



Yangarra Resources Ltd.
Condensed Interim Consolidated Financial Statements
March 31, 2011 and 2010

(Unaudited)

Yangarra Resources Ltd.
Condensed Interim Consolidated Statements of Financial Position
(unaudited)

	March 31, 2011	December 31, 2010 (note 17)	January 1, 2010 (note 17)
Assets			
Current			
Cash and cash equivalents	\$ –	\$ 11,678	\$ 658,080
Accounts receivable	5,245,375	3,752,477	152,853
Prepaid expenses and deposits	259,264	243,214	–
Assets held for sale (note 3)	463,100	463,100	–
Total current assets	5,967,739	4,470,469	810,933
Non-current			
Property and equipment (note 3)	80,990,090	63,263,452	37,624,049
Exploration and evaluation assets (note 4)	639,892	639,892	1,206,467
Total assets	\$ 87,597,721	\$ 68,373,813	\$ 39,641,449
Liabilities			
Current			
Bank debt (note 5)	\$ 2,725,647	\$ 5,559,208	\$ 8,195,069
Accounts payable and accrued liabilities	13,995,838	9,383,722	465,554
Commodity price risk contracts	846,431	–	113,361
Preferred shares (note 7)	–	1,000,000	1,000,000
Flow-through share premium liability	–	1,093,182	–
Total current liabilities	17,567,916	17,036,112	9,773,984
Non-current			
Decommissioning liability (note 6)	3,675,618	3,501,805	2,936,792
Deferred tax liability	2,330,795	–	837,357
Total liabilities	23,574,329	20,537,917	13,548,133
Shareholders' Equity			
Share capital (note 7)	82,749,296	65,909,948	47,066,815
Warrants (note 9)	2,170,764	2,216,541	340,600
Contributed surplus	7,365,309	5,740,753	2,972,097
Deficit	(28,261,977)	(26,031,346)	(24,286,196)
Total shareholders' equity	64,023,392	47,835,896	26,093,316
Total liabilities and equity	\$ 87,597,721	\$ 68,373,813	\$ 39,641,449

Basis of preparation, adoption of IFRS and statement of compliance (note 1)

Approved on behalf of the Board of Directors

"James G. Evaskevich" (signed)

James G. Evaskevich

"Gordon A. Bowerman" (signed)

Gordon A. Bowerman

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

Yangarra Resources Ltd.
Condensed Interim Consolidated Statements of Comprehensive Loss
For the three months ended March 31
(unaudited)

	2011	2010
		(note 17)
Revenue		
Petroleum and natural gas sales	\$ 3,524,544	\$ 1,009,188
Royalty income	104,430	–
Royalties	(143,368)	(40,588)
	3,485,606	968,600
Commodity price risk contracts <i>(note 13)</i>	(816,807)	186,861
	2,668,799	1,155,461
Expenses		
Production	571,841	272,876
Transportation	69,621	48,893
General and administrative	275,291	223,379
Interest	54,266	61,655
Dividends <i>(note 7)</i>	8,960	12,329
Share-based compensation <i>(note 8)</i>	1,275,455	21,700
Depletion and depreciation	1,263,444	603,407
Financing expense <i>(note 3)</i>	32,587	33,212
Other expenses	–	25,129
	3,551,465	1,302,580
Loss before tax	(882,666)	(147,119)
Deferred tax	1,347,965	–
Total comprehensive loss for the period attributable to common shareholders	\$ (2,230,631)	\$ (147,119)
Net loss per share (note 10)		
Basic	\$ (0.03)	\$ (0.00)
Diluted	\$ (0.02)	\$ (0.00)
Weighted average number of shares (note 10)		
Basic	85,987,807	39,876,895
Diluted	93,649,398	39,876,895

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Yangarra Resources Ltd.
Condensed Interim Consolidated Statements Changes in Equity
For the three months ended March 31
(unaudited)

	2011	2010
Share Capital		
Balance, beginning of period	\$ 65,909,948	\$ 47,066,815
Issued	17,251,725	3,995,700
Share issue costs (net of tax)	(874,198)	(299,396)
Exercise of warrants	137,777	187,684
Exercise of options	324,044	–
Balance end of period	82,749,296	50,950,803
Warrants		
Balance, beginning of period	2,216,541	340,600
Issued	–	1,990,300
Exercised	(45,777)	(47,684)
Balance end of period	2,170,764	2,283,216
Contributed Surplus		
Balance, beginning of period	5,740,753	2,972,097
Share-based compensation related to:		
Options granted in current year	1,818,600	21,700
Exercised options (<i>note 8</i>)	(194,044)	–
Balance end of Period	7,365,309	2,993,797
Deficit		
Balance, beginning of period	(26,031,346)	(24,286,196)
Total comprehensive loss	(2,230,631)	(147,119)
Balance, end of period	(28,261,977)	(24,433,315)
Total Equity	\$ 64,023,392	\$ 31,794,501

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

Yangarra Resources Ltd.
Condensed Interim Consolidated Statements of Cash Flows
For the three months ended March 31
(unaudited)

	2011	2010
Operating		
Total comprehensive loss for the period	\$ (2,230,631)	\$ (147,119)
Add back non-cash items:		
Unrealized (gain) loss on commodity price risk contracts	846,431	(113,271)
Dividends	–	12,239
Share-based compensation (note 8)	1,275,455	21,700
Depletion and depreciation (note 3)	1,263,444	603,407
Net financing expenses (including accretion)	32,587	33,212
Deferred tax	1,347,965	–
	2,535,251	410,168
Change in non-cash working capital (note 11)	(878,778)	199,763
Net cash flow from operating activities	1,656,473	609,931
Financing		
Issue of equity instruments, net of costs	16,308,127	5,740,805
Redemption of preferred shares (note 7)	(1,000,000)	–
Bank debt repayment, net	(2,833,561)	(3,499,755)
Change in non-cash working capital (note 11)	–	–
Net cash flow (used-in) from financing activities	12,474,566	(2,241,050)
Investing		
Expenditures on exploration and evaluation assets and property and equipment	(18,124,663)	(3,799,846)
Change in non-cash working capital (note 11)	3,981,946	948,865
Net cash flow (used-in) from investing activities	(14,142,717)	(2,850,981)
Change in cash	(11,678)	–
Cash, beginning of the period	11,678	–
Cash, end of the period	\$ –	\$ –
Supplemental cash flow information		
Interest paid	\$ 54,266	\$ 61,655
Dividends paid	\$ 8,960	\$ –

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

Yangarra Resources Ltd.
Notes to the Condensed Consolidated Financial Statements
For the three months ended March 31, 2011 and 2010
(unaudited)

1. Basis of preparation, adoption of IFRS and statement of compliance

Yangarra Resources Ltd. (the “Company”) is a publicly traded company involved in the production, exploration and development of resource properties in Western Canada. The address of the registered office is 1530, 715 – 5 avenue SW, Calgary Alberta, T2P 2X6.

On May 1, 2010, the Company and its wholly owned subsidiary Athabaska Energy Ltd. (“Athabaska”) were amalgamated and continue to carry on business under the name Yangarra Resources Ltd. At that time, the Company consolidated its common shares on a five old for one new (5:1) basis. All common share, warrant and stock option figures disclosed herein are presented on a consolidated basis.

These unaudited interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Yangarra Resources Corp. (“YRC”), after the elimination of intercompany transactions and balances.

