



GALE FORCE™ **PETROLEUM**

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Interim Period Ended September 30, 2010

Prepared as of November 26, 2010



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BASIS OF PRESENTATION

Throughout this document, Gale Force Petroleum Inc. is referred to as “Gale Force Petroleum”, “we” or the “Company”. This management’s discussion and analysis of the financial condition and results of operations (“**MD&A**”) describes our business, the business environment, our vision and strategy as well as the critical accounting policies used in our Company that will help you understand our financial statements, the principal factors affecting the results of operations, and liquidity and capital resources. This discussion should be read in conjunction with the Company’s audited annual financial statements, including the notes, for the fiscal years ending June 30, 2010 and June 30, 2009. Gale Force Petroleum’s accounting policies are in accordance with Canadian generally accepted accounting principles (“**GAAP**”). All dollar amounts are in Canadian dollars unless otherwise indicated. Except as otherwise specified, references to the interim period or quarter indicate the quarter ended September 30, 2010, and all comparisons are to quarter ended September, 2009.

FORWARD-LOOKING STATEMENTS

All statements in this MD&A that do not directly and exclusively relate to historical facts constitute “forward-looking statements”. These statements represent Gale Force Petroleum’s intentions, plans, expectations and beliefs, and are subject to risks, uncertainties and other factors, of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. These factors include and are not restricted to general economic and business conditions, industry conditions, volatility of commodity prices, currency exchange rate fluctuations, imprecision of reserve estimates, environmental risks, competition from other explorers, stock market volatility, the ability to access sufficient capital, the timing and size of new contracts, acquisitions and other corporate developments, the ability to attract and retain qualified employees, contractors, managers and members of the board, and other risks identified in the MD&A, as well as assumptions regarding the foregoing. The words “believe,” “estimate,” “expect,” “intend,” “anticipate,” “foresee,” “plan,” and similar expressions and variations thereof, identify certain of such forward-looking statements, which speak only as of the date on which they are made. In particular, statements relating to future performance are forward-looking statements. Gale Force Petroleum disclaims any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements. You will find more information about the risks that could cause our actual results to significantly differ from our current expectations in the Risks and Uncertainties section.

OVERVIEW OF THE COMPANY

Gale Force Petroleum (the “Company”) is a public oil and gas Company with a focus on the acquisition, development and production of conventional oil and gas reserves in mature basins in the Gulf Coast and Central USA. The Company owns producing oil and natural gas properties in Texas, Oklahoma and Tennessee.

During the quarter ended September 30, 2010, the Company continued its business plan to acquire undervalued properties, closing the Gulftex and Kilgore property purchases. In the previous year ended June 30, 2010, the Company had concluded a major restructuring eliminating nearly all its debts, and then went on to purchase three oil and gas properties, which have, in combination with the Gulftex and Kilgore properties, 784,000 bbls of proved oil reserves and 785,009 Mcfs of natural gas reserves, with a present value of \$25 million using a discount rate of 10% (please see the Company’s Annual Statement of Oil and Gas Reserves filed on SEDAR). Production has been established on these properties of approximately 100 BOE per day.

STRATEGY, OBJECTIVES AND PLANS

Rapid Growth Strategy

The Company’s strategy is to continue pursuing two key drivers of shareholder value creation:

1. Acquisitions and mergers: The Company is searching for additional accretive acquisitions in the Gulf Coast and Central USA, taking advantage of niche opportunities that have arisen due to higher oil prices and general financial distress of oil and gas companies in the USA since 2008. The Company has already begun executing this strategy with the purchase of five producing properties since May, 2010. A letter of intent has been signed to purchase a sixth property (the Colgate Property”), and efforts to complete due diligence and financing are underway.
2. “Monetizing” reserves: The Company has steadily and steadfastly invested to bring the proved reserves it has purchased into the *proved developed producing* reserves category. To the extent possible permitted from cash-flows generated from operations and additional financing, it will continue to do this.

Objectives

In the short-term, the Company intends to acquire and develop oil properties to (a) increase oil production to over 350 barrels per day by June 30, 2011, and (b) own in excess of 2 million barrels of proved oil reserves with a present value exceeding \$50 million using a 10% discount rate. The Company’s longer-term objectives (within 3 years) are to (a) increase oil production to over 1,500 barrel per day, and (b) own in excess of 10 million barrels of proved oil reserves with a present value exceeding \$250 million using a 10% discount rate. Attaining these objectives is subject to, amongst other factors, negotiating the purchase of additional undervalued properties and the availability of new equity and debt financing. These objectives are subject to change as different opportunities present themselves.

Current Acquisition, Development and Financing Plans

The Company has signed a letter of intent to purchase the Colgate Properties. Efforts are underway to conclude due diligence and financing of the acquisition prior to end of calendar year 2010. The Company is also currently performing due diligence and negotiating for the purchase of several other properties for acquisition throughout the Gulf Coast and Central USA. The Company also has short-term plans to develop its properties to increase total oil production to 150 BOE per day (90% oil) by March, 2011. To fuel this continued growth, the Company is pursuing new equity and debt financing, which it intends to conclude prior to the end of this calendar year, 2010, markets permitting.

