Unaudited Interim Financial Statements of

Sahara Energy Ltd.

March 31, 2010 and 2009

Sahara Energy Ltd.

Balance Sheets – unaudited

As at,	March 31, 2010	December 31, 2009
Assets		
Current		
Cash and cash equivalents	$ **8,820**	$ 16,630
Accounts receivable	**79,810**	11,675
Prepaid expenses	**74,090**	27,803
	162,720	56,108
Property, plant and equipment (note 4)	**1,853,274**	2,568,228
	2,015,993	$ 2,624,336
Liabilities		
Current		
Accounts payable and accrued liabilities	$ **1,724,818**	$ 2,061,369
Convertible debentures (note 6)	**1,337,020**	1,337,020
Promissory notes payable (note 10)	**441,828**	447,711
	3,503,666	3,846,100
Asset retirement obligations (note 5)	**392,962**	448,367
	3,896,628	4,294,467
Shareholders' Equity		
Share capital (note 7)	**10,830,628**	10,830,628
Contributed surplus (note 8)	**1,864,724**	1,864,724
Deficit	**(14,575,986)**	(14,365,483)
	(1,880,634)	(1,670,131)
	$ **2,015,993**	$ 2,624,336

Going concern (note 1)
Commitments (note 9)
Subsequent events (note 14)

Approved by the Board:
(Signed) "Peter J. Boswell", Director
(Signed) "Quentin Enns", Director

Sahara Energy Ltd.

Statements of Operations and Comprehensive Loss and Deficit (unaudited)

For the three months ended March 31,	**2010**	2009
Revenue		
Petroleum and natural gas sales	**222,172**	145,275
Royalties	**(26,810)**	(8,768)
Other income	**7**	174
	195,370	136,681
Expenses		
Production expenses	**163,540**	127,214
General and administrative	**122,564**	106,733
Audit, legal and shareholder reporting	**22,553**	4,993
Engineering services	**(19,057)**	-
Stock-based compensation	**-**	25,056
Interest expense	**33,742**	46,473
Depletion, depreciation and accretion	**82,531**	221,612
	405,873	532,081
Loss before income taxes	**(210,504)**	(395,400)
Future income tax recovery	**-**	124,394
Net loss and comprehensive loss for the year	**(210,504)**	(271,006)
Deficit, beginning of period	**(14,365,483)**	(9,565,234)
Deficit, end of period	**(14,575,986)**	(9,836,240)
Loss per share – basic and diluted	**(0.01)**	(0.01)
Weighted average number of shares outstanding	**38,036,302**	38,036,302

Sahara Energy Ltd.

Statements of Cash Flows (unaudited)

For the three months ended March 31,		**2010**		2009
Operating activities				
Net loss	**$**	**(210,504)**	$	(271,006)
Items not affecting cash:				
Future income tax recovery		**-**		(124,394)
Depletion, depreciation and accretion		**82,531**		221,612
Stock-based compensation		**-**		25,056
		(127,972)		(148,732)
Changes in non-cash working capital				
Accounts receivable		**(62,415)**		(77,276)
Prepaid expenses		**(52,007)**		(103,771)
Accounts payable and accrued liabilities		**(377,358)**		398,528
		(619,752)		68,748
Financing activities				
Notes payable repayment		**(5,883)**		-
		-		-
Investing activities				
Property, plant and equipment		**(33,397)**		(78,957)
Acquisition of property, plant and equipment		**-**		-
Disposition of property, plant and equipment		**286,087**		-
Accounts payable for capital expenditures		**365,136**		3,539
		617,826		(75,418)
Increase (decrease) in cash		**(7,810)**		(6,669)
Cash, beginning of period		**16,630**		30,574
Cash, end of period	**$**	**8,820**	$	23,905
Interest and taxes paid and received:				
Interest paid	**$**	**-**	$	-
Interest received		**7**		174
Income taxes paid		**-**		-

1. Incorporation, nature of business and going concern

Incorporation and nature of business

Sahara Energy Ltd. (the "Company") was incorporated under the Business Corporations Act (Alberta) and is listed on the TSX Venture Exchange ("the Exchange"). The Company is a junior resource exploration company engaged in the acquisition, exploration and development of petroleum and natural gas reserves in western Canada.