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to the preparation of interim financial statements including IAS 34 “Interim Financial Reporting” and IFRS 1 “First-time Adoption of IFRS”. The disclosures regarding the transition to IFRS are included in note 17, which includes the impact on the Company’s reported financial position, financial performance and cash flows, including the nature and effect of significant changes in accounting policies from those used in the Company’s financial statements for the year ended December 31, 2010. Subject to certain transition elections taken and disclosed in note 17, the Company has consistently applied the same accounting policies in its opening IFRS balance sheet at January 1, 2010 and throughout all periods presented, as if these policies had always been in effect. The Company previously prepared its annual and interim financial statements under Canadian generally accepted accounting principles as set out in the Handbook of the Canadian Institute of Chartered Accountants (Canadian GAAP). In these interim financial statements, the term “Canadian GAAP” refers to Canadian GAAP before the adoption of IFRS.

The policies applied in these interim financial statements are based on IFRS issued and outstanding as of May 25, 2011, the date the Board of Directors approved the statements. Any subsequent changes to IFRS that are given effect to the Company’s annual financial statements for the year ended December 31, 2011 could result in restatement of these interim financial statements, including the transition adjustments described in note 17.

The condensed interim consolidated financial statements should be read in conjunction with the Company’s Canadian GAAP annual financial statements for the year ended December 31, 2010. Note 17 discloses information on the transition to IFRS effective for the year ended December 31, 2010 that is material to the understanding of these interim financial statements.

2. Summary of significant accounting policies

a) Basis of measurement

The interim financial statements have been prepared under the historical cost method, except for the revaluation of certain financial assets and financial liabilities to fair value, including derivative instruments and share-based payments.

2. Summary of significant accounting policies (continued)

b) Cash and cash equivalents

Cash consists of bank balances and overdrafts.

c) Property and equipment and exploration and evaluation assets

(i) Exploration and evaluation assets

Exploration and evaluation (E&E) assets include land acquisition costs, geological and geophysical costs, exploratory drilling, directly attributable expenses and activities relating to evaluating the technical feasibility and commercial viability of the Company's resources.

E&E costs are capitalized and are amortized over the assets life until such time as the exploration phase is complete and technical feasibility and commercial viability of extracting the mineral resource has been demonstrated. Technical feasibility and commercial viability is demonstrated when proven reserves are determined to exist along with sanctioning of a project by our Board of Directors. Once demonstrated, E&E assets are tested for impairment in accordance with IAS 36 "Impairment of Assets" ("IAS 36") and transferred to property and equipment (P&E), and further development costs are capitalized to P&E. E&E assets are also tested for impairment in accordance with IAS 36 if facts and circumstances suggest that the carrying amount exceeds the recoverable amount. If it is determined that technical feasibility and commercial viability has not been achieved in relation to a property, the resulting loss is included in the statement of operations, loss and comprehensive loss.

Pre-license costs, defined as those costs incurred before the legal right to explore has been acquired, are expensed in the period in which they are incurred. Exploration and evaluation costs of a type that are not sufficiently closely related to a specific mineral resource to support capitalization are also expensed in the period in which they are incurred.

(ii) Property and equipment

Property and equipment (P&E) are carried at cost, less accumulated depletion, depreciation and accumulated impairment losses. The cost of an item of P&E consists of the purchase price, any costs directly attributable to bringing the asset into the location and condition necessary for its intended use, a discounted current estimate of the decommissioning costs and borrowing costs for qualifying assets.

Oil and gas capitalized costs are depleted using the unit-of-production method. Depletion is calculated using the ratio of production in the year to the remaining total proved and probable reserves before royalties, taking into account future development costs prior to inflation necessary to bring those reserves into production. These estimates are evaluated and reported on by independent reserve engineers annually. Proven and probable reserves are estimated using independent reserve engineer reports. There is a 50 percent estimated statistical probability that the actual quantity of recoverable reserves will be more than the amount estimated as proven and probable. The statistical probability for proven reserves is 90 percent.

2. Summary of significant accounting policies (continued)

Where an item of P&E comprises major components with different useful lives, the components are accounted for as separate items of P&E. The expected useful lives of P&E, residual values and methods of depreciation are reviewed at each reporting period and, if necessary, changes are accounted for prospectively.

Changes in estimates such as quantities of proved and probable reserves that affect unit-of-production calculations are applied on a prospective basis.

An item of P&E is derecognized upon disposal or is impaired when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal of the asset, determined as the difference between the net proceeds and the carrying amount of the asset, is recognized in the statement of operations loss and comprehensive loss in the period incurred.

The carrying amounts of property and equipment are reviewed for impairment when indicators of such impairment exist. If indicators exist, the assets are tested for impairment under IAS 36.

(iii) Impairment of non-financial assets under IAS 36

At each financial reporting date, the carrying amounts of capital assets are reviewed to determine whether there is any indication that those assets are impaired. If such indication exists, an estimate of the recoverable amount of the asset is calculated.

Individual assets are grouped together for impairment assessment purposes into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash generating unit or CGU). The carrying amount of P&E assets within a CGU are compared to the recoverable amount of the CGU. Goodwill is allocated to CGUs that are expected to benefit from synergies of the combination. E&E assets are allocated to CGUs when they are assessed for impairment if indicators of impairment exist as well as upon their reclassification into P&E.

A CGU's recoverable amount is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money to the Company and the risks specific to the asset. In determining fair value less cost to sell, recent market transactions are taken into account, if available. If no transactions can be identified, an appropriate valuation model is used.

Where the carrying amount of a CGU exceeds its recoverable amount, the CGU is considered impaired and is written down to its recoverable amount. The impairment loss is charged to the statement of operations, loss and comprehensive loss. A previously recognized impairment loss is reversed or partially reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. The new carrying amount cannot exceed the carrying amount that would have been determined, net of depletion and depreciation, had no impairment loss been recognized for the asset in prior periods.

2. Summary of significant accounting policies (continued)

(iv) Decommissioning liability

The Company recognizes a decommissioning liability in the period it arose with a corresponding increase to the carrying amount of the related asset. Measurement occurs when a legal or constructive obligation arises. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation discounted using the pre-tax risk-free rate, updated at each reporting date. The increase in the provision due to the passage of time (accretion) is recognized as a finance expense whereas increases or decreases due to changes in the estimated cost to decommission the asset are capitalized as P&E. Actual costs incurred upon settlement of the decommissioning liability reduce the liability to the extent the provision was established. The related decommissioning asset is depreciated or depleted on the same basis as the P&E to which it relates.

(v) Corporate assets

Corporate assets are recorded at cost less accumulated amortization, which is calculated using the declining balance method at rates of 20 percent to 30 percent per annum.

(vi) Maintenance and turnarounds

Expenditures associated with maintenance activities or major turnarounds that improve the productive capacity or extend the life of an asset are capitalized. These costs are included in P&E when incurred and charged to depletion and depreciation over the estimated useful life. Any remaining carrying amounts of any replaced or sold components are derecognized. Maintenance and repairs, other than major turnaround costs, are expensed as incurred.

d) Leases

Leases that transfer substantially all the benefits, risks and rewards of ownership to the Company are recorded as finance leases. Finance leases are capitalized at the lease's commencement at the lower of the fair value of the leased asset and the present value of the minimum lease payments with a corresponding increase to obligations under finance leases. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the obligation outstanding. The finance charge is included in the statement of comprehensive loss over the lease period.

