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**MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009**

**FORM 51-102F1**

**Date and Subject of Report**

The following Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Abenteuer Resources Corp. ("Abenteuer" or the "Company") for the nine month period ended September 30, 2009 with comparative information for the corresponding nine month period ended September 30, 2008. It should be read in conjunction with the interim financial statements for the nine month period ended September 30, 2009 and the audited financial statements for the year ended December 31, 2008. The MD&A has been prepared effective November 18<sup>th</sup> 2009.

The following information has been prepared by management in accordance with Canadian generally accepted accounting principles ("GAAP"). All financial results are reported in Canadian dollars and production numbers are net. The information contained herein may contain forward looking statements. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward looking information. Additional information relating to the Company can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com) or on the company's website at [www.abuoil.com](http://www.abuoil.com).

**Description of Business and Review**

Abenteuer Resources Corp ("the Company" or "Abenteuer") 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**. Its head office is located at suite 900 – 555 Burrard Street, Vancouver, BC, V7X 1M8. 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. Plans are underway to drill a new horizontal well in this area.

Management is actively looking for additional oil and gas projects in North America and internationally. Management has experience evaluating and financing oil and gas projects and anticipates expanding the Company's activities in the near future.

The world price of oil declined dramatically at the end of 2008. The price has recovered substantially but is still low in relation to the same period a year ago. The Company is also facing declining production from its existing wells and ever increasing salt water content in the flow being pumped.

**Forward Looking Statements**

Forward looking statements are statements that are not historical facts and are generally , but not always identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets" and similar expressions, or that events or conditions "will", "may", "could" or



“should” occur. , 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. Factors that could cause the actual results to differ materially from those in forward-looking statements, 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. The foregoing list of assumptions is not exhaustive. 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. Events or circumstances could cause results to differ materially.

## Oil and Gas Properties

### *West Kingsford, Saskatchewan – Oil*

During the period ended September 30, 2009, the Company continued to operate its oil and gas interests in the West Kingsford area of Saskatchewan in conjunction with its joint venture operating partners.

It has working interests in five wells in south east Saskatchewan. Two of these are horizontal wells (HZ).

Well	%	Well	%
King 141/08-13-004-07 W2M	45.09	King 4D8-14/2A11-13-004-07 W2	10.5
King 91/06 HZ 1D08-13-1D06-18-04-06 W2M	13	King 03-27-004-07 W2	100
King 92/07 HZ 2C5-18-1D7-13-04-07 W2M	45		

## Production during the 3rd Quarter 2009

Well	Sept. 30, 2009	Sept. 30, 2008
King 141/08-13-004-07 W2M	52.3	50.3
King 91/06 HZ 1D08-13-1D06-18-04-06 W2M	21.9	37.3
King 92/07 HZ 2C5-18-1D7-13-04-07 W2M	71.1	76.2
King 4D8-14/2A11-13-004-07 W2	56.7	79.1
King 03-27-004-07 W2	103.3	102.1
<b>Quarter Total in cubic meters</b>	305.3	345
<b>Quarter Total in barrels</b>	1,920.3	2,170
<b>Barrels per day</b>	20.87	23.59

The average price, net of royalties, received for oil was \$54.37 per barrel (\$342 per cubic meter) during the quarter ended September 30<sup>th</sup> 2009 and \$91.52 per barrel (\$575.64 per cubic meter) during the quarter ended September 30<sup>th</sup> 2008.



## Results of Operations

Oil revenues, net of royalties and taxes, for the quarter ended September 30<sup>th</sup>, 2009 decreased from \$198,597 during the quarter ended September 30<sup>th</sup>, 2008 to \$104,411 during the quarter ended September 30<sup>th</sup>, 2009 due to the decrease in the price paid for production and due to a decline in production. The Company's interest income decreased from \$1,391 during the quarter ended September 30<sup>th</sup>, 2008 to \$nil for the quarter ended September 30<sup>th</sup>, 2009.

Operating expenses for the quarter increased to \$34,554 from \$27,741 during the prior year period. Most of this can be attributed to a minor work-over on one of the wells.

Depletion and amortization has decreased by \$13,052 from the same quarter in 2008 as a result of the drop in production.

Administrative expenses are in large measure made up of management fees, professional fees, director's fees and office rent. They have increased from \$33,234 in 2008 to \$58,670 in 2009. This is mainly due to the implementation of Director's fees, and the purchase and implementation of a new accounting system.

## 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. These sums are being reported in Canadian dollars and did not change as a result of the adoption of policies concerning Financial Instruments.

	Year ended		
	December 31, 2008	December 31, 2007	December 31, 2006
Petroleum and natural gas sales, net	\$ 726,727	\$ 548,469	\$ 622,354
Interest income	22,556	5,945	7,424
Expenses, excluding property write-offs	(574,272)	(594,185)	(655,126)
Income tax (expense) recovery	(62,015)	182,600	--
Net income (loss)	175,011	142,829	(25,348)
Disposal losses	--	--	--
Net earnings (loss) per share (basic & diluted)	0.02	0.01	(0.00)
Total assets	2,340,281	2,076,309	2,037,764
Total long-term liabilities	78,795	75,043	71,469
Cash dividends	--	--	--



## Selected Quarterly Information

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

	Three months ended			
	Sept. 30 2009	June 30 2009	March 31 2009	December 31 2008
Petroleum and natural gas sales, net	104,411	\$ 106,504	\$82,578	\$86,407
Interest income	--	12,415	907	673
Expenses, excluding property write-offs	(125,896)	(169,576)	(143,127)	(157,919)
Income tax recovery (expense)	--	--	--	(67,907)
Net income (loss)	(21,485)	(63,072)	(59,642)	(138,744)
Earnings (loss) per share and diluted earnings (loss) per share	0.00	(0.01)	(0.01)	(0.01)