Going concern

These financial statements have been prepared on a going concern basis which assumes that the Corporation will continue to operate for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

During the three month period ended March 31, 2010, the Company incurred a loss of $210,504. As at March 31, 2010, the Company has an accumulated deficit of $14,575,986 and a working capital deficiency of $3,340,946.

Although the Company's assessment of its producing petroleum and natural gas assets shows positive cash flows from operations based on its current forecast and financial models, there is significant doubt as to the appropriateness of the use of the going concern assumption due to the following factors:

a) Continued weak petroleum and natural gas prices will affect the ability of the Company to generate cash flows.

b) Current economic and credit conditions and resulting equity market decline may affect the Company's ability to raise or have access to funds for operational & capital spending.

c) Financial results of the Company including working capital deficiency and accumulated net deficit.

To help remedy this situation, the Company has reduced its capital spending and future administrative costs. In addition, the Company has moved its focus towards reviewing and completing projects where the risks and costs have been greatly reduced. Management believes these measures in addition to the future cash flow of the Company arising from a possible equity financing and achieving profitable operations will address the Company's working capital deficiency for the foreseeable future. However, there can be no assurances that the initiatives undertaken by management will be successful. These financial statements do not reflect adjustments that would be necessary should the going concern assumption be inappropriate. Such adjustments could be material.

2. Significant accounting policies

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles and reflect the following significant accounting policies:

a) Estimates by management

Estimates by management represent an integral component of these financial statements. The estimates made in these financial statements reflect management's judgements based on past experiences, present conditions and expectations of future events. Where estimates were made, the reported amounts for assets, liabilities, revenues and expenses may differ from the amounts that would otherwise be reflected if the ultimate outcome of all uncertainties and future events were

known at the time these financial statements were prepared.

The Company uses estimates to calculate depletion, amortization and accretion expense, to assess impairment of long-lived assets, to estimate asset retirement obligations, to calculate the fair value of stock options, warrants and the conversion feature of debentures and to estimate income tax expense or recoveries.

b) **Measurement uncertainty**

The Company calculated depletion, amortization and accretion expense and calculates the ceiling test using management estimates of petroleum and gas reserves remaining in petroleum and gas properties, commodity prices and capital costs required to develop those reserves. Estimates of volumes and the related future cash flows are subject to measurement uncertainty. Such reserve estimates are subject to change as additional information becomes available.

Numerous assumptions and judgments are required in the fair value calculation of asset retirement obligations ("ARO") including the ultimate settlement amounts, inflation factors, credit adjusted discount rates, timing of settlement, and changes in the legal, regulatory, environmental and political environments. To the extent future revisions to these assumptions impact the fair value of any existing ARO liability, a corresponding adjustment is made to the related petroleum and gas properties.

The assumptions used in the determination of the fair value of stock options issued are based on the use of the Black-Scholes pricing model, which includes estimates of the future volatility of the Company's stock price, expected lives of the stock options, expected dividends and other relevant assumptions.

Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain in the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The amounts recorded for income taxes involve tax interpretations, regulations and legislation that are continually changing. Management is required to make estimates on the probability of the Company utilizing certain tax pools which, in turn, is dependent on estimates of proved and probable reserves, production rates and future petroleum prices.

By their nature, these estimates are subject to measurement uncertainty and the impact of differences between actual and estimated amounts on the financial statements of this and future periods could be material.

c) **Joint operations**

Substantially all of the Company's petroleum and gas operations are conducted jointly with other parties and accordingly, the financial statements reflect only the Company's proportionate interest in these petroleum and gas operations and the related revenues and expenses.

d) **Cash and cash equivalents**

Cash and cash equivalents include cash and highly liquid investments that have original maturity terms of ninety days or less.