Leases that do not transfer the risks and rewards of ownership to the Company are classified as operating leases under which leasing costs are expensed in the period incurred.

e) Joint venture operations

A portion of the Company's petroleum and natural gas exploration and production activities are conducted jointly with others, and, accordingly, these financial statements reflect only the Company's proportionate interest in such activities.

f) Share capital

Common shares are classified as equity on the statement of financial position. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

2. Summary of significant accounting policies (continued)

g) Revenue recognition

Revenue is recognized from oil sales when the oil is delivered to the buyer and from gas sales when the gas passes through the pipeline at the delivery point.

h) Transportation

The Company is contractually obligated to pay to transport on the Company's share of oil and gas products sold to the nearest market terminal. These costs are presented in the statement of operations, loss and comprehensive loss as transportation expense.

i) Income taxes

Income tax expense represents the sum of current tax expense and deferred tax expense. Current tax expense is based on the taxable profits for the year. Income tax is recognized in the statement of operations, loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities are recognized based on differences in the financial statement carrying amount for assets and liabilities and the associated tax balance. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences, unused tax credits carried forward and unused tax losses to the extent that it is probable that there will be taxable profits against which deductible temporary differences can be utilized.

Deferred taxes are measured based on enacted or substantially enacted tax rates for the period in which the temporary differences are expected to be realized or settled, and are presented as non-current.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities, when they relate to income taxes levied by the same taxation authority and when the Company intends to settle its current tax assets and liabilities on a net basis.

j) Flow-through shares

Expenditure deductions for income tax purposes related to exploratory activities funded by flow-through equity instruments are renounced to investors in accordance with income tax legislation. The proceeds from issuance are allocated between the offering of shares and the sale of tax benefits. The allocation is made based on the difference between the quoted price of the existing shares and the amount the investor pays for the shares. A liability is recognized for this difference. The liability is reversed when tax benefits are renounced and a deferred tax liability is recognized at that time. Income tax expense is the difference between the amount of the deferred tax liability and the liability recognized on issuance.

2. Summary of significant accounting policies (continued)

k) Share-based compensation plans

Stock options granted to directors, officers, employees and consultants are accounted for using the fair value method under which compensation expense is recorded based on the estimated fair value of the options at the grant date using the Black-Scholes option pricing model. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. Compensation cost is either expensed or capitalized depending upon whether or not the individual to which the award relates is directly related to the development of its oil and gas projects, over the vesting period with a corresponding increase in contributed surplus. When stock options are exercised, the cash proceeds along with the amount previously recorded as contributed surplus are recorded as share capital. The number of awards expected to vest is reviewed annually.

l) Loss per share

Basic earnings per share ("EPS") is calculated by dividing the net loss for the period attributable to equity owners of the Company by the weighted average number of common shares outstanding during the period. Diluted EPS is calculated by adjusting the total comprehensive loss attributable to common shareholders and the weighted average number of common shares outstanding for dilutive instruments. The Company's potentially dilutive instruments are comprised of stock options granted and warrants granted.

m) Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

At initial recognition, the Company classifies its financial instruments in the following categories depending on the purpose for which the instrument were acquired.

(i) Fair value through profit or loss

A financial asset can be classified as fair value asset through profit or loss only if it is designated at fair value through profit or loss or held-for-trading. Held-for-trading assets are comprised of derivatives or assets acquired or incurred principally for the purpose of selling or repurchasing in the near term. The Company's foreign exchange contracts are derivatives and are recorded at fair value with changes in fair value included in profit or loss. The Company does not apply hedge accounting to its derivative instruments.

2. Summary of significant accounting policies (continued)

(ii) Held-to-maturity

These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company has the positive intention and ability to hold until maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, impairment losses are included in profit or loss.

(iii) Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These assets are measured at amortized cost using the effective interest method. Any gains or losses on the realization of receivables are included in profit or loss.

Other financial liabilities

They are measured at amortized cost using the effective interest method. Any gains or losses in the realization of other financial liabilities are included in profit or loss.

Impairment of financial assets

All financial assets except for those at fair value through profit or loss are subject to review for impairment at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets are impaired. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized.

Fair values

Fair values of financial assets and liabilities are based upon quoted market prices available from active markets or are otherwise determined using a variety of valuation techniques and models using quoted market prices.

Borrowing costs

Borrowing costs that are directly related to the issuance of new debt are recorded net of the associated debt and recognized into income using the effective interest rate method over the life of the debt.

Discounts on issuance of new debt

Discounts, where proceeds received are less than the par value of the debt, are recorded as a reduction to long-term debt. These discounts would be amortized using the effective interest method and included in finance expense.

2. Summary of significant accounting policies (continued)

n) Significant accounting judgments and estimates

The preparation of the financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect reported amounts and presentation of assets, liabilities, revenues, expenses and disclosures of contingencies and commitments. Such estimates primarily relate to unsettled transactions and events at the statement of financial position date which are based on information available to management at each financial statement date. Actual results could differ from those estimated.

Judgments, estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Property and equipment

The Company capitalizes costs in connection with the development of its oil and gas projects. The measurement of these costs at each financial statement date requires estimates to be made with respect to equipment and drilling activities. The estimate of the percentage of completion of various projects at the financial statement date affects P&E additions and the related accrued liability. An increase in the measurement amount of these items would increase P&E and accrued liabilities accordingly.

Reserves

Reserves and resources are used in the unit of production calculation for depletion and depreciation as well as impairment analysis. The quantity of reserves is subject to a number of estimates and projections including assessment of engineering data, projected future rates of production, commodity prices, regulatory changes, foreign exchange rates, operating costs and sustaining capital expenditures. These estimates and projections are uncertain as the Company does not have a long commercial production history to assist in the development of these forward-looking estimates. However, all reserve and associated financial information is evaluated and reported on by a firm of qualified independent reserve evaluators in accordance with the standards prescribed by applicable securities regulators.

The calculation of future cash flows based on these reserves is dependent on a number of estimates including: production volumes, facility performance, commodity prices, and royalties, operating costs, sustaining capital, foreign exchange and tax rates. The price used in our assessment of future cash flows is based on the Company's independent evaluator's estimate of future prices and evaluated for reasonability by the Company against other available information. The Company believes these prices are reasonable estimates for a long-term outlook.

Impairment

The Company assesses its P&E and E&E assets for possible impairment if there are events or changes in circumstances that indicate the carrying values of the assets may not be recoverable. Such indicators include changes in the Company's business plans, changes in commodity prices, evidence of physical damage and significant downward revisions to estimated recoverable volumes or increases in estimated future development expenditures. The Company has not recognized an impairment as at March 31, 2011.

2. Summary of significant accounting policies (continued)

The assessment for impairment for P&E and E&E assets involves comparing the carrying value of the CGU with the higher of value in use calculations and fair value less costs to sell. Determination as to whether and how much an asset is impaired involves management estimates on highly uncertain matters such as future commodity prices, the effects of inflation on operating expenses, discount rates, production profiles and the outlook for regional supply-and-demand conditions for crude oil, natural gas and liquids. Impairment is recognized in earnings in the period in which carrying amount exceeded the recoverable amount.