RESULTS OF OPERATIONS

During the quarterly period ended September 30, 2010, the Company concluded the acquisition of the Gulftex and Kilgore properties in East Texas, which were the 4th and 5th acquisitions made by the Company since the conclusion of its restructuring during the previous year (during the annual exercise ended June 30, 2010, the Company underwent a major restructuring as per a Proposal to Creditors under the *Bankruptcy and Insolvency Act (Canada)*, and then subsequently concluded major equity and bank refinancing as well as the acquisition of 3 oil and natural gas properties in May, 2010, including the purchase of the Buccaneer, Wells Ranch, and Pine Mills properties). The combined effects of the restructuring, the new financings and the purchase of these new properties had a major positive impact on the Company's balance sheet, results of operations and its future outlook.

The following table shows selected balance sheet information:

SELECTED BALANCE SHEET INFORMATION

As at	September 30, 2010	June 30, 2010
	\$	\$
Assets	7,371,048	6,672,889
Current liabilities	1,343,512	1,775,965
Long-term liabilities (including bank loan)	1,928,982	834,628
Asset-retirement obligations	847,455	833,833
Shareholders' equity	3,251,099	3,228,463

Total assets increased greatly as a result of the Company's investment to develop the properties it purchased. Since the purchase of the Gulftex and Kilgore properties were concluded with "effective dates" within the year ended June 30, 2010, these acquisitions were already accounted for as at June 30, 2010.

To finance the development of its properties and decrease its current liabilities, the Company mainly drew on its bank loan, which bears interest at 5%.

The following table shows the Company's revenues and gross margin from these new activities in:

REVENUES

Interim periods ended September 30	2010	2009
	\$	\$
Sales	302,059	-
Royalties and severance taxes	(14,229)	-
Total revenues	287,824	-

Oil and natural gas revenues in the quarter ended September 30, 2010 were the result of production on the Company's newly acquired properties. There were no revenues in the prior year.

The following table shows the “Adjusted EBITDA” of the Company, which is the Company’s earnings after all cash operating expenses:

ADJUSTED EBITDA

Interim periods ended September 30	2010	2009
	\$	\$
Operating margin	287,824	-
Production expenses	(84,733)	-
General and administrative	(78,756)	(103,856)
Adjusted EBITDA	124,335	(103,856)

The Adjusted EBITDA was \$124,335, reflecting a net inflow of cash from total operations during the quarter, which shows early results of the Company’s purchase and development of new properties under its new business plan. Note: we use “Adjusted EBITDA” to measure earnings (or losses) after all cash operating expenses, while separating out any non-cash expenses and the effects of capital structure or taxation. It is one measure to provide better visibility of our cash requirements and/or our ability to generate cash, exclusive of the costs of financing or income taxes.

The following table shows the operating loss before financial expenses and taxes:

OPERATING LOSS BEFORE FINANCIAL EXPENSE

Interim periods ended September 30	2010	2009
	\$	\$
Adjusted EBITDA	124,335	(103,856)
Other income (expenses)	16,235	(67,242)
Depletion, depreciation and amortization – Oil and gas division	(60,537)	-
Operating profit (loss) before financial expenses	80,033	(171,098)

The Company generated an operating profit before financial expenses of income taxes (EBIT) of \$80,033. This was calculated by deducting non-cash operating expenses from Adjusted EBITDA. Note: we use EBIT to measure earnings (or losses) after all cash and non-cash expenses, but before taking into account the costs arising from capital structure or taxation.

Other income of \$16,235 is composed mainly of two off-setting non-cash charges: a \$39,528 foreign exchange gain and a \$46,940 unrealized loss on hedging contracts. The remaining \$23,647 gain is made up of cash and non-cash adjustments to working capital, such as reduction in capital tax assessment payable and funds released from deposit that were previously written-off.

The following table sets forth the income statements of the Company, as found in the accompanying financial statements:

PROFIT AND LOSS INFORMATION

Interim periods ended September 30	2010	2009
	\$	\$
Revenues	302,053	-
Royalties and production taxes	(14,299)	-
Total revenues	287,824	-
Production expenses	(84,733)	-
General and administrative expenses	(78,756)	(103,856)
Depreciation, depletion, amortization and accretion	(60,537)	-
Other expenses (income)	16,235	(67,486)
EBIT	80,033	(171,098)
Financial expenses	(56,897)	(244)
Net profit (loss)	23,136	(171,342)

The Company made a profit of \$23,136 during the quarter. This result reflects early operating results from under the Company's new business plan, showing revenues from some of the Company's new properties purchased since May, 2010. With a restructured balance sheet, manageable obligations and new operational focus, the Company has set the stage for overall positive income in 2010-2011, especially in the second quarter onwards, subject in particular to oil prices remaining at their current or higher levels.

Financial expenses of \$56,897 were largely comprised of interest, initial loan fees and legal fees associated with the Company's bank loan, which bears interest of 6.5% per annum.

RESULTS OF OPERATIONS

The Company has begun to show the results of operations from its new business plan, including early production from the 5 properties it purchased since May, 2010. The following table shows in **Canadian dollars** production and revenue information from these new properties that were purchased in 2010:

PRODUCTION SUMMARY

Interim periods ended September 30	2010	2009
Total oil production (BOE)	4,485	-
Average sale price (CA\$/BOE)	67.35	-
Total Revenues	\$302,053	-

The Company received an average CA\$67.35 for each barrel of oil equivalent (BOE). Note: we are showing BOE in Canadian dollar terms that reconcile with the stated financial results, but the actual sales of oil and gas were in US dollars. The majority of the Company's revenues come from sales of crude oil; however, during the quarter 6% of its sales were from natural gas production, which partially accounts for the lower price per BOE. The proportion of the Company's natural gas sales as a percentage of total sales has declined significantly and will continue to do so subsequent to the end of the year as the Company brings on additional oil production.