	Three months ended			
	September 30 2008	June 30 2008	March 31 2008	December 31 2007
Petroleum and natural gas sales, net	\$198,597	\$ 203,410	\$ 238,313	\$ 151,529
Interest income	1,391	18,552	1,940	1,257
Expenses, excluding property write-offs	(106,699)	(152,051)	(95,589)	(191,067)
Income tax recovery (expense)	--	--	--	--
Net income (loss)	93,289	69,910	144,664	(120,229)
Earnings (loss) per share and diluted earnings (loss) per share	0.01	0.01	0.01	(0.01)

## Liquidity

The Company's cash and cash equivalents decreased by \$416,348 since December 31, 2008. Working capital, however, improved from \$1,051,289 at December 31, 2008 to \$1,059,010 at September 30<sup>th</sup>, 2009.

The liquidity of the Company could be reduced should if it be obliged to retire any assets and the amount set aside for asset retirement obligations proves to be insufficient.

Management believes the Company has sufficient financial resources to meet its present obligations as they become due, as well as, to participate in future drilling opportunities.

## Securities Issued During the Period

During the quarter ended September 2009, the Company issued no additional securities



## Capital Stock and Options

Authorized unlimited common shares without par value  
Issued and outstanding as at September 30<sup>th</sup>, 2009 10,733,266

Schedule of options outstanding as at September 30<sup>th</sup>, 2009:

<u>Number of Shares</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
700,000	\$ 0.20	November 2010
<u>300,000</u>	<u>\$ 0.10</u>	December 2011
<u>1,000,000</u>	<u>\$ 0.17</u>	Weighted Average

## Transaction with Related Parties

During the period the Company paid \$22,500 to J Lewis Dillman, a director and officer of the Company as remuneration for management and administrative services. This was the same as the previous year.

In addition, the Company paid \$17,678 (2008 – 12,881) to Jamie Lewin, who is a director of the Company for accounting services. The increase over the previous year can be attributed time required to set-up and transfer data to a new ERP General Ledger, which the Company has purchased.

In addition, the Company paid \$7,987 (2008 - \$1,344) to Steven Sobolewski, who is an officer of the Company for legal fees. The increase over the previous year can be attributed to the review of proposed projects.

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.

In addition to the normal course of operations transactions, mentioned previously, the Company also paid monthly Directors' Fees, of \$1,000 per month, for July, August and September 2009 to each of the following Directors: Joseph Lewis Dillman, Jamie A Lewin, David Parry, Sean McGrath and Stephen Polakoff.

## Critical Accounting Estimates

The Company's accounting policies are presented in note 2 of the accompanying financial statements. The preparation of financial statements in accordance with generally accepted accounting principles requires management to select accounting policies and make estimates. Such estimates may have a significant impact on the financial statements. Actual amounts could differ materially from the estimates used and, accordingly, affect the results of the operations. These include:

- the carrying values of property and equipment;
- the valuation of stock-based compensation expense;
- the depletion and amortization of property and equipment; and
- accruals based on the terms of existing joint venture agreements



## New Accounting Policies

### International Financial Reporting Standards (“IFRS”)

As per a previous Notice from the Canadian Securities Dealers Association, all reporting issuers are to keep stakeholders apprised of the steps taken during 2009, towards IFRS conversion, in their Interim MD&A’s and at the year end 2009, present an IFRS, Statement of Financial Position (Balance Sheet) in their MD&A.

As a first step and as per the IFRS conversion plan submitted in the first quarter MD&A, the Company has converted the 2008 year end Balance Sheet to an IFRS Statement of Financial Position, with special attention being paid to componentization of capitalized Capital Assets. In the second quarter MD&A, the Company reported on the new format that the financial statements will take on, under IFRS.

During the third quarter, the Company has been involved in an analysis of its Notes to the Financial Statements. There will be more Notes under IFRS and much more detail will be required. At this point in time, we have decided to wait and to accompany the Statement of Financial Position (Balance Sheet) that will appear in the annual MD&A at year end, with a sample set of Notes, that pertain to that Statement and that have been prepared under IFRS.

Under the IFRS rules, the Company is obliged to produce a fourth financial statement, Statement of Shareholders’ Equity, at each quarter and at year end. We have opted to include this new statement here, using current and past data, to give all stakeholders a view of this new statement.

### Statement of Shareholder’s Equity

	No Of Shares	Share Capital	Contributed Surplus	Accum. Other Comp. Income	Deficit	Total
Balances, December 31, 2007	10,733,266	\$1,829,228	210,709	-	(106,949)	1,932,988
Shares issued for:						
Exercise of warrants	-	-	-	-	-	-
Exercise of stock options	-	-	-	-	-	-
Stock-based compensation	-	-	7,254	-	-	7,254
Net income and comprehensive income	-	-	-	-	169,120	169,120
Balances, December 31, 2008	10,733,266	\$1,829,228	217,963	-	62,171	2,109,362
Share subscriptions received in advance	-	75,000	-	-	-	75,000
Net loss and comprehensive loss	-	-	-	-	(154,238)	(154,238)
<b>Balances, September 30, 2009</b>	<b>10,733,266</b>	<b>\$1,904,228</b>	<b>\$217,963</b>		<b>\$(92,067)</b>	<b>\$2,030,124</b>

## Officers and Directors

J. Lewis Dillman - Director, President  
 Sean McGrath - Director, CFO  
 Jamie Lewin - Director  
 David Parry - Director  
 Stephen Polakoff - Director  
 Steven Sobolewski - Corporate Secretary



## **Contact Person**

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