Depletion and depreciation

Depletion of resource assets is measured over the life of proved and probable reserves on a unit-of-production basis and commences when the wells are substantially complete and after commercial production has begun. Reserve estimates and the associated future capital can have a significant impact on earnings, as these are key components to the calculation of depletion. A downward revision in the reserve estimate or an upward revision to future capital would result in increased depletion, reduced earnings and reduced carrying value of petroleum and natural gas property assets.

Decommissioning liabilities

The Company measures decommissioning liabilities at each financial statement date. The estimate is based on the Company's share of costs to reclaim the resource assets and certain facilities related to the projects as well as other resource assets associated with future expansions. To determine the future value of the liability, estimates of the amount, timing and inflation of the associated abandonment costs are made. The present value of the cost is recorded as the decommissioning liability using a risk-free discount rate. Due to the long-term nature of current and future project developments, abandonment costs will be incurred many years in the future. As a result of these factors, different estimates could be used for such abandonment costs and the associated timing. Assumptions of higher future abandonment costs, regulatory changes, higher inflation, lower risk-free rates or an assumption of earlier or specified timing of abandonment would cause the decommissioning liability of the corresponding asset to increase. These changes would also cause future accretion expenses to increase and future earnings to decrease.

Deferred taxes

Deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amount and the tax basis of assets and liabilities. An estimate is required for both the timing and corresponding tax rate for this reversal. Should these estimates change, it may impact the measurement of the Company's assets or liabilities as well as deferred tax recovery or expense recognized to earnings. Where unfavorable evidence exists, additional considerations and evidence for recognition of deferred tax assets is required. The Company has applied management's judgment and evaluated applicable factors necessary in making this determination and has concluded that the positive evidence in consideration of the estimated future cash flows based on reserve reports from the Company's independent engineers, does not sufficiently outweigh negative factors. The Company only recognizes deferred tax assets arising from unused tax losses to the extent that the Company has sufficient taxable temporary differences or it is probable that sufficient taxable profit will be available against which the unused tax losses can be utilized. The Company has not recognized a deferred tax asset.

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2. Summary of significant accounting policies (continued)

Contingencies

By their nature, contingencies will only be resolved when one or more of the future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

Other areas of estimates

The recognition of amounts in relation to stock-based compensation requires estimates related to valuation of stock options at the time of issuance. The fair value of foreign exchange contracts is calculated using valuation models that require estimates as to future market prices. By their nature, these estimates are subject to measurement uncertainty and the effect of changes in such estimates on the financial statements for current and future periods could be significant.

o) Accounting standards issued but not yet applied

(i) Financial instruments – classification and measurement

IFRS 9 “Financial Instruments” was issued in November 2009 and as issued reflects the first phase on the work to replace IAS 39 “Financial Instruments: Recognition and Measurement” and applies to the classification and measurement of financial assets. This standard is effective for periods beginning on or after January 1, 2013, with earlier adoption permitted. Subsequent phases will address classification and measurement of financial liabilities, hedge accounting and de-recognition. The Company has not yet assessed the impact of the standard or whether it will adopt the standard early.

3. Property and equipment

	<i>Oil and Natural Gas Interests</i>	<i>Well and plant equipment</i>	<i>Head Office</i>	<i>Total</i>
Cost or Deemed Cost				
Balance at January 1, 2010	\$ 26,213,578	\$ 11,334,327	\$ 76,144	\$ 37,624,049
Additions	24,444,623	4,213,570	59,308	28,717,501
Acquisitions	2,959,691	156,502	–	3,116,193
Balance at December 31, 2010	53,617,892	15,704,399	135,452	69,457,743
Additions	16,662,220	2,164,948	162,914	18,990,082
Balance at March 31, 2011	<u>\$ 70,280,112</u>	<u>\$ 17,869,347</u>	<u>\$ 298,366</u>	<u>\$ 88,447,825</u>

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3. Property and equipment (continued)

	<i>Oil and Natural Gas Interests</i>	<i>Well and plant equipment</i>	<i>Head Office</i>	<i>Total</i>
Depletion, depreciation and impairment losses				
Balance at January 1, 2010	\$ –	\$ –	\$ –	\$ –
Depletion and depreciation	3,251,822	537,500	22,346	3,811,668
Impairment loss	2,382,623	–	–	2,382,623
Balance at December 31, 2010	5,634,445	537,500	22,346	6,194,291
Depletion and depreciation	1,100,200	126,800	36,444	1,263,444
Balance at March 31, 2011	\$ 6,734,645	\$ 664,300	\$ 58,790	\$ 7,457,735
Net book amount				
At March 31, 2011	\$ 63,545,467	\$ 17,205,047	\$ 239,576	\$ 80,990,090
At December 31, 2010	\$ 47,983,447	\$ 15,166,899	\$ 113,106	\$ 63,263,452
At January 1, 2010	\$ 26,213,578	\$ 11,334,327	\$ 76,144	\$ 37,624,049

a) Amortization and impairment charge

The depletion, depreciation and impairment of property and equipment, and any eventual reversal thereof, are recognized in depletion, depreciation and amortization in the statement of operations.

b) Security:

At March 31, 2011 and December 31, 2010 all of the Company's properties are pledged as security for the bank loans.

c) Contingencies:

Although the Company believes that it has title to its oil and natural gas properties, it cannot control or completely protect itself against the risk of title disputes or challenges.

During the three months ended March 31, 2011, the Company capitalized \$140,492 (2010 – \$5,488) related to the asset retirement obligation of property and equipment and \$724,193 (2010 – nil) comprised of stock-based compensation of \$543,145 and \$181,048 of related future income taxes for options granted to field consultants. The Company also capitalized \$69,240 (2010 – \$35,908) of general and administrative costs as well as related costs of the Company's working interest in operated capital expenditure programs on which operator's fees have been charged in accordance with standard industry operating agreements.

As at March 31, 2011, property and equipment totaling \$463,100 (2010 – \$463,100) was classified as a current asset held for sale as the Company intends to recover the carrying amount principally through a sale transaction rather than through continuing use in the next twelve months. The current asset classified as held for sale was measured at the lower of its carrying amount and fair value less costs to sell.

No impairment was recognized in the three months ended March 31, 2011.

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4. Exploration and evaluation assets

	<i>E&E Assets</i>
Cost	
Balance at January 1, 2010	\$ 5,005,179
Additions	—
Balance at December 31, 2010 & March 31, 2011	\$ 5,005,179
Amortization and impairment losses	
Balance at January 1, 2010	\$ 3,798,712
Amortization	566,575
Balance at December 31, 2010 & March 31, 2011	\$ 4,365,287
Net book amount	
At March 31, 2011	\$ 639,892
At December 31, 2010	\$ 639,892
At January 1, 2010	\$ 1,206,467

Exploration and evaluation (E&E) assets consist of the Company's exploration projects which are pending the determination of proven or probable reserves. Additions represent the Company's share of costs incurred on E&E assets during the period.

(a) Amortization and impairment charge:

The impairment of intangible exploration assets, and any eventual reversal thereof, is recognized as additional depletion and depreciation expense in the statement of operations. The impairment of other intangible assets and goodwill, and any eventual reversal thereof (excluding goodwill), is recognized as amortization expense in the income statement.

(b) Recoverability of exploration and evaluation assets:

The Company assesses the recoverability of intangible exploration ("E&E") assets, before and at the moment of reclassification to property and equipment, using CGU's. The CGU includes both the E&E CGU and CGU's related to oil and natural gas interests for that area, but not larger than a segment.