The following tables in **US dollars** show the Company's Oil and Natural Gas netbacks:

OIL NETBACK

Interim periods ended September 30	2010	2009
	\$/bbl	\$/bbl
Sale price	64.51	-
Royalties and production taxes	2.99	-
Production and operations expenses	18.11	-
Oil netback	43.41	-

Note: for readers who are accustomed to seeing netbacks from companies who have properties in Canada, the royalties and production taxes may appear low; this is because the Company is not the "first purchaser" of its crude produced in the USA, and therefore does not pay royalties and only accounts for revenues to its own net revenue interest on its properties.

GAS NETBACK

Interim periods ended September 30	2010	2009
	US\$/Mcf	US\$/Mcf
Sale price	3.51	-
Royalties and production taxes	0.21	-
Production and operations expenses	0.97	-
Gas netback	2.33	-

Note that the Company has had limited production history with its new wells that are on production, and therefore future production and operations expenses could be vary materially from the data presented here.

QUARTERLY OPERATING INFORMATION

The following tables summarize key financial and operating information by quarter in Canadian dollar terms:

**QUARTERLY OPERATING INFORMATION
OCTOBER 1, 2009 TO SEPTEMBER 30, 2010**

Quarters Ended	Dec. 2009	Mar. 2010	Jun. 2010	Sep. 2010
	\$	\$	\$	\$
Production (BOE)	-	1,455	3,030	4,485
Realized oil and gas sales price (\$/BOE)	-	39.59	58.08	67.35
Oil and gas revenues, operator income	-	57,597	175,984	302,053
Royalties and production taxes	-	(2,756)	(28,775)	(14,229)
Operator Income	-	3,555	18,525	-
Total revenues	-	58,396	165,735	287,284
Cash operating expenses	(182,844)	(147,080)	(220,271)	(163,489)
Adjusted EBITDA	(182,844)	(88,684)	(54,536)	124,335
Non-cash operating expenses	-	(22,329)	(252,819)	(60,537)
Gain (loss) before financial expenses and income taxes	(182,844)	(111,013)	(307,355)	45,579
Financial expenses	(937)	(6,700)	(20,679)	(56,897)
Other (income) expenses	(40,106)	847,277	(6,941)	(16,235)
Net profit (loss)	(223,487)	729,564	(334,975)	23,136

**QUARTERLY OPERATING INFORMATION
OCTOBER 1, 2008 TO SEPTEMBER 30, 2009**

Quarters Ended	Dec. 2008	Mar. 2009	Jun. 2009	Sep. 2009
	\$	\$	\$	\$
Production (BOE)	959	2,273	1,452	-
Realized oil and gas sales price (\$/BOE)	55.06	38.75	33.71	-
Oil and gas revenues	30,087	38,902	48,942	-
Royalties and production taxes	(5,352)	(3,533)	(13,958)	-
Operator Income	22,715	1,665	-	-
Total revenues	47,450	37,034	34,984	-
Cash operating expenses	(294,998)	(1,216)	(618,617)	-
Adjusted EBITDA	(247,548)	35,818	(583,633)	103,856
Non-cash operating expenses	(21,517)	(83,962)	(118,372)	-
Loss before financial expenses and income taxes	(269,065)	(48,144)	(702,005)	(103,856)
Financial expenses	278,244	(350)	170,183	(244)
Other (income) expenses	(34,328)	(541,531)	468,428	67,242
Net loss	(512,981)	(590,025)	(1,340,616)	(171,342)

LIQUIDITY AND CAPITAL RESOURCES

Working Capital

As at September 30, 2010, the current ratio of the Company was 0.76, which is composed of \$614,737 current assets plus \$181,018 available credit under the bank facility, divided by the current liabilities of \$1,043,512 that are payable in cash (the \$300,000 balance of sale current liability is payable in shares). However, much of the current liabilities are in suspense or on longer-term payment plans (US\$480,000 are payables that were assumed as part of the acquisitions and/or are dating from prior to the Company's restructuring). Also, the Company is expecting an increase in the bank facility. As a result, the Company expects to be able to discharge its current liabilities as needed from the bank facility and out of cash flows from operations in the normal course of business.

Source of Funds

As at September 30, 2010, the Company had used US\$1,874,618 (CA\$1,928,982) of the US\$2.1 million borrowing base of its bank loan. Subsequent to the end of the quarter, the Company used most of its remaining credit in the loan to discharge current liabilities arising from the development of its properties. However, the Company does expect an increase in the borrowing base shortly to US\$2.5 million. Also, the Company is generating cash from operations. Its current production of approximately 100 BOE per day (mostly oil) is expected to continue or increase, and with current oil prices this production is yielding field-level operating profits after royalties, taxes and lease operating expenses, of in approximately \$50,000 or more for contribution to overhead. Therefore, the Company's source of funding for future development of the Company's reserves will be derived from a combination of cash-flows from operations, plus additional bank debt, new equity financing or similar arrangements.

