amendment is described below:

IFRS 10 *Consolidated Financial Statements* ("IFRS 10"), IAS 28 *Investments in Associates and Joint Ventures* ("IAS 28"), IFRS 11 *Joint Arrangements* ("IFRS 11") and IFRS 12 *Disclosure of Interests in Other Entities* ("IFRS 12")
Effective January 1, 2013, the Company adopted, as required, IFRS 10, IAS 28 and IFRS 12. Pine Cliff reviewed its consolidation methodology and determined that the adoption of IFRS 10 did not result in a change in the consolidation status of its subsidiaries.

Under IFRS 11, interests in joint arrangements are classified as either joint operations or joint ventures, depending on the rights and obligations of the parties to the arrangements. Pine Cliff performed a review of its interest in other entities and did not identify any significant interests for which it shares joint control.

IFRS 12 sets out the requirements for disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. None of these disclosure requirements are applicable for interim condensed consolidated financial statements, unless significant events and transactions in the interim period requires that they are provided. Accordingly, the Company has not made such disclosures.

IFRS 13 *Fair Value Measurement* ("IFRS 13")
Effective January 1, 2013, the Company adopted, as required, IFRS 13 and applied the standard prospectively as required by transitional provisions. IFRS 13 establishes a single source of guidance under IFRS for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. There has been no change to Pine Cliff's methodology for determining the fair value for its financial assets and liabilities and, as such, the application of IFRS 13 has not resulted in any adjustments to the fair value measurements carried out by the Company.

IFRS 13 also requires specific disclosures on fair values, some of which replace existing disclosure requirements in other standards, including IFRS 7 *Financial Instruments: Disclosures*. Some of these disclosures are specifically required for financial instruments by IAS 34.16A(j), thereby affecting the interim condensed consolidated financial statements period. The application had no impact on the Financial Statements; however the Company provides additional disclosures in Note 8.

IAS 1 *Presentation of Financial Statements* ("IAS 1")
Effective January 1, 2013, the Company applied the amendment to IAS 1 requiring items within other comprehensive earnings to be grouped into two categories: items that will not be subsequently reclassified to earnings or loss and items that may be subsequently reclassified to earnings or loss when specific conditions are met. The amendment has been applied retrospectively and, as such, the presentation of items in other comprehensive earnings has been modified. The application of IAS 1 did not result in any adjustments to other comprehensive earnings or accumulated other comprehensive income.

IAS 34 Interim financial reporting and segment information for total assets and liabilities (Amendment)
The amendment clarifies the requirements in IAS 34 relating to segment information for total assets and liabilities for each reportable segment to enhance consistency with the requirements in IFRS 8 *Operating Segments*. Total assets and liabilities for a reportable segment need to be disclosed only when the amounts are regularly provided to the chief operating decision maker ("CODM") and there has been a material change in the total amount disclosed in the entity's previous annual consolidated financial statements for that reportable segment. The Company does not regularly provide this disclosure to the CODM and as a result of this amendment, the Company does not provide this information in its Financial Statements.

Future accounting pronouncements
There were no new or amended standards issued during the three months ended March 31, 2013 that are applicable to the Company in future periods. A description of the standards and interpretations that will be adopted by the Company in future periods can be found in the 2012 Annual Financial Statements.

3. ACQUISITIONS

Skope Energy Inc.
On November 9, 2012, Pine Cliff completed the purchase from a Canadian financial institution of all of the outstanding indebtedness and liabilities owing by Skope Energy Partners ("Skope" will collectively refer to Skope Energy Partners, Skope Energy Inc. and Skope Energy International Inc.) and all of the security documents granted by Skope to the financial institution (the "Skope Debt Purchase"). The security documents included a $200,000,000 demand debenture secured by a first floating charge over all of Skope's assets. Consideration for the Skope Debt Purchase was $28,000,000 which was funded with cash acquired in the Geomark Transaction of $20,000,000 and a drawdown of $8,000,000 on Pine Cliff's Credit Facility.