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5. Bank debt

As at March 31, 2011, the \$2,725,647 (2010 – \$5,559,208) reported amount of bank debt was comprised of \$900,000 (2010 – \$4,600,000) drawn on the revolving operating demand loan and \$1,825,647 (2010 – \$959,208) of bank overdraft. The Company is subject to a financial covenant with respect to working capital, which the Company was in compliance with at March 31, 2011. The facility is secured by a fixed and floating charge on the assets of the Company and is secured by a general security agreement.

As at March 31, 2011, the maximum amount available under the revolving operating demand loan was \$14,500,000 (December 31, 2010 – \$12,000,000) at an interest rate of bank prime plus 1.5% per annum, payable monthly, the interest rate was increased from bank prime plus 1.0% as the Company's net debt to trailing cash flow ratio is greater than 1 to 1.

6. Decommissioning liabilities

The following table presents the reconciliation of the carrying amount of the obligation associated with the decommissioning of the Company's property and equipment:

	<i>2011</i>	<i>2010</i>
Balance, beginning of period	\$ 3,501,805	\$ 2,936,792
Liabilities incurred	140,491	384,333
Liabilities settled	–	(13,091)
Effect of change in estimates	735	67,143
Accretion	32,587	126,628
Balance, end of period	<u>\$ 3,675,618</u>	<u>\$ 3,501,805</u>

The following significant assumptions were used to estimate the decommissioning liabilities:

	<i>2011</i>	<i>2010</i>
Undiscounted cash flows	\$ 5,323,837	\$ 4,815,382
Discount rate	3.35%	2.7% - 3.61%
Inflation rate	2%	2%
Weighted average expected timing of cash flows	11.4 years	10.2 years

7. Share capital

a. Authorized

Unlimited number of common shares, without nominal or par value
 Unlimited number of preferred shares, without nominal or par value

On April 30, 2010, the Company consolidated its common shares on a five old for one new (5:1) basis. All common share, warrant and stock option figures disclosed herein are presented on a consolidated basis.

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7. Share capital (continued)

b. Common shares issued

	<i>Number of shares</i>	<i>Amount</i>
Balance December 31, 2010	79,718,127	\$ 65,909,948
Transfer agent correction	(70)	–
Equity financing (i)	23,632,500	17,251,725
Exercise of stock options (ii)	260,000	324,044
Exercise of warrants (iii)	184,000	137,777
Share issue costs, net of \$291,198 of deferred income tax	–	(874,198)
Balance, March 31, 2011	<u>103,794,557</u>	<u>\$ 82,749,296</u>

- i) On March 8, 2011 the Company, closed a "bought deal" financing, completed by way of a short form prospectus, for the sale of 23,632,500 common shares of the Company at a price of \$0.73 per share for gross proceeds of \$17,251,725.
- ii) The Company issued 260,000 common shares on the exercise of options at \$0.50 per share for cash proceeds of \$130,000 plus a pro-rata allocation of the options' fair value in the amount of \$194,044.
- iii) The Company issued 184,000 common shares on the exercise of warrants at \$0.50 per share for cash proceeds of \$92,000 plus a pro-rata allocation of the warrants' fair value in the amount of \$45,777.

c. Preferred shares

On March 8, 2011, the Company redeemed preferred shares for \$1,000,000 cash plus outstanding dividends payable. As at December 31, 2010, the Company had 1,000,000 preferred shares issued and outstanding with an annual dividend rate of 5% payable semi-annually in cash or common shares of the Company. The preferred shares had an eighteen month term, at which time they were redeemable for \$1,000,000 cash. Dividends of \$8,960 were paid and expensed during the three months ended March 31, 2011 (2010 - \$12,329). As the terms of the preferred shares provide for a mandatory redemption at a fixed amount, they were classified as a current financial liability in 2010.

8. Share based payments

The Company has an equity settled stock option plan under which the Board of Directors may grant options to directors, officers, other employees and key consultants. The purpose of the plan is to advance the interests of the Company by encouraging these individuals to acquire shares in the Company and thereby remain associated with, and seek to maximize the value of, the Company.

Under the plan, the number of shares reserved for issuance pursuant to the exercise of all options under the plan may not exceed 10% of the issued and outstanding common shares on a non-diluted basis at any time. The options expire not more than five years from the date of grant, or earlier if the individual ceases to be associated with the Company, and vest over terms determined at the time of grant.

On March 8, 2011, the Company granted options to purchase 2,620,000 common shares at a price of \$0.74 per share, pursuant to its stock option plan. The options vested immediately and will expire March 8, 2016. The fair value of the options was estimated at \$1,818,600 (\$0.69 per option) using the Black-Scholes pricing model. \$1,275,455 was recognized as stock-based compensation expense and \$543,145 was capitalized to property and equipment on the date of grant.

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8. Share based payments (continued)

The following tables summarize information about stock options outstanding as at:

	<i>March 31, 2011</i>		<i>December 31, 2010</i>	
	<i>Options</i>	<i>Weighted – average exercise price</i>	<i>Options</i>	<i>Weighted – average exercise price</i>
Opening	7,783,800	\$0.67	3,542,255	\$0.75
Granted	2,620,000	0.74	4,570,000	0.69
Exercised	(260,000)	0.50	(70,000)	0.50
Cancelled	–	–	(35,000)	(1.39)
Expired	(15,000)	3.55	(223,455)	(2.84)
Closing	10,128,800	\$0.67	7,783,800	\$0.67

The following provides a summary of the stock option plan as at March 31, 2011

<i>Range of exercise price</i>	<i>Number outstanding</i>	<i>Weighted-average contractual life (years)</i>	<i>Weighted-average exercise price</i>	<i>Number exercisable</i>
\$ 0.00 – \$ 0.50	2,645,000	3.68	\$ 0.50	2,645,000
\$ 0.51 – \$ 1.00	7,373,800	4.45	0.74	7,373,800
\$ 1.01 – \$ 1.50	–	–	–	–
\$ 1.51 – \$ 2.00	110,000	0.77	1.59	110,000
	10,128,800	4.21	\$ 0.67	10,128,800

The Black-Scholes pricing model was used to estimate the fair value of options granted and warrants issued based on the following significant assumptions:

	<i>2011</i>	<i>2010</i>
Weighted average fair value per option	\$0.69	\$0.62
Risk-free interest rate	2.81%	1.59% to 3.09%
Expected volatility	164%	146% to 164%
Expected life	5 years	5 years
Forfeiture rate	0%	0%

9. Warrants

The following table summarizes information about warrants outstanding as at:

	<i>March 31, 2011</i>			<i>December 31, 2010</i>		
	<i>Number of warrants</i>	<i>Exercise price</i>	<i>Fair value ascribed</i>	<i>Number of warrants</i>	<i>Exercise price</i>	<i>Fair value ascribed</i>
Opening	9,452,000	\$0.50	\$2,216,541	2,000,000	\$0.50	\$340,600
Issued	–	–	–	8,000,000	0.50	1,990,300
Exercised	(184,000)	(0.50)	(45,777)	(548,000)	(0.50)	(114,359)
Closing	9,268,000	\$0.50	\$2,170,764	9,452,000	\$0.50	\$2,216,541

As at March 31, 2011, warrants had a weighted average remaining life of 1.5 years.

