

**Abenteuer Resources Corp.
900 – 555 Burrard Street
Vancouver, British Columbia, Canada
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**MANAGEMENT'S DISCUSSION AND ANALYSIS
OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE THREE MONTHS AND NINE MONTHS ENDED SEPTEMBER. 30, 2006**

FORM 51-102F1

Date of Report

November 12,, 2006

Overall Performance

The Company is a Canadian junior oil and gas company incorporated under the laws of Alberta, with its offices in Vancouver and its shares listed for trading on the TSX Venture Exchange under the symbol ABU. The Company is engaged primarily in exploration for, and production of, petroleum and natural gas reserves in a single cost center, being the Western Canadian Sedimentary Basin. As of the date of this report, the Company's core area of interest is in South Eastern Saskatchewan, which is an area of primarily low risk oil development.

This Management and Discussion Analysis should be read in conjunction with the unaudited interim financial statements for the three months and nine months ended September 30, 2006.

Management is assessing several international and North American oil and gas projects with high growth potential, and has gone on site to do the necessary due diligence. Management has experience evaluating and financing oil and gas projects and anticipates expanding the Company's activities in the near future, particularly through additional joint ventures.

During the current quarter the Company entered into a Letter of Intent (LOI) with Bio Remediation Inc. of Vancouver B.C. to purchase certain assets and patents used for the reclamation of oil & gas, as well as mining sites in exchange for a total of four million shares to be issued from treasury. Bio Remediation has also entered into an agreement to supply the high-grade bentonite used in the patented process at cost plus 10 per cent from its mines for a 10-year period with a further 10-year option. The deal is conditional to BR Inc.'s ability to raise between 3 and 5 million dollars in private placements.

Oil and Gas Properties

West Kingsford, Saskatchewan – Oil

During the nine months ended Sept. 30, 2006, the Company participated in the drilling of a lease-line horizontal well at a cost of \$96,715. Drilling commenced June 12, 2006.

During the nine months ended Sept. 30, 2006, the Company participated in the drilling of two horizontal wells at a combined cost of \$533,770.

The Company has incurred \$152,307 in equipment costs, \$34,810 in completion costs, \$16,744 in well workover costs and has engaged in major upgrades to tank battery facilities and pipe line development for a total estimated cost of \$506,901. The upgrades consist of installing a test separator, two additional oil tanks, an additional water

tank, venting current tanks to flame sour tank vapors, battery improvements and installing an injection pump to expand water disposal capacity.

During the three and nine months ending Sept. 30, 2006, the Company sold all of its interest in the West Kingsford 8-14 well to its operator partner for proceeds of \$590,000 which were applied to the amount the Company owes that partner. The Company presently owes the partner \$86,821.

Production

During the three months ended Sept. 30, 2006, the Company produced 3,835 barrels (610 cubic meters) of oil from its West Kingsford properties. During the quarter ended Sept 30, 2005, the Company produced 1,661 barrels (264 cubic meters) of oil from West Kingsford.

During the nine months ended Sept 30, 2006, the Company produced 10,084 barrels (1,603 cubic meters) of oil from its West Kingsford properties. During the nine months ended Sept 30, 2005 the Company produced 3,881 barrels (617 cubic meters) of oil from West Kingsford.

Results of Operations

Oil revenues, net of royalties and taxes, for the three months ended Sept 30, 2006, increased to \$174,086 from \$117,468 during the three months ended Sept. 30, 2005, primarily as a result of additional production from new drilling activity and increased oil prices.

Oil revenues, net of royalties and taxes, for the nine months ended Sept. 30, 2006, increased to \$428,489 from \$237,239 during the nine months ended Sept. 30, 2005, primarily as a result of additional production from new drilling activity and increased oil prices.

Expenses for the three months ended Sept 30, 2006, increased to \$237,812 from \$144,902 during the three months ended Sept. 30, 2005, as a result of increased operating costs and depletion offset by a decrease in administration expenses. Expenses include administrative, operating and depletion, accretion and amortization.

Expenses for the nine months ended Sept. 30, 2006, increased to \$769,107 from \$488,992 during the nine months ended Sept 30, 2005, as a result of increased operating costs and depletion offset by a decrease in administration expenses. Expenses include administrative, operating and depletion, accretion and amortization.

During the three months ended Sept 30, 2006, the Company reported a net loss of \$63,726 or \$0.01 per share compared to \$27,434 or \$0.00 per share during the three months ended Sept. 30, 2005, primarily due to increased depletion costs.

During the nine months ended Sept 30, 2006, the Company reported a net loss of \$340,618 or \$0.03 per share compared to \$251,753 or \$0.04 per share during the nine months ended Sept 30, 2005, primarily due to increased depletion costs.

Selected Annual Information

The following financial data, which has been prepared in accordance with Canadian generally accepted accounting principles, is derived from the Company's audited financial statements.