e) **Revenue recognition**

Revenue from the sales of petroleum and natural gas is recorded on the gross basis when title passes to an external party and is recognized based on volumes delivered to customers at contractual delivery points and rates and when the significant risks and rewards of ownership have been transferred to the buyer and collectability is reasonably assured.

f) **Property, plant and equipment**

(i) **Capitalized costs** - The Company follows the full cost method of accounting for its petroleum and natural gas operations. Under this method, all costs related to the exploration for and development of petroleum and natural gas reserves are capitalized in cost centers on a country-by-country basis. Costs include lease acquisition costs, geological and geophysical expenses and drilling costs of productive and non-productive wells and equipment costs. Proceeds from the sale of properties are applied against capitalized costs and gains or losses are not recognized unless such sale would alter the depletion rate by more then 20%.

(ii) **Depletion and depreciation** - Depletion of capitalized costs is calculated using the unit-of-production method based upon estimated proven reserves as determined by independent engineers. Administrative assets are amortized on a declining balance basis over their estimated useful lives at rates varying from 20% to 45% annually.

(iii) **Ceiling test** - The Company performs a two-step test at least annually to assess the carrying value of petroleum and gas assets. A cost center is defined on a country-by-country basis and is tested for recoverability using undiscounted future cash flows from proved reserves and forward indexed commodity prices, adjusted for contractual obligations and product quality differentials. A cost center is written-down to its fair value when its carrying value, less the lower of cost and market value of unproved properties, is in excess of the related undiscounted future net cash flows associated with the cost centre's proved reserves. If the carrying value is not fully recoverable, the amount of impairment is measured by comparing the carrying amounts less the lower of cost and market value of unproved properties, to the discounted future net cash flows associated with the cost centre's proved and probable reserves. This impairment in the carrying amount is charged to depletion, amortization and accretion in the period in which the impairment occurs.

g) Asset retirement obligations

The Company recognizes the fair value of an ARO in the period in which the well or related asset is drilled, constructed or acquired and when a reasonable estimate of the fair value of the ARO can be determined. The fair value of the estimated ARO is recorded as a long-term liability, and equals the present value of estimated future cash flows, discounted using a risk-free interest rate adjusted for the Company's credit standing. The liability accretes until the date of expected settlement of the ARO or the asset is sold and is recorded as an accretion expense. The associated asset retirement costs are capitalized as part of the carrying value of the related assets. The capitalized amount is amortized on a basis consistent with the amortization and depletion of the underlying assets. Actual restoration expenditures are charged to the accumulated obligation as incurred. Any settlements are charged to income in the period of settlement.

On a periodic basis, management will review these estimates and if changes to the estimates are required, these changes will be applied on a prospective basis and will result in an increase or decrease to the ARO. Any difference between the actual costs incurred and the recorded liability is recorded as a gain or loss in the statement of operations, comprehensive loss and deficit in the period in which the settlement occurs.

h) Income taxes

The Company follows the asset and liability method of income tax allocation. Under the liability method, future income tax assets and liabilities are recorded to recognize future income tax inflows and outflows arising from the settlement or recovery of assets and liabilities at their carrying values. Future income tax assets are also recognized for the benefits from income tax losses and deductions that cannot be identified with particular assets or liabilities, provided those benefits are more likely than not to be realized. Future income tax assets and liabilities are determined based on the substantively enacted tax laws and rates that are anticipated to apply in the period of realization.

i) Stock-based compensation

The Company grants options to employees, directors, and non-employees to purchase common shares at a specified price. The fair value of such options is estimated at the time of grant using the Black-Scholes pricing model and is recorded as stock-based compensation expense with a corresponding amount recorded as contributed surplus, on a straight-line basis over the vesting period. The fair value of stock options granted to non-employees is re-measured at the earlier of each financial reporting or vesting date, and any adjustment is charged or credited to operations upon re-measurement. Upon the exercise of stock options, the consideration paid together with the amount previously recognized in contributed surplus is recorded as an increase in share capital. In the event that options expire, previously recognized expenses associated with such stock options are not reversed. The Company accounts for forfeitures as they occur.