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10. Net loss per common share

Basic earnings per share was calculated as follows:

Three months ended March 31	2011	2010
Net loss for the period	\$ (2,230,631)	\$ (147,119)
Weighted average number of shares (basic)		
Issued common shares at beginning of period	79,718,127	37,388,006
Stock options exercised	80,889	–
Transfer agent correction	(70)	–
Warrants exercised	149,444	–
Effects of shares issued	6,039,417	2,488,889
Weighted average number of common shares - basic	<u>85,987,807</u>	<u>39,876,895</u>

Diluted earnings per share was calculated as follows:

Three months ended March 31	2011	2010
Net loss for the period	\$ (2,230,631)	\$ (147,119)
Weighted average number of shares (diluted)		
Weighted average number of shares (basic)	85,987,807	39,876,895
Effect of outstanding options	1,603,065	–
Effects of outstanding warrants	6,058,527	–
Weighted average number of common shares - diluted	<u>93,649,399</u>	<u>39,876,895</u>

The average market value of the Company's shares for purposes of calculating the dilutive effect of share options was based on quoted market prices for the period that the options were outstanding. Excluded from diluted earnings per share is the effect of 2,103,800 options (2010 – 3,543,605 options) as their effect is anti-dilutive.

11. Change in non-cash working capital

Three months ended March 31	2011	2010
Accounts receivable	\$ (1,492,898)	\$ 50,878
Prepaid expenses, assets held for sale and deposits	(16,050)	(5,332)
Accounts payable and accrued liabilities	4,612,116	1,103,082
	<u>\$ 3,103,168</u>	<u>\$ 1,148,628</u>

The change in non-cash working capital has been allocated to the following activities:

Three months ended March 31	2011	2010
Operating	\$ (878,778)	\$ 199,763
Financing	–	–
Investing	3,981,946	948,865
	<u>\$ 3,103,168</u>	<u>\$ 1,148,628</u>

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12. Related party disclosure

The consolidated financial statements include the financial statements of Yangarra Resources Ltd. and the subsidiaries listed below:

Name	Country of Incorporation	% equity interest	
		2011	2010
Yangarra Resources Corp.	Canada	100%	100%

Balances between Yangarra Resources Ltd. and its subsidiary, which is a related party, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Company and other related parties are disclosed below.

As at March 31, 2011 and December 31, 2010 there were no significant balances outstanding with related parties.

Compensation of key management personal

Three months ended March 31	2011		2010	
Compensation	\$	134,000	\$	376,300
Share-based payments		867,653		–
	\$	1,001,653	\$	376,300

13. Financial instruments and financial risk management

The Company's financial instruments include cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, bank debt, credit facility and preferred shares. The carrying values of accounts receivable, accounts payable and accrued liabilities, bank debt, credit facility and preferred shares approximate their fair values due to their relatively short periods to maturity.

The Company is required to classify fair value measurements using a hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy is as follows:

- Level 1 - quoted prices in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 - inputs for the asset or liability that are not based on observable market data.

The fair value of cash and bank debt is level 1 as it is determined by amounts held at/lent by financial institutions.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. This note presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks. Further quantitative disclosures are included throughout these financial statements. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with the risk management policies as set out herein:

13. Financial instruments and financial risk management (continued)

a. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. A substantial portion of the Company's accounts receivable are with natural gas and liquids marketers and joint venture partners in the oil and gas industry and are subject to normal industry credit risks. Purchasers of the Company's natural gas and liquids are subject to credit review to minimize the risk of non-payment. As at March 31, 2011, the maximum credit exposure is the carrying amount of the accounts receivable and accruals of \$5,245,375 (December 31, 2010 – \$3,752,477). As at March 31, 2011, the Company's receivables consisted of \$3,847,097 from joint venture partners and other trade receivables and \$1,398,278 of revenue receivable from petroleum and natural gas marketers.

Receivables from petroleum and natural gas marketers are typically collected on the 25th day of the month following production. The Company's policy to mitigate credit risk associated with these balances is to establish marketing relationships with large purchasers. The Company historically has not experienced any significant collection issues with its petroleum and natural gas marketers. All of the revenue accruals and receivables from petroleum and natural gas marketers were received in April and May 2011.

Joint venture receivables are typically collected within one to three months of the joint venture bill being issued to the partner. The Company mitigates the risk from joint venture receivables by obtaining partner approval of capital expenditures prior to starting a project. However, the receivables are from participants in the petroleum and natural gas sector, and collection is dependent on typical industry factors such as commodity price fluctuations, escalating costs and the risk of unsuccessful drilling. Further risk exists with joint venture partners as disagreements occasionally arise which increases the potential for non-collection. For properties that are operated by the Company, production can be withheld from joint venture partners who are in default of amounts owing. In addition, the Company often has offsetting amounts payable to joint venture partners from which it can net receivable balances.

The Company did not provide for any doubtful accounts nor was it required to write-off any receivables during the three months ended March 31, 2011. The Company would only choose to write-off a receivable balance (as opposed to providing an allowance) after all reasonable avenues of collection had been exhausted.

As at March 31, 2011, the Company considers its receivables to be aged as follows:

Not past due	\$ 1,510,360
Past due by less than 90 days	1,665,890
Past due by more than 90 days	2,069,125
	\$ 5,245,375

b. Liquidity risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation.

The Company prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. The Company uses authorizations for expenditures on both operated and non-operated projects to further manage capital expenditures.

13. Financial instruments and financial risk management (continued)

To facilitate the capital expenditure program, the Company has a credit facility agreement, as disclosed in note 5, which is regularly reviewed by the lender. The Company monitors its total debt position monthly. The Company also attempts to match its payment cycle with collection of petroleum and natural gas revenues on the 25th of each month. The Company anticipates it will have adequate liquidity to fund its financial liabilities through its future cash flows. The Company's financial liabilities are comprised of accounts payable and accrued liabilities, bank debt and the credit facility, which have expected maturities of less than one year resulting in their current classification on the balance sheet.

c. Market risk

Market risk consists of interest rate risk, currency risk and commodity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns. The Company may use both financial derivatives and physical delivery sales contracts to manage market risks. All such transactions are conducted in accordance with a risk management policy as set out herein:

i. Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company is exposed to interest rate fluctuations on its bank debt which bears interest at a floating rate. For the three months ended March 31, 2011, if interest rates had been 1% lower with all other variables held constant, earnings for the period would have been \$23,585 (2010 - \$15,411) higher, due to lower interest expense. An equal and opposite impact would have occurred had interest rates been higher by the same amount. The Company had no interest rate swap or financial contracts in place at March 31, 2011.

ii. Currency risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. All of the Company's petroleum and natural gas sales are denominated in Canadian dollars, however, the underlying market prices in Canada for petroleum and natural gas are impacted by changes in the exchange rate between the Canadian and United States dollar. The Company had no outstanding forward exchange rate contracts in place at March 31, 2011.

iii. Commodity price risk

Commodity price risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for petroleum and natural gas are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States dollar, as outlined above.

As at March 31, 2011, the Company was committed to the following commodity price risk contracts for the sale of oil:

- 100 barrels per day from February 1 to December 31, 2011 at a fixed price of \$94.00 CAD per barrel; and
- 100 barrels per day from February 1 to December 31, 2011 at a fixed price of \$93.85 CAD per barrel.