	Year ended		
	December 31, 2005	December 31, 2004	December 31, 2003
Total revenues – <i>net</i>	351,087	298,403	304,310
Interest income	1,803	7,686	--
Disposal gains	--	133,950	--
Expenses (excluding property write-offs)	586,939	560,040	294,040
Net income (loss)	(235,666)	(120,001)	10,270
Disposal losses	1,617	--	--
Net income (loss) per share	(0.04)	(0.02)	--
Total assets	1,302,093	991,391	1,730,009
Total long-term liabilities	76,440	19,300	22,100
Cash dividends	--	--	--

Selected Quarterly Information

The following table summarized the results of operations for the eight most recent quarters.

	Three months ended			
	Sept 30 2006	June 30 2006	March 31 2006	December 31 2005
Total revenues – <i>net</i>	174,086	175,679	78,724	113,848
Interest income	--	--	--	1,803
Disposal gains	--	--	--	--
Expenses (excluding property write-offs)	244,701	330,716	200,579	97,947
Disposal losses	--	-	--	1,617
Net income (loss)	(70,616)	(155,037)	(121,855)	16,087
Net income (loss) per share	(0.01)	(0.01)	(0.01)	0.01

	Three months ended			
	Sept 30 2005	June 30 2005	March 30 2005	December 31 2004
Total revenues - <i>net</i>	117,468	81,426	38,345	108,588
Interest income	--	--	--	7,686
Disposal gains	--	--	--	133,950
Expenses (excluding property write-offs)	144,902	265,942	78,148	229,329
Disposal losses	--	--	--	--
Net income(loss)	(27,434)	(184,516)	(39,803)	(188,105)
Net income(loss) per share	(0.01)	(0.03)	(0.01)	(0.04)

Expenses include general and administrative, operating and depletion, accretion and amortization.

Share Capital, Stock Options and Share Purchase Warrants

The authorized share capital of the company consists of an unlimited number of voting shares with out nominal or par value and an unlimited number of preferred shares with out nominal or par value. As of Sept 30, 2006, outstanding share capital of the Company consisted of 10,732,266 voting shares with a book value, net of share issue costs, of \$2,090,049.

No preferred shares have been issued.

During the quarter ended September 30, 2006, 100,000 options were exercised for net proceeds of \$15,000.

There are 470,000 stock options exercisable at \$0.15 per share until December 15, 2006 and 100,000 stock options exercisable at \$0.30 per share until August 01, 2008. In addition, as of December 31, 2005, there were 970,000 share purchase warrants exercisable at \$0.40 per share until August 23, 2006 and 220,000 share purchase warrants exercisable at \$0.40 per share until September 12, 2006. These warrants expired unexercised during August and September 2006.

As of the date of this report, there are an additional 1,297,333 share purchase warrants exercisable at \$0.40 per share until March 9, 2007.

During the year ended December 31, 2005, the Company entered into a brokered private placement of 1,190,000 units at \$0.25 per unit. Each unit consisted of one common share at \$0.25 per share and one warrant exercisable at \$0.40 per share for a period of one year.

During the six months ended June 30, 2006, the Company entered into a brokered private placement consisting of 1,317,333 units at \$0.30 per unit and 1,988,333 flow-through shares at \$0.30 per share. Each unit consists of one common share and one share purchase warrant exercisable at \$0.40 per share for a period of one year. There are no warrants attached to the flow-through shares.

During the nine months ended Sept. 30, 2006, 20,000 warrants were exercised for proceeds of \$8,000.

Liquidity

The Company's cash position increased from \$18,526 at December 31, 2005 to \$180,227 as at Sept 30, 2006 as a result of a financing and oil sales.

The Company's working capital increased from a deficiency of (\$137,836) at December 31, 2005 to a surplus of \$183,780 as at Sept. 30, 2006 as a result of the sale of a property to an operating partner. Due to the rapid development of oil field operations in West Kingsford including processing facility upgrades the Company will pursue future financing opportunities in order to improve its working capital position.

Transaction with Related Parties

During the 3 months ended Sept. 30, 2006, the Company paid \$10,000 to a director and officer of the company as remuneration for management and administrative services.

In addition, the Company paid \$6,400 to its legal counsel, who is an officer of the Company for legal services and \$3,500 to a firm owned by a director for accounting services.

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

Officers and Directors

Peter Edgar – Director and Chief Executive Officer
J. Lewis Dillman – Director and President
Jamie Lewin – Director and Chief Financial Officer.
Raymond Fong -Director
Steven Sobolewski - Secretary

Forward Looking Statements

The information contained herein may contain forward looking statements including expectations of future production, cash flows or earnings. These statements are based on current expectations that involve a number of risks and uncertainties which could cause actual results to differ from those anticipated. These risks include, but are not limited to: the risk associated with the oil and gas industry (e.g., operational risks in development, exploration and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserves estimates; the uncertainty of estimates and projections relating to production, costs and expenses, and health, safety and environmental risks), commodity price, price and exchange rate fluctuation and uncertainties resulting from potential delays or changes in plans with respect to exploration or development projects or capital expenditures. Additional information on these and other factors that could affect the Company's operations or financial results are included in the Company's reports on file with Canadian securities regulatory authorities.

Contact Person

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