Hedging

To hedge risks associated with a decline in oil prices, the Company has purchased "floors", consisting of series of put options. The Company purchased two sets of contracts on May 14, 2010 for US\$80,100 and another set of contracts subsequent to the end of the quarter on October 14, 2010 for US\$70,200. The following table summarizes these hedges:

Contract Expiry	Floor Price (USD)	May 14 th (bbls)	October 14 th (bbls)	Total (bbls)
31-Oct-10	\$70.00	1,000	-	1,000
30-Nov-10	\$70.00	1,000	1,000	2,000
31-Dec-10	\$70.00	1,000	1,000	2,000
31-Jan-11	\$70.00	1,000	1,000	2,000
28-Feb-11	\$70.00	1,000	1,000	2,000
31-Mar-11	\$70.00	1,000	1,000	2,000
30-Apr-11	\$70.00	1,000	1,000	2,000
31-May-11	\$70.00	1,000	1,000	2,000
30-Jun-11	\$70.00	1,000	1,000	2,000
31-Jul-11	\$70.00	1,000	1,000	2,000
31-Aug-11	\$70.00	1,000	1,000	2,000
30-Sep-11	\$70.00	1,000	1,000	2,000
31-Oct-11	\$70.00	1,000	1,000	2,000
30-Nov-11	\$70.00	1,000	1,000	2,000
31-Dec-11	\$70.00	-	1,000	1,000
31-Jan-12	\$70.00	-	1,000	1,000
28-Feb-12	\$70.00	-	1,000	1,000
31-Mar-12	\$70.00	-	1,000	1,000
30-Apr-12	\$70.00	-	1,000	1,000

SHARES ISSUED & OUTSTANDING, OPTIONS & WARRANTS

The following table summarizes the equity structure of the Company as of September 30, 2010:

Security	Quantity
Common shares	15,347,729
Series I preferred shares	2,644,706
Total direct ownership	17,992,434
Warrants at \$0.375 expiring May 14, 2011	3,986,107
Options at \$0.25 expiring February 15, 2015	124,000
Options at \$0.33 expiring May 14, 2015	1,376,000
Total fully diluted	23,478,073

The series I preferred shares are convertible into common shares of the Company on a 1:1 basis, subject to the owner not exceeding certain ownership thresholds of voting stock by affecting such a conversion.

OUTLOOK

We mentioned two main growth strategies in the “Growth Strategies” section above. These were: (1) acquisitions and mergers, and (2) “monetizing” reserves, i.e. developing the Company’s properties to increase oil and gas production and revenues. The Company’s success in the near and long-term will depend on its ability to execute these two key drivers of shareholders of value.

If the Company can continue to make accretive acquisitions, and build greater scale and economies into its operations, it will have succeeded in adding to value created from its existing properties. In this vein, the Company is currently performing due diligence on and negotiating the purchase of several additional properties.

If the Company can continue to “monetize” its assets, by economically moving its reserves into production, increasing revenues and extracting its reserves, it will have done what is necessary to create value for its shareholders from its existing assets. Though the Company’s track record is short, the Company has thus far increased from zero production in April, 2010 to approximately 100 BOE per day as of the date hereof, with approximately \$1.3 million spent in developing the properties it purchased since May, 2010.

The main external factors that will play a role in determining the outlook for the Company, but which are outside of the Company’s control, are the price of crude oil and the state of capital markets in general. If crude oil prices decline, the Company’s operations would become less profitable, and it would eventually become difficult to discharge its obligations. To hedge against this risk, the Company has begun a hedging program, where it has purchased approximately 60% of its current and forecast production at profitable oil prices for 15 to 18 months.

The state of general capital markets will greatly influence both the Company’s ability to raise new financing, and the cost of capital associated with any new financing. New debt and equity financing will be necessary for the Company to make any new acquisitions and would also be required to fully develop its existing properties in due consideration of cost-efficient development and time-value of money.

Overall, Management believes the Company’s prospects are very good since completing the restructuring this year, but there remains numerous challenges to solidify the gains, and continue building a successful organization.

ACCOUNTING AND DISCLOSURE

Disclosure Controls and Procedures

Management has designed such disclosure controls and procedures to provide reasonable assurance that material information relating to the Company is made known to us by others, particularly during the interim period covered by this yearly report. We have designed such internal control over financial reporting, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Management has evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the interim period covered by the annual filings and have caused the Company to disclose in this MD&A our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the interim period covered by the annual filings based on such evaluation. Management has concluded that the disclosure controls and procedures are effective.

Internal Control of Financial Reporting

During the interim period, the Company updated its financial control policies as part of a process of continuous improvement. These changes continue to ensure the quality and integrity of records and accounting as well as improving the timeliness of financial information.