On February 19, 2013, the Court of Queen's Bench of Alberta approved the Plan of Compromise and Arrangement (the "Plan") filed under the Companies' Creditors Arrangement Act ("CCAA") by Pine Cliff. The purpose of the Plan was to restructure Skope's debt and to effect a compromise of the claims of all unsecured creditors of Skope. In addition to restructuring Skope's unsecured claims, the implementation of the Plan resulted in the redemption, without compensation, of all of the outstanding shares of Skope (and the cancellation, without compensation, of all related options, warrants and other rights to acquire such shares) and the creation of a new class of Class A Voting Shares, 100 of which were issued to Pine Cliff (the "Skope Shares"). Accordingly, Pine Cliff became the sole shareholder of Skope Energy Inc. on February 19, 2013. Consideration for Skope Shares was $28,000,000, representing the amount that Pine Cliff paid to a Canadian financial institution for the Skope Debt Purchase, less $202,000 received during the CCAA process as consideration for Pine Cliff's unsecured claim. Skope's assets include an 80% working interest in a package of producing shallow gas assets located in southeast Alberta and southwest Saskatchewan. This transaction has been accounted for as a business combination with Pine Cliff identified as the acquirer.

The results of Skope's assets have been included in the financial statements since February 19, 2013. Skope's assets contributed oil and gas sales, net of royalties, of $2,233,000 and operating expenses of $1,072,000 for the period from February 19, 2013 to March 31, 2013. If the acquisition had occurred on January 1, 2013, total oil and gas sales, net of royalties, would have been approximately $7,180,000 and operating expenses would have been approximately $3,431,000 for the three months ended March 31, 2013. Pine Cliff does not believe it is practical to estimate the effect on future periods.

The acquisition has been accounted for using the acquisition method and the purchase price was allocated to the assets acquired and the liabilities assumed as follows:

Net assets acquired:	
Property and equipment	41,638
Exploration and evaluation assets	3,565
Decommissioning provision	(28,805)
Working capital, including cash of $1,275	3,313
Deferred tax asset	19,204
Total net assets acquired	38,915

Consideration:	
Realization of security of the Skope Debt Purchase	28,000
Less: cash consideration for Pine Cliff's unsecured claim	(202)
Total purchase price	27,798
Gain on acquisition	11,117

As the total net assets acquired are greater than the purchase price of the assets, Pine Cliff has recognized a gain on the acquisition of Skope. The gain on acquisition is attributed to the unique nature of this transaction whereby Pine Cliff purchased Skope's debt and security from a Canadian financial institution and realized on its security through the CCAA process to acquire Skope.

Transaction costs of $135,000 have been expensed in the three month period ended March 31, 2013 (three month period ended December 31, 2012 – $350,000) and are included in administrative expenses in the income statement and are part of operating cash flows in the consolidated statement of cash flows.

Information on prior year acquisitions
On March 1, 2012, Pine Cliff acquired certain oil and natural gas assets in the Carrot Creek area of Alberta for cash consideration of $22,684,000.

On October 19, 2012, Pine Cliff acquired 100% of the issued and outstanding shares of Geomark Exploration Ltd. ("Geomark"), a related party, in an all share transaction which resulted in the issuance of 81,767,641 common shares of Pine Cliff valued at $60,508,000. Geomark was a public oil and gas and mineral company with oil and gas properties in Alberta and mineral assets in Utah, Ontario, Nunavut and the Northwest Territories.

4. TRANSACTIONS WITH RELATED PARTIES

Management services agreement
Pine Cliff has a management services agreement with Bonterra Energy Corp. ("Bonterra"), an oil and gas corporation that is publicly traded on the Toronto Stock Exchange with some common directors and management, to provide executive services, technical services, accounting services, oil and gas administration and office administration for Pine Cliff. Total fees for each of the three month periods ended March 31, 2013 and 2012 were $15,000, plus minimal administrative costs. The management services agreement is currently being renegotiated by the parties and may be cancelled by either party with 90 days notice. As at March 31, 2013, Pine Cliff owed Bonterra $15,000 (December 31, 2012 – $48,000).

Investment in Bonterra
As at March 31, 2013, Pine Cliff owns 204,633 common shares in Bonterra (December 31, 2012 – 204,633) representing less than 1% of the outstanding shares of Bonterra at that date. The shares as of March 31, 2013 have a fair value of $10,099,000 (December 31, 2012 – $9,339,000). For the three months ended March 31, 2013, Pine Cliff received dividend income of $164,000 from this investment (March 31, 2012 – nil).