j) Warrants

The Company issues warrants to purchase common shares when issuing common share units. The fair value of such warrants is estimated at the time of issuance using the Black-Scholes pricing model and is recorded as warrants in the equity section of the balance sheet and the corresponding value is reduced from share capital from the common share issuance. Upon the exercise of warrants, the consideration paid together with the amount previously recognized in warrants is recorded as an increase in share capital. In the event that warrants options expire, previously recognized warrant value is adjusted through contributed surplus. In addition, the Company issues broker warrants as compensation related financing activities. The fair value of such warrants is estimated at the time of issuance using the Black-Scholes pricing model and is recorded as warrants in the equity section of the balance sheet.

k) Financial instruments and derivatives

Cash and cash equivalents are designated as held-for-trading and are measured at fair value. Accounts receivable and due from related party are designated as loans and receivables and are measured at amortized cost using the effective interest method. Accounts payable and accrued liabilities, promissory notes payable and the current portion of convertible debentures are classified as other liabilities and are measured at amortized cost using the effective interest method. The carrying value of these financial instruments approximates fair value due to the short-term nature of these instruments.

The Company may use various types of derivative financial instruments to manage risks. Proceeds and costs realized from holding the related contracts are recognized at the time each transaction under a contract is settled. For the unrealized portion of such contracts, the Company utilizes the fair value method of accounting. The fair value is based on an estimate of the amounts that would have been paid to or received from counterparties to settle these instruments. The method requires the fair value of the derivative financial instruments to be recorded at each

balance sheet date with unrealized gains or losses on those contracts recorded through net earnings. Transaction costs are expensed as incurred.

An embedded derivative is a component of a contract that affects the terms in relation to another factor. These hybrid contracts are considered to consist of a "host" contract plus an embedded derivative. The embedded derivative is separated from the host contract and accounted for as a derivative only if certain conditions are met. The Company has not identified any embedded derivatives which require separate recognition and measurement.

l) Flow-through shares

Share capital includes flow-through shares issued pursuant to certain provisions of the Income Tax Act in Canada (the "Act"). The Act provides that, where the share issuance proceeds are used for exploration and development expenditures, the related income tax deduction may be renounced to subscribers. Accordingly, these expenditures are not an income tax deduction to the Company. Share capital is reduced and a future income tax liability is recorded for the estimated value of the renounced expenditures at the time of filing.

m) Per share amounts

Basic per share amounts are calculated using the weighted average number of shares outstanding during the year. Weighted average number of shares is determined by relating the portion of time within the reporting period that common shares have been outstanding to the total time in that period.

The Company uses the treasury stock method to determine the dilutive effect of stock options and other dilutive instruments. Diluted calculations reflect the weighted average incremental common shares that would be issued upon exercise of dilutive options assuming proceeds would be used to repurchase shares at average market prices for the period. Anti-dilutive options are not included in the calculation.

n) Share issue costs

Costs incurred on the issue of the Company's shares are charged directly to share capital and are net of applicable future income tax benefits.

o) Transaction costs

Costs incurred relating to acquisition or business combination activities are expensed in the period incurred.

p) Changes in accounting policies and standards

The CICA published the following new sections that will apply to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007. The Company adopted these standards effective January 1, 2008.

CICA handbook section 1400, General Standards of Financial Statement Presentation, was amended to include requirements to assess and disclose an entity's ability to continue as a going concern. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. As at December 31, 2008, the Company had not yet achieved

profitable operations, has accumulated a deficit since its inception, and expects to incur further losses in the development of its business. However, the Company continues to operate as a going concern based on its ability to generate working capital through capital generating activities.

Section 3862, "Financial Instruments - Disclosures". This section describes the required disclosures to evaluate the significance of financial instruments for the Company's financial position and performance as well as the nature and extent of risks arising from financial instruments to which the Company is exposed and how the Company manages those risks.

Section 3863, "Financial Instruments - Presentation". This section establishes standards for presentation of financial instruments and non financial derivatives. It details the presentation of standards described in Section 3861, "Financial Instruments — Disclosure and Presentation."