Non-GAAP Measures

This document contains the terms "Adjusted EBITDA", "Oil Netback" and "Gas Netback", which do not have a standardized meaning prescribed by GAAP and therefore may not be comparable with the calculation of similar measures by other companies. Adjusted EBITDA, Gas Netback and Oil Netback are used by Gale Force Petroleum as key measures of performance. Adjusted EBITDA and Oil Netback are not intended to represent operating profits or loss nor should they be viewed as an alternative to cash flow provided by operating activities, net earnings or other measures of financial performance calculated in accordance with GAAP. "Adjusted EBITDA" is the Company's earnings or losses after cash operating expenses, or conversely, before non-cash operating expenses, including financial expenses, taxes, write-off of deferred development costs, stock-based compensation expense, depletion, depreciation and amortization. Adjusted EBITDA is used as management believes that this measure provides better visibility of our cash requirements and/or our ability to generate cash, exclusive of capital investments, exclusive of the costs to finance our activities and exclusive of income taxes. A reconciliation of this item to its closest GAAP measure may be found below. "Oil Netback" or "Gas Netback" is the average sales price of oil or natural gas less royalties, production taxes, transportation and selling expenses and production expenses. The Oil Netback or Gas Netback is used by management as a measure to provide better visibility of the efficiency our operations and their ability to generate cash, exclusive of capital investments, exclusive of the costs to finance our activities and exclusive of income taxes. A reconciliation of this item to its closest GAAP measure may be found herein. These non-GAAP financial measures do not have any standardized meaning prescribed by GAAP and are therefore unlikely to be comparable to similar measures presented by other issuers. They should be considered as supplemental in nature and not a substitute for the related financial information prepared in accordance with GAAP.

Critical Accounting Estimates

Management is required to make judgments, assumptions and estimates in the application of generally accepted accounting principles that have a significant impact on the financial results of the Company. Capitalized costs relating to the exploration and development of oil and gas reserves, along with estimated future capital expenditures required in order to develop proved and probable reserves, are depleted and depreciated on a unit-of production basis using estimated proved reserves. The carrying

value of property, plant and equipment is reviewed at least annually for impairment. Impairment occurs when the carrying value of the assets is not recoverable by the future undiscounted cash-flows. The cost recovery ceiling test is based on estimates of proved reserves, production rates, oil and gas prices, future costs and other relevant assumptions. By their nature, these estimates are subject to measurement uncertainty and the impact on the financial statements could be material. Liability recognition for asset retirement obligations associated with oil and gas well sites and facilities are determined using estimated costs discounted based on the estimated life of the asset. These capitalized costs are amortized on a unit-of-production basis, consistent with depletion and depreciation. Over time, the liability is accreted up to the actual expected cash outlay to perform the abandonment and reclamation. In order to recognize stock-based compensation expense, the Company estimates the fair value of stock options granted using assumptions related to interest rates, expected life of the option, volatility of the underlying security and expected dividend yields. These assumptions may vary over time. The determination of the Company's income and other tax liabilities requires interpretation of complex laws and regulations often involving multiple jurisdictions. All tax filings are subject to audit and potential reassessment after the lapse of considerable time. Accordingly, the actual income tax liability (or asset) may differ significantly from that estimated and recorded on Gale Force Petroleum's financial statements.

Changes in Accounting Policies and Practices

The Company adopted new accounting standards set out by the Canadian Institute of Chartered Accountants (CICA) Handbook:

i) Credit Risk and the Fair Value of Financial Assets and Financial Liabilities

On January 20, 2009 the Emerging Issues Committee ("EIC") issued a new abstract, EIC 173 "Credit risk and the fair value of financial assets and financial liabilities". This abstract concludes that an entity's own credit risk and the credit risk of the counterparty should be taken into account when determining the fair value of financial assets and financial liabilities, including derivatives instruments. This abstract is to apply to all financial instruments and liabilities measured at fair value in interim and annual financial statements for periods ending on or after January 20, 2009. The adoption of this abstract did not have a significant impact on the Company's financial statements.

ii) Financial Instruments – Disclosures

In June 2009, The CICA amended Section 3862 to include additional disclosure requirements about fair value measurements for financial instruments and liquidity risk disclosures. These amendments require a three level hierarchy that reflects the significance of the inputs used in making the fair value measurements. Fair values of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include valuations using inputs other than quoted prices for which all significant inputs are observable, either directly or indirectly. Level 3 valuations are based on inputs that are unobservable and significant to the overall fair value measurement. The Company adopted this standard prospectively effective January 1, 2010. The adoption of this standard did not have a material impact on the financial statements of the Company.

iii) Goodwill and Intangible Assets

Effective July 1, 2009 the Company adopted Section 3064, "Goodwill and Intangible Assets" and amended Section 1000, "Financial Statements Concepts", clarifying the criteria for recognizing assets, intangible assets and internally developed intangible assets. The adoption of this section did not have a material impact on the results of operations or financial position of the Company.

iv) Financial instruments – Recognition and Measurement

In July 2009, the CICA amended section 3855, “Financial Instruments- Recognition and Measurement”, in relation to the impairment of financial assets. Amendments to this section have revised the definition of “loans and receivables” and provided that certain conditions have been met, permits reclassification of financial assets from held-for-trading and available-for-sale categories into the loans and receivables category. The amendments also provide one method of assessing impairment for all financial assets regardless of classification. The Company adopted this standard prospectively effective October 1, 2009. The adoption of this standard did not have any impact on the financial statements of the Company.

v) Business combinations (Section 1582)

In January 2009, the CICA issued Section 1582, "Business Combinations" to replace Section 1581. Prospective application of the standards is effective January 1, 2011, with early adoption permitted. The Company chose to adopt this standard prospectively effective July 1, 2009. This new standard effectively harmonizes the business combinations standard under Canadian GAAP with International Financial Reporting Standards. The new standard revises guidance on the determination of the carrying amount of the assets acquired and liabilities assumed, goodwill and accounting for non-controlling interest at the time of a business combination. The major impact of the adoption of this standard on the financial statements of the Company was that the acquisition-related costs relating to the acquisitions described in note 3 were included in the statement of operations.

vi) Consolidated Financial Statements and Non-Controlling Interest (Section 1602)

The CICA concurrently issued Section 1601 "Consolidated Financial Statements" and Section 1602 "Non-Controlling Interests" which replace Section 1600, "Consolidated Financial Statements". Section 1601 provided revised guidance on the preparation of consolidated financial statement and Section 1602 addresses accounting for non-controlling interests in consolidated financial statements subsequent to a business combination. These standards are effective January 1, 2011, but the Company chose to adopt this standard at the same time as Section 1582 "Business Combinations" The adoption of this standard did not have a significant impact on the Company's financial statements.