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13. Financial instruments and financial risk management (continued)

In addition the Company entered into collars which provided a floor and a ceiling for the price it received for oil as follows:

- 100 barrels per day from April 1 to December 31, 2011 at a floor price of \$95.00 CAD per barrel and a ceiling price of \$113.00 CAD per barrel;
- 100 barrels per day from April 1 to December 31, 2011 at a floor price of \$95.00 CAD per barrel and a ceiling price of \$114.00 CAD per barrel;
- 100 barrels per day from January 1 to December 31, 2012 at a floor price of \$95.00 CAD per barrel and a ceiling price of \$110.00 CAD per barrel;and
- 100 barrels per day from January 1 to December 31, 2012 at a floor price of \$95.00 CAD per barrel and a ceiling price of \$109.15 CAD per barrel.

The mark-to market on the hedges was in a loss position of \$846,431 as at March 31, 2011.

14. Capital disclosures

The Company's objective when managing capital is to maintain a flexible capital structure which will allow it to execute its capital expenditure program, which includes expenditures in oil and gas activities which may or may not be successful. Therefore, the Company monitors the level of risk incurred in its capital expenditures to balance the proportion of debt and equity in its capital structure.

The Company considers its capital structure to include shareholders equity:

	<i>March 31, 2011</i>	<i>December 31, 2010</i>
Shareholders' equity	\$ 64,023,392	\$ 47,835,896

The Company monitors capital based on annual funds from operations and capital expenditure budgets, which are updated as necessary and are reviewed and periodically approved by the Board of Directors.

The Company manages its capital structure and makes adjustments by continually monitoring its business conditions including the current economic conditions, the risk characteristics of the Company's petroleum and natural gas assets, the depth of its investment opportunities, current and forecasted net debt levels, current and forecasted commodity prices and other facts that influence commodity prices and funds from operations such as quality and basis differentials, royalties, operating costs and transportation costs.

In order to maintain or adjust the capital structure, the Company considers its forecasted funds from operations while attempting to finance an acceptable capital expenditure program including acquisition opportunities, the current level of bank credit available from the Company's lender, the level of bank credit that may be attainable from its lender as a result of petroleum and natural gas reserve growth, the availability of other sources of debt with different characteristics than existing debt, the sale of assets, limiting the size of the capital expenditure program and the issue of new equity if available on favorable terms. At March 31 2011, the Company's capital structure was not subject to external restrictions.

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15. Contingency

In December 2009, the Company terminated the Standstill Agreement that it had with an industry partner regarding a joint producing property and served that industry partner with a Statement of Claim issued from The Court of Queen's Bench of Alberta, by which the Company claims breach of the agreements between the parties, gross negligence and default of operator. The Company seeks judgment for specified and such further damages to be determined by the Court, as well as appointment as operator. The Company significantly increased the statement of claim based on the information provided by the defendant and expects the matter to go to trial during 2012. The potential outcome of the lawsuit and claims are undetermined, however, they may be material. As the likely outcome of this litigation cannot be determined at this time, no provision has been made in these consolidated financial statements.

16. Commitments

As at March 31, 2011, the Company has until December 31, 2011 to incur \$9,690,000 of qualifying flow-through expenditures related to flow-through shares issued in March, May, June and October 2010 of which approximately \$4.8 million has been incurred. Drilling locations have been identified to satisfy the remaining expenditures.

The Company has entered into lease agreements for office premises, field equipment and Company vehicles with estimated minimum annual payments as follows

2011	\$	139,178
2012	\$	185,571
2013	\$	109,695

17. Transition to IFRS

The effect of The Company's transition to IFRS, described in note 1, is summarized in this note. In accordance with IFRS 1 "First-time adoption of IFRS", certain disclosures relating to the transition are also provided in this note.

IFRS 1 allows first time adopters of IFRS to elect a number of optional exemptions from the general principle of retrospective application of IFRS. The Company has taken the following optional exemptions:

Oil and Gas Exemption

In July 2009, the IASB published an amendment to IFRS 1 "Additional Exemptions for First-time Adopters", which introduces a first-time adoption exemption for first-time adopters that accounted under their previous GAAP for exploration and development costs for oil and gas properties in the development or production phases in cost centres that include all properties in a large geographical area (defined as full cost method under Canadian GAAP). Under the exemption, a first-time adopter may elect to measure oil and gas assets at the date of transition to IFRS on a deemed cost basis, but does not permit continued application of the previous GAAP accounting policy. The Company followed a full cost approach under Canadian GAAP and have elected to use this election to measure oil and gas exploration and production assets at the date of transition to IFRS on a deemed cost basis.

Share based payments

IFRS 2 "Share-based Payment" has not been applied to any equity instruments as all stock options were fully vested before January 1, 2010, the date of transition to IFRS.

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17. Transition to IFRS (continued)

Decommissioning liabilities

An entity that uses the deemed cost oil and gas exemption under IFRS 1 may also use an additional exemption with respect to decommissioning liabilities on oil and gas properties encompassed by the full cost method under Canadian GAAP. As the Company has elected to apply the deemed cost oil and gas exemption, the Company has also elected to apply this exemption and as such, the Company has re-measured the decommissioning liability as at January 1, 2010 under IAS 37 provisions, and has recognized directly into deficit any differences between that amount and the carrying amount of the liabilities at January 1, 2010 as determined by Canadian GAAP.

Reconciliation of statement of financial position as previously reported under Canadian GAAP to IFRS

	Notes	December 31, 2010			March 31, 2010			January 1, 2010		
		CDN GAAP	ADJ	IFRS	CDN GAAP	ADJ	IFRS	CDN GAAP	ADJ	IFRS
Assets										
Current										
Cash and cash equivalents		11,678		11,678	-		-	-		-
Accounts receivable		3,752,477		3,752,477	607,202		607,202	658,080		658,080
Prepaid expenses and deposits		243,214		243,214	158,185		158,185	152,853		152,853
Assets held for sale		463,100		463,100	-		-	-		-
Total current assets		4,470,469		4,470,469	765,387		765,387	810,933		810,933
Property and equipment	a, b, c	61,475,178	1,788,274	63,263,452	41,618,103	(630,963)	40,987,140	38,830,516	(1,206,467)	37,624,049
Exploration and evaluation assets	a	-	639,892	639,892	-	1,064,824	1,064,824	-	1,206,467	1,206,467
Total assets		65,945,647		68,373,813	42,383,490		42,817,351	39,641,449		39,641,449
Liabilities										
Current liabilities										
Bank debt		5,559,208		5,559,208	4,773,199		4,773,199	8,195,069		8,195,069
Accounts payable and accrued liabilities		9,383,722		9,383,722	1,490,751		1,490,751	465,554		465,554
Preferred shares		1,000,000		1,000,000	1,012,329		1,012,329	1,000,000		1,000,000
Flow through Shares	d	-	1,093,182	1,093,182	-	14,000	14,000	-		-
Commodity contract		-		-	-		-	113,361		113,361
Total current liabilities		15,942,930		17,036,112	7,276,279		7,290,279	9,773,984		9,773,984
Decommissioning liability	b	2,620,549	881,256	3,501,805	2,229,560	765,453	2,995,013	2,181,727	755,065	2,936,792
Deferred income tax liability		-		-	737,558		737,558	837,357		837,357
Total liabilities		18,563,479		20,537,917	10,243,397		11,022,850	12,793,068		13,548,133
Shareholders' Equity										
Share capital	d	62,955,605	2,954,343	65,909,948	46,917,278	4,033,525	50,950,803	43,019,290	4,047,525	47,066,815
Warrants		2,216,541		2,216,541	2,283,216		2,283,216	340,600		340,600
Contributed surplus		5,740,753		5,740,753	2,993,797		2,993,797	2,972,097		2,972,097
Deficit	b, d	(23,530,731)		(26,031,346)	(20,054,198)		(24,433,315)	(19,483,606)	(4,802,590)	(24,286,196)
Total shareholders' equity		47,382,168		47,835,896	32,140,093		31,794,501	26,848,381		26,093,316
Total liabilities and equity		65,945,647		68,373,813	42,383,490		42,817,351	39,641,449		39,641,449