Section 1535, "Capital Disclosures". This section establishes standards for disclosing information about the entity's capital and how it is managed. It describes the disclosure of the entity objectives, policies and processes for managing capital as well as summary quantitative data on the elements in the management of capital. The section seeks to establish whether the entity has complied with capital requirements and if not, the consequences of such non-compliance.

3. Future accounting standards and reporting changes

a) Goodwill and intangible assets

The CICA issued the new accounting standard Section 3064, Goodwill and Intangible Assets replacing Section 3062, Goodwill and Other Intangible Assets. This new Section will be effective for the Company January 1, 2009. Section 3064 applies to goodwill subsequent to initial recognition and establishes the standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The new standard is not expected to have a material impact on the Company's financial statements.

b) Enhanced fair value disclosure

The CICA issued the new accounting standard Section 3862, Enhanced Fair Value Disclosures. This new Section will be effective for the Company on January 1, 2009. The new Section is similar to U.S. standard FAS 157 and International standard IFRS 7. Items recorded or disclosed at fair value are required to be placed in one of the categories being (i) Level 1 – fair value determined from quoted prices; (ii) Level 2 – fair value determined principally from quoted prices; and (iii) Level 3 – fair value not based on observable market data.

c) Business combinations

The CICA issued new accounting standard Sections 1582, 1601 and 1602, replacing Sections 1581 and 1600. These new Sections will be effective for the Company on January 1, 2009 and they establish the principles and requirements for accounting for business combinations. Changes include determination of the purchase price based on the fair value of shares exchanged on the acquisition or closing date and expensing versus capitalizing transaction costs as they are incurred. In addition, negative goodwill is required to be recognized in earnings at the acquisition date.

d) International financial reporting standards

The Canadian Accounting Standards Board confirmed January 1, 2011 as the effective date for the requirement to report under International Financial Reporting Standards ("IFRS") with comparative

2010 periods converted as well. Canadian generally accepted accounting principles, as we currently know them, will cease to exist for all public reporting entities. Changes to accounting policies are likely and may materially impact the Company's financial statements. The Company has started the processes necessary to make the transition to IFRS; however, continued progress is required before the Company is in a position to quantify the impact of IFRS on financial results.

4. Property, plant and equipment

March 31, 2010	**Cost**	**Accumulated amortization**	**Net book value**
Petroleum and natural gas properties	$ 15,915,422	$ 14,090,975	$ 1,824,447
Furniture, equipment and leasehold improvements	90,440	61,613	28,827
	$ 16,005,862	$ 14,152,588	$ 1,853,274

December 31, 2009	Cost	Accumulated amortization	Net book value
Petroleum and natural gas properties	$ 16,558,112	$ 14,019,112	$ 2,539,000
Furniture, equipment and leasehold improvements	88,820	59,592	29,228
	$ 16,646,932	$ 14,078,704	$ 2,568,228

Costs excluded from depletion for 2010 - $Nil (2009 - $358,425) as these costs are for unproved reserves

There are no capitalized G&A costs for either reporting periods.

5. Asset retirement obligations

At the date of completion of drilling and testing, the Company identified obligations related to oil and gas properties and records a liability equal to the present value of expected future assets retirement obligations. The total future ARO was estimated by management based on the Company's net ownership interest in all wells and facilities, estimated costs to reclaim and abandon the wells and facilities and the estimated timing of the costs to be incurred in future periods. The Company has estimated the net present value of its total ARO to be $551,227 as at March 31, 2010 based on an undiscounted future liability of $635,685 and incorporated the Company's credit-adjusted risk-free interest rate of 9% and inflation rate of 2%. These payments are expected to be made over the next five years.

The following table reconciles the Company's asset retirement obligations:

	March 31, 2010	December 31, 2009
	$	$
Balance, beginning of period	**448,367**	521,224
Accretion expense	**8,647**	42,971
Settled on sale of properties	**(64,052)**	(115,828)
Balance, end of period	**392,962**	448,367

6. Convertible debentures

	March 31, 2010	December 31, 2009
	$	$
Total debenture payable	**1,337,020**	1,337,020
Value assigned to conversion option	**176,373**	176,373
Accretion and discount	**(176,373)**	(176,373)
	-	-
Balance, end of period	**1,337,020**	1,337,020

The convertible debentures bear interest at 10% payable quarterly and are due June 29, 2009.