Future accounting pronouncements:

International Financial Reporting Standards (“IFRS”)

On February 13, 2008 the CICA Accounting Standards Board (AcSB) announced that accounting standards in Canada are to converge with IFRS for Canadian public companies. The AcSB has indicated that Canadian entities will need to begin reporting under IFRS for fiscal years beginning on or after January 1, 2011 with appropriate comparative data from the prior year. The transition date of July 1, 2011 will require restatement for comparative purpose of amounts reported by the Company for the year ended June 30, 2011.

Under IFRS, the primary audience is capital markets and as a result, there is significantly more disclosure required, specifically for quarterly reporting. Further, while IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences in accounting policy which must be addressed.

In February 2008, the Accounting Standards Board confirmed that all Canadian publicly accountable enterprises will be required to adopt IFRS for interim and annual reporting purposes for fiscal years beginning on or after January 1, 2011. Gale Force Petroleum is continually assessing the impact of the convergence of Canadian GAAP with IFRS on the Company's results of operations, financial position and disclosures. Under the direction and oversight of the Board of Directors and audit Committee, the Company has assembled a project team to manage the transition and to ensure successful implementation within the required time frame.

The Company recognizes that the changeover to IFRS has complex implications on a combination of accounting, financial reporting, IT and business systems. The company has not engaged any external consultants at this point to conduct a Business Impact Study, or to assist in the development of a project plan, or to provide assistance in considering various accounting policy decisions which will be required throughout the transition period. Not all of the company personnel involved with the transition project have received all the appropriate training and education.

The overall IFRS transition project will consist of 5 phases: (i) Scope; (ii) Plan; (iii) Design and Build; (iv) Implement; (v) Review. The Scope phase consists of identifying the significant differences between Canadian GAAP and IFRS. The Company will conclude that the following key issues are expected to have the most significant impact on Gale Force Petroleum results of operations, financial position and disclosures:

- IFRS 1 - First-time adoption of International Financial Reporting Standards;
- IFRS 6 - Exploration and evaluation of mineral resources;
- IFRS 16 – Property, Plant and Equipment;
- IAS 36 – Impairment of assets;

The Company will soon be commencing the Scope and Planning phase. During this phase, the Company will be gathering information and financial data to assess the potential impacts of the differences that will be identified during the Scoping phase. The Company will also be developing recommendation for IFRS policy decisions which are based on appropriately documented consideration of the following factors;

- Impact of financial and key performance indicators;
- Impact on information technology systems;
- Impact on the internal control and disclosure control frameworks;
- Transition and maintenance costs;
- Impact on communications with key stakeholders;
- Other general business impacts.

The Company anticipated completion of the Planning phase by late 2010 and will provide additional disclosures of the key elements of its plan and progress of the project as the information becomes available.

The Company year ending June 30th, 2011 will still be reporting under Canadian GAAP. In 2012 the first quarter the Company will be comparing 2012 and 2011 and reporting under IFRS rules. The 2011 quarter end will be adjusted for IFRS.

RISKS AND UNCERTAINTIES

The Company's exploration and production activities are concentrated in areas where activity is highly competitive and includes a variety of different sized companies ranging from smaller junior producers, intermediate and senior producers and royalty trust organizations, to the much larger integrated petroleum companies. The Company is subject to a number of risks that are also common to other organizations involved in the oil and gas industry. Such risks include the possibility of not being able to find and/or to develop oil and gas reserves economically, mis-estimating amounts of recoverable reserves, being unable to produce oil and gas in commercial quantities, being unable to market oil and gas produced, being subject to fluctuations in commodity prices, not being able to secure adequate financing and/or obtain the liquidities to discharge near-term liabilities, incurring environmental or health and safety liabilities.

Liquidity

There is some uncertainty regarding GFP's ability to continue as a going concern, which is dependent upon achieving on-going cash flow from operating activities and receiving additional financing. In the event that oil and natural gas prices decrease, the future operations of GFP may be dependent on its ability to successfully raise capital. The outcome of these matters cannot be predicted at this time.

Substantial Capital Requirements

GFP anticipates making substantial capital expenditures for the acquisition, exploration, development and production of oil and natural gas reserves in the future. As GFP may not be able to finance all such capital expenditures, GFP may be required to reduce capital expenditures. In addition, the recent global credit crisis exposes GFP to additional access to capital risk. There can be no assurance that debt or equity financing, or cash generated by operations will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to GFP. The inability of GFP to access sufficient capital for its operations could have a material adverse effect on GFP's business, financial condition, results of operations and prospects.