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17. Transition to IFRS (continued)

Reconciliation of net loss and comprehensive loss as previously reported under Canadian GAAP to IFRS

	Notes	Year Ended December 31, 2010			3 months ended March 31, 2010		
		CDN GAAP	ADJ	IFRS	CDN GAAP	ADJ	IFRS
Revenue							
Petroleum and natural gas sales		6,534,377		6,534,377	1,009,188		1,009,188
Royalty Income		123,106		123,106	-		-
Royalties		(165,309)		(165,309)	(40,588)		(40,588)
		6,492,174		6,492,174	968,600		968,600
Commodity contract		154,095		154,095	186,861		186,861
		6,646,269		6,646,269	1,155,461		1,155,461
Expenses							
Production		1,820,683		1,820,683	272,876		272,876
Transportation costs		237,893		237,893	48,893		48,893
General and administrative		1,161,575		1,161,575	223,379		223,379
Interest and financing fees		265,251		265,251	61,655		61,655
Dividends		50,000		50,000	12,329		12,329
Stock-based compensation		1,746,939		1,746,939	21,700		21,700
Depletion and depreciation	c	6,066,568	(2,254,900)	3,811,668	1,017,707	(414,300)	603,407
Financing expense	b	173,703	(47,075)	126,628	42,385	(9,173)	33,212
Other expenses		25,129		25,129	25,129		25,129
		11,547,741		9,245,766	1,726,053		1,302,580
Loss before income taxes		(4,901,472)		(2,599,497)	(570,592)		(147,119)
Deferred income tax provision (recovery)		(854,347)		(854,347)	-		-
Net loss and comprehensive loss for the period		(4,047,125)		(1,745,150)	(570,592)		(147,119)

Explanation of the effect of the transition to IFRS

a) Exploration and evaluation assets

In accordance with IAS 16 “Property, Plant and Equipment”, IFRS 6 “Exploration and Evaluation of Mineral Resources” and as a result of the Company using the oil and gas exemption, the Company reallocated costs relating to the exploration and evaluation phase from P&E to E&E assets. Under Canadian GAAP, capitalized E&E costs were included in P&E on the balance sheet. While the accounting treatment for E&E assets is unchanged under IFRS other than expensing of pre-acquisition costs, E&E and P&E are presented separately in the balance sheet under IFRS. This has resulted in a reclassification from P&E to E&E assets at January 1, 2010 of \$1,206,467, at March 31, 2010 an adjustment of \$1,064,824 and at December 31, 2010 an adjustment of \$639,892.

17. Transition to IFRS (continued)

b) Decommissioning liabilities

Under Canadian GAAP, decommissioning obligations are measured at fair value, incorporating market assumptions and discount rates based on the Company's credit adjusted risk-free rate at the time the obligation arose. Changes in the discount rate did not result in the re-measurement of the entire obligation. Changes in estimates that decreased the liability are discounted using the rate applied upon initial recognition while changes that increase the liability are discounted using the current discount rate. Accretion expense resulting from the increase in the liability due to the passage of time was recorded in depreciation, depletion and accretion expense.

IFRS requires adjustments to the liability to be made each period for changes in the timing or amount of cash-flow, changes in discount rates and the accretion of the liability. Estimated future cash flows have been discounted using the risk-free rate. Under IFRS, accretion expense is recorded as a borrowing cost. As described previously, the Company has elected to use the oil and gas exemption and the exemption from full retrospective application of decommissioning liabilities. The Company has re-measured the liabilities relating to resource assets as at January 1, 2010 using the risk-free rate, and this has resulted in an increase to the liability of \$755,065 at January 1, 2010 with a corresponding increase in deficit.

The change to the decommissioning liability resulting from changes in the period end risk-free rate for the three months ended March 31, 2010 was \$10,388 and for the year ended December 31, 2010 was \$126,191 with increases to the cost of the corresponding assets.

The reduction in accretion related to changes in the measurement basis of the liability was \$9,173 for the three months ended March 31, 2010 and a cumulative amount of \$47,075 for the year ended December 31, 2010, recognized in finance expense.

c) Method of depletion

Canadian GAAP includes specific standards that prescribe the method for the calculation of depletion which does not exist under IFRS. Using full-cost accounting under Canadian GAAP, oil and gas assets are depleted using the unit-of-production method using remaining proved reserves. Under IFRS, the accounting policy for depletion includes proved and probable reserves, as this more accurately reflects the estimate for the usage of the resource assets. This has resulted in a decrease to depreciation and depletion expense of \$414,300 for the three months ended March 31, 2010 and \$2,254,900 for the year ended December 31, 2010.

d) Flow-through shares

Flow-through shares are a Canadian tax incentive which is the subject of specific guidance under Canadian GAAP, however there is no specific guidance under IFRS. Under Canadian GAAP, when flow-through shares are issued they are recorded at face value. The related future tax liability is established for the tax effect of the difference between the tax basis and the book basis of the assets when renounced and is recorded as a reduction of share capital. There is no income statement effect associated with the issuance of these shares.

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17. Transition to IFRS (continued)

The Company has adopted a policy under IFRS where the proceeds from the offering are to be allocated between the sale of the shares and the sale of the tax benefit. The allocation is made based on the difference between the quoted market price of the existing shares and the amount an investor pays for the flow-through shares. A liability is established for this difference that is reversed upon renunciation of the tax benefit. The difference between this liability and the deferred tax liability is recorded as an income tax expense. This has resulted in a re-classification between deficit and share capital at January 1, 2010 of \$4,047,525.

e) The following is a summary of the transition adjustments to Company's deficit from Canadian GAAP to IFRS

		<u>December 31, 2010</u>	<u>March 31, 2010</u>	<u>January 1, 2010</u>
	Notes			
Deficit as reported under Canadian GAAP		(23,530,731)	(20,054,198)	(19,483,606)
Decommishng liabilities	b	(755,065)	(755,065)	(755,065)
Flow-through shares	d	(4,047,525)	(4,047,525)	(4,047,525)
Depletion and depecciation	c	2,254,900	414,300	-
Accretion	b	47,075	9,173	-
Deficit as reported under IFRS		<u>(26,031,346)</u>	<u>(24,433,315)</u>	<u>(24,286,196)</u>

f) Adjustments to the statement of cash flows

The transition from Canadian GAAP to IFRS had no significant impact on cash flows generated by the Company except that under IFRS, cash flows relating to interest are classified as operating, investing or financing in a consistent manner each period which has resulted in interest being classified as financing. Under Canadian GAAP, cash flows relating to interest were classified as operating.