Business combination with Geomark
On October 19, 2012 Geomark and Pine Cliff combined their operations pursuant to an arrangement agreement. Geomark had some common directors and some common management with Pine Cliff. At the time of the Geomark Transaction, Geomark owned 432,812 common shares of Pine Cliff which were subsequently sold in the public market for a loss on sale of investment of $34,000, net of tax.

Related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of the consideration established and agreed to by the related parties.

5. EXPLORATION AND EVALUATION ASSETS

The following table reconciles Pine Cliff's exploration and evaluation assets:

Cost:	Oil and gas properties	Minerals properties	Total
Balance at December 31, 2011	-	-	-
Additions	92	248	340
Acquisitions	507	1,943	2,450
Balance at December 31, 2012	599	2,191	2,790
Additions	40	168	208
Acquisitions	3,565	-	3,565
Balance at March 31, 2013	**4,204**	**2,359**	**6,563**

During the three months ended March 31, 2013, $30,000 (March 31, 2012 - nil) of directly attributable general and administration costs related to mineral exploration and evaluation assets were capitalized.

6. PROPERTY, PLANT AND EQUIPMENT

The following table reconciles Pine Cliff's property, plant and equipment assets:

Cost:	Oil and gas properties	Office equipment	Total
Balance at December 31, 2011	4,600	2	4,602
Additions	2,130	3	2,133
Acquisitions	29,557	-	29,557
Balance at December 31, 2012	36,287	5	36,292
Additions	2,237	-	2,237
Acquisitions	41,638	-	41,638
Balance at March 31, 2013	**80,162**	**5**	**80,167**

Accumulated depletion and depreciation:	Oil and gas properties	Office equipment	Total
Balance at December 31, 2011	(2,796)	-	(2,796)
Depletion and depreciation	(2,823)	-	(2,823)
Balance at December 31, 2012	(5,619)	-	(5,619)
Depletion and depreciation	(1,868)	-	(1,868)
Balance at March 31, 2013	**(7,487)**	**-**	**(7,487)**

Carrying value at:	Oil and gas properties	Office equipment	Total
December 31, 2012	30,668	5	30,673
March 31, 2013	**72,675**	**5**	**72,680**

7. SHARE CAPITAL

Per share calculations

The average market value of the Company's shares for the purposes of calculating the dilutive effect of share options was based on quoted market prices for the period that the options were outstanding. In calculating the weighted average number of diluted shares outstanding for the three month periods ended March 31, 2013, the Company excluded 350,000 options (March 31, 2012 – 255,000), as their effect is anti-dilutive.

Loss per share calculation:	Three months ended March 31 2013	2012
Numerator		
Earnings for the period	**8,271**	713
Denominator (000s)		
Weighted-average common shares outstanding - basic	**153,332**	57,248
Effect of options outstanding	**6,626**	1,618
Weighted-average common shares outstanding - diluted	**159,958**	58,866
Earnings per share - basic ($)	**0.05**	0.01
Earnings per share - diluted ($)	**0.05**	0.01

Share-based payments

The Company provides an equity settled stock option plan (the "Option Plan") for its directors, employees and consultants. Under the Option Plan, the Company may grant options for up to 10% of outstanding common shares at March 31, 2013. The term and vesting period of the options granted are determined at the discretion of the board of directors. The exercise price of each option granted equals the market price of the Company's stock immediately preceding the date of grant and the option's maximum term is five years.

A summary of the status of the Company's stock option plan as at March 31, 2013 and changes during the period then ended is presented as follows:

Stock options issued and outstanding:	Options(000s)	Weighted-average exercise price ($ per share)
Oustanding at December 31, 2011	-	-
Granted	10,400	0.58
Forfeited	(160)	0.38
Outstanding at December 31, 2012	10,240	0.58
Granted	400	0.88
Outstanding at March 31, 2013	10,640	0.59
Exercisable at March 31, 2013	1,330	0.40

The following table summarizes information about stock options outstanding at March 31, 2013:

Exercise price:	Stock options outstanding (000s)	Weighted-average remaining term (years)	Stock options exercisable (000s)	Weighted-average remaining term (years)
$0.38	2,815	2.9	1,245	2.5
$0.50 - $0.65	7,030	2.0	-	-
$0.66 - $0.92	795	2.2	85	2.7
	10,640	2.2	1,330	2.5

The Company records share-based payment expense over the vesting period, which ranges between one to three years, based on the fair value of the options granted to employees, directors and consultants. In the three months ended March 31, 2013, the Company granted 400,000 stock options with an estimated fair value of $212,000 or $0.53 per option using the Black-Scholes option pricing model with the following key assumptions (weighted-average):

Assumptions:	Three months ended March 31, 2013
Exercise price ($)	0.88
Estimated volatility of underlying common shares (%)	115
Weighted average expected life (years)	2.3
Risk-free rate (%)	1.2
Forfeiture rate (%)	3.8
Expected dividend yield (%)	0.0

Estimated volatility is measured as the standard deviation of expected share price returns based on statistical analysis of historical daily share prices for a representative period.

8. FINANCIAL INSTRUMENTS

Financial instruments and fair value measurement
Financial instruments of the Company consist of cash, trade and other receivables, loan receivable, investments, trade and other payables and bank debt. The carrying values of the financial instruments presented in the Financial Statements approximate their respective fair values. Financial assets and liabilities are only offset if Pine Cliff has the current legal right to offset and intends to settle on a net basis or settle the asset and liability simultaneously.

Risks associated with financial assets and liabilities
The Company is exposed to a number of risks associated with its financial assets and liabilities. These risks include commodity price risk, interest rate risk, equity price risk, foreign exchange risk, credit risk and liquidity risk. The Company has several practices and policies in place to help mitigate these risks.

A description of the nature and extent of risks arising from Pine Cliff's financial assets and liabilities can be found in the 2012 Annual Financial Statements. The Company's exposure to these risks has not changed significantly since December 31, 2012.

9. BUSINESS SEGMENT INFORMATION

Pine Cliff's activities for the three month period ended March 31, 2013 are represented by two industry segments comprised of oil and gas exploration and production, and mineral exploration. For the three month period ended March 31, 2012, Pine Cliff's results were represented by only the oil and gas exploration and production segment as the mineral exploration segment was acquired through the business combination with Geomark on October 19, 2012 (Note 3).

	For the three months ended March 31, 2013		
	Oil and gas	Minerals	**Total**
Oil and gas sales	5,458	-	**5,458**
Royalties	(874)	-	**(874)**
Dividend income	164	-	**164**
Finance income	598	-	**598**
REVENUE	5,346	-	**5,346**
EXPENSES			
Operating	2,244	-	**2,244**
General and administration	618	60	**678**
Depletion and depreciation	1,868	-	**1,868**
Share-based payments	524	38	**562**
Impairment of investment	25	-	**25**
Finance expenses	116	-	**116**
Total expenses	5,395	98	**5,493**
Loss before other income and income taxes	(49)	(98)	**(147)**
Gain on acquisition	11,117	-	**11,117**
Earnings before income taxes	11,068	(98)	**10,970**
Deferred tax expense	2,699	-	**2,699**
EARNINGS FOR THE PERIOD	8,369	(98)	**8,271**

BOARD OF DIRECTORS

Gary J. Drummond
George F. Fink
Philip B. Hodge
Randy M. Jarock
Carl R. Jonsson
F. William Woodward

OFFICERS

George F. Fink
Executive Chairman of the Board

Philip B. Hodge
President and Chief Executive Officer

Robb D. Thompson
Chief Financial Officer and Secretary

HEAD OFFICE

901, 1015 – 4th Street SW
Calgary, Alberta T2R 1J4

Phone: (403) 269-2289
Fax: (403) 265-7488

REGISTRAR AND TRANSFER AGENT

Olympia Trust Company
Calgary, Alberta

AUDITORS

Deloitte LLP
Calgary, Alberta

SOLICITORS

Borden Ladner Gervais LLP
Calgary, Alberta

BANKERS

Alberta Treasury Branch
Calgary, Alberta

STOCK EXCHANGE LISTING

TSX Venture Exchange
Trading Symbol: PNE

WEBSITE

www.pinecliffenergy.com