Capital Markets

As a result of the weakened global economic situation, GFP has restricted access to capital and may face increased borrowing costs. The lending capacity of all financial institutions has diminished and risk premiums have increased independent of GFP's business and asset base. As future capital expenditures will be financed out of cash generated from operations and possible future equity sales or borrowings, GFP's ability to do so is dependent on, among other factors, the overall state of capital markets and investor demand for investments in the energy industry and in GFP's securities in particular. To the extent that external sources of capital become limited or unavailable or available on onerous terms, GFP's ability to make capital investments and maintain existing assets may be impaired, and its assets, liabilities, business, financial condition and results of operations may be materially and adversely affected as a result.

Volatility of Currency Exchange Rates, Oil and Natural Gas Prices

GFP's results of operations and financial condition will be dependent on the prices received for GFP's oil and natural gas production. Oil and natural gas prices have fluctuated widely during recent years and are subject to fluctuations in response to relatively minor changes in supply, demand, market uncertainty and other factors that are beyond GFP's control. These factors include, but are not limited to, worldwide political instability, foreign supply of oil and natural gas, the level of consumer product demand, government regulations and taxes, the price and availability of alternative fuels and the overall economic environment. Any decline in oil or natural gas prices could have a material adverse effect on GFP's operations, financial condition, proved

reserves and the level of expenditures for the development of its oil and natural gas reserves. No assurance can be given that oil and natural gas prices will be at levels which will generate profits for GFP. The economics of producing from some of GFP's wells may change as a result of lower oil and natural gas prices, which could result in reduced production of oil or gas and a reduction in the volumes of GFP's reserves. See *"Risk Factors – Significant Factors or Uncertainties Affecting Reserves or Resource Data"*. GFP might also elect not to produce from certain wells at lower oil and natural gas prices. All of these factors could result in a material decrease in GFP's future net production revenue, causing a reduction in its oil and gas acquisition and development activities.

GFP is exposed to market risk to the extent that the demand for oil and natural gas produced by the Company exists within Canada and the United States. External factors beyond GFP's control may affect the marketability of oil and natural gas produced. These factors include commodity prices and variations in the Canada-United States currency exchange rate, which in turn respond to economic and political circumstances throughout the world. Oil prices are affected by worldwide supply and demand fundamentals while natural gas prices are affected by North American supply and demand fundamentals.

Oil and natural gas prices are expected to remain volatile for the near future as a result of market uncertainties over the supply and demand of these commodities due to the current state of the world economies, OPEC actions and the ongoing global credit and liquidity concerns.

Global Financial Crisis

Recent market events and conditions, including disruptions in the international credit markets and other financial systems and the deterioration of global economic conditions, have caused significant volatility to commodity prices. These conditions worsened in 2008, continued in 2009, and are continuing in 2010, causing a loss of confidence in the broader Canada, U.S. and global credit and financial markets and resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, less liquidity, widening of credit spreads, a lack of price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions caused the broader credit markets to further deteriorate and stock markets to decline substantially. These factors have negatively impacted company valuations and will impact the performance of the global economy going forward. These factors may impact the ability of the GFP to obtain equity or debt financing in the future and, if obtained, on terms favourable to GFP. If these increased levels of volatility and market turmoil continue, GFP's operations could be adversely impacted and the trading price of Common Shares could continue to be adversely affected.

GFP is Dependant on its Key Personnel

GFP is dependent upon its President and CEO, its Executive Chairman, its CFO and its contracted personnel responsible for exploration and development of GFP's properties. The loss of services of any member of the management team could have a material adverse impact on GFP. GFP faces significant competition for qualified personnel and there can be no assurance that it will be able to attract and retain such personnel. GFP does not currently have a formal succession program or management training program in place for succession or training of management.

Changes to Government Taxes and Royalties

In addition to USA and Canadian federal regulations, each state and province has legislation and regulations which govern corporate taxation, land tenure, royalties, production rates, environmental protection and other matters. The corporate taxes, severance taxes, production taxes and government royalties payable are significant factors in the profitability of producing crude oil, natural gas liquids and natural gas production. With or without notice, any of these bodies may make changes to corporate

taxation, land tenure, royalties, production rates, environmental protection and other matters, which could have a material impact on the business of GFP.

Significant Factors or Uncertainties Affecting Reserves and Resource Data

There are numerous uncertainties inherent in estimating quantities of proved reserves, including many factors beyond the control of GFP. The reserve and resource data included herein represent estimates only. In general, estimates of economically recoverable oil and natural gas reserves and the future net cash flows therefrom are based upon a number of variable factors and assumptions, such as historical production from the properties, the assumed effects of regulation by governmental agencies and future operating costs, all of which may vary considerably from actual results. Accordingly, estimates of the economically recoverable oil and natural gas reserves attributable to any particular group of properties, classification of such reserves based on risk of recovery and estimates of future net revenues expected therefrom, prepared by different engineers or by the same engineers at different times, may vary substantially. The actual production, revenues, taxes and development and operating expenditures of GFP with respect to these reserves will vary from such estimates, and such variances could be material. Estimates with respect to proved reserves that may be developed and produced in the future are often based upon volumetric calculations and upon analogy to similar types of reserves rather than actual production history. Estimates based on these methods are generally less reliable than those based on actual production history. Subsequent evaluation of the same reserves based upon production history will result in variations, which may be substantial, in the estimated reserves. Consistent with the securities disclosure legislation and policies of Canada, as interpreted by the securities regulatory authorities in Canada, GFP has used forecast prices and costs in calculating reserve quantities included herein. Actual future net cash flows also will be affected by other factors such as actual production levels, supply and demand for oil and natural gas, curtailments or increases in consumption by oil and natural gas purchasers, changes in governmental regulation or taxation and the impact of inflation on costs. The reserve value may be affected by changes in corporate, production or severance taxes or government royalties. GFP is required to perform a ceiling test annually to determine any impairment concerns on its oil and natural gas assets.

Competitive Conditions

GFP actively competes for reserve acquisitions, exploration leases, licenses and concessions and skilled industry personnel with a substantial number of other oil and natural gas companies, many of which have significantly greater financial resources and personnel than GFP. GFP's competitors include major integrated oil and natural gas companies and numerous other independent oil and natural gas companies and individual producers and operators. The oil and gas industry is highly competitive. Certain of GFP's customers and potential customers are themselves exploring for oil and natural gas, and the results of such exploration efforts could affect GFP's ability to sell or supply oil or gas to these customers in the future. GFP's ability to successfully bid on and acquire additional property rights, to discover reserves, to participate in drilling opportunities and to identify and enter into commercial arrangements with customers will be dependent upon developing and maintaining close working relationships with its future industry partners and joint operators and its ability to select and evaluate suitable properties and to consummate transactions in a highly competitive environment.

Business Cycle and Seasonality

GFP's revenue from the sale of natural gas is highly seasonal, with demand for natural gas rising during cold winter months and hot summer months.

Need to Replace and Grow Reserves

GFP's future oil and natural gas reserves and production, and therefore its cash flows, are highly dependent upon success in exploring and/or exploiting its current reserve base and acquiring or discovering additional reserves. Without reserve additions

through exploration, acquisition or development activities, GFP's reserves and production will decline over time as reserves are exploited. The business of exploring for, developing or acquiring reserves is capital intensive. To the extent cash flows from operations are insufficient and external sources of capital become limited or unavailable, GFP's ability to make the necessary capital investments to maintain and expand its oil and natural gas reserves will be impaired. In addition, there can be no assurance that GFP will be able to find and develop or acquire additional reserves to replace production at acceptable costs.

Environmental Protection Requirements

All phases of the oil and natural gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, state, provincial, county, and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with oil and natural gas operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of oil, natural gas or other pollutants into the air, soil or water may give rise to liabilities to foreign governments and third parties and may require GFP to incur costs to remedy such discharge. No assurance can be given that environmental laws will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect GFP's financial condition, results of operations or prospects.

Operating Hazards and Other Uncertainties

Acquiring, developing and exploring for oil and natural gas involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include, but are not limited to, encountering unexpected formations or pressures, premature declines of reservoirs, blow-outs, equipment failures and other accidents, cratering, sour gas releases, uncontrollable flows of oil, natural gas or well fluids, adverse weather conditions, pollution, other environmental risks, fires and spills. Although GFP intends to maintain insurance in accordance with customary industry practice, GFP is not fully insured against all of these risks. Losses resulting from the occurrence of these risks could have a material adverse impact on GFP. Like other oil and natural gas companies, GFP attempts to conduct its business and financial affairs so as to protect against political and economic risks applicable to operations in the jurisdictions where GFP operates but there can be no assurance that GFP will be successful in so protecting itself. GFP is also subject to deliverability uncertainties related to the proximity of its reserves to pipeline and processing facilities and the possible inability to secure space on pipelines, which deliver oil and natural gas to commercial markets.

Issuance of Debt

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

Conflicts of Interest

Certain of the directors of GFP are also directors and officers of other companies, and conflicts of interest may arise between their duties as directors of GFP and as officers and directors of such other companies.

Dilution and Future Issuances of Common Shares

GFP may issue additional common or preferred shares in the future, which may dilute a shareholder's holdings in GFP. GFP's articles permit the issuance of an unlimited number of Common Shares and an unlimited number of Preferred Shares, which are issuable in series, and GFP shareholders will have no pre-emptive rights in connection with such further issuances. GFP's Board has the discretion to determine the provisions attaching to any series of Preferred Shares and the price and the terms of issue of further issuances of such shares.

Governmental Regulation

The oil and natural gas business is subject to regulation and intervention by governments in such matters as the awarding of exploration and production interests, the imposition of specific drilling obligations, environmental protection controls, control over the development and abandonment of fields (including restrictions on production) and possibly expropriation or cancellation of contract rights. As well, governments may regulate or intervene with respect to prices, taxes, royalties and the exportation of oil and natural gas. Such regulation may be changed from time to time in response to economic or political conditions. The implementation of new regulations or the modification of existing regulations affecting the oil and natural gas industry could reduce demand for oil and natural gas, increase GFP's costs and have a material adverse impact on GFP.

Management of Growth

The business plan of GFP includes the acquisition of additional oil and natural gas properties. This will place additional strains on GFP's financial and human resources. The future success of GFP is dependent upon its ability to successfully manage the integration of such new properties and the required expansion of its management and financial resources that will result.

ADDITIONAL INFORMATION

The Company is an issuer in accordance with the securities legislations of all the Canadian provinces; therefore it has the obligation to deliver financial statements, proxy circulars and annual notices to the various regulating authorities. You can obtain a copy of such documents free of charge by sending your requests to the Company or by visiting www.SEDAR.com.



Michael McLellan, CFA
Chairman & Chief Executive Officer



Antoinette Lizzi, CMA
Vice-President of Finance & CFO

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