For accounting purposes, the value assigned to the conversion option uses an effective risk free interest rate of 18% and the liability component of the debenture will be accreted to the principal amount over the term of the debenture.

The company was able to extend the maturity date to September 30, 2009. The company has failed to repay the convertible debentures and accrued interest. The convertible debentures remain outstanding and interest is being accrued on the outstanding amount. The company has filed a Notice of Intention "NOI" to deal with the indebtedness which is more fully explained in the subsequent event note (note 14).

7. Share capital

Authorized:

Unlimited number of:

Common voting shares

Preferred non-voting shares

Issued:

	Three months ended March 31, 2010		Year ended December 31, 2009	
	Shares	**$**	Shares	$
Common shares				
Balance beginning of year	**38,036,302**	**14,192,316**	38,036,302	14,192,316
Balance, end of year	**38,036,302**	**14,192,316**	38,036,302	14,192,316

	Number of warrants	**$**	Number of warrants	$
Warrants				
Balance, beginning of period	**441,814**	**23,422**	441,814	23,422
Expired warrants	**(441,814)**	**(23,422)**	(441,814)	(23,422)
Balance, end of period	**-**	**-**	-	-

The values assigned to the warrants in 2007 were determined by using the Black-Scholes option pricing model with a volatility rate of 119% and a risk free interest rate of 5.0%. Warrants outstanding represent warrants issued in connection with convertible debenture. No value was assigned to these warrants in prior years.

Options

As at March 31, 2010, the following options were outstanding:

Options outstanding	Option price	Weighted average remaining contractual life	Number of options currently exercisable	Weighted average exercisable price of options currently exercisable
910,000	0.40	0.13	910,000	0.40
175,000	1.00	0.16	175,000	1.00
80,000	1.25	0.18	80,000	1.25
110,000	1.00	0.23	110,000	1.00
110,000	1.30	0.35	110,000	1.30
1,385,000	0.64	0.18	1,385,000	0.64

The Corporation has an option plan (the "Option Plan") for its directors, officers, employees and consultants. Under the Option Plan, the Corporation has reserved for issuance of a total of 2,423,200 Common Shares. In addition, the aggregate number of shares so reserved for issuance to any one person shall not exceed 5% of the issued and outstanding shares. Under the plan, options are exercisable at varying vesting provisions for a maximum term of five years.

	Three months ended March 31, 2010		Year ended December 31, 2009	
	Number of Options	**Weighted average exercise price ($)**	Number of Options	Weighted average exercise price ($)
Outstanding, beginning of year	1,460,000	0.66	1,710,000	0.70
Cancelled	(75,000)	0.90	(250,000)	0.94
Outstanding, end of year	1,385,000	0.64	1,460,000	0.66

For the period ended March 31, 2010, the Company recorded stock based compensation expense of $Nil (2009 - $25,056) included in contributed surplus as determined based on the fair value of the stock options at the grant date estimated using the Black-Scholes model with the following assumptions:

	2007
Volatility rate	49-129%
Risk-free interest rate	5.0%
Dividend yield rate	0.00%
Forfeiture rate of	0.00%
Expected life	5.00 years

8. Contributed surplus

A summary of the status of contributed surplus as of March 31, 2010 and the changes during the year is presented below:

	March 31, 2010	December 31, 2009
	$	$
Balance, beginning of period	1,864,724	1,822,958
Fair value assigned to stock options	-	41,766
Fair value of options exercised/cancelled	-	-
Balance, end of period	1,864,724	1,864,724

9. Commitments

The Company is committed to lease rental payments of approximately $70,000 per annum pursuant to the terms of an office lease agreement that expires on September 30, 2014.

10. Promissory notes payable

	March 31, 2010	December 31, 2009
Related party notes payable – bear interest at 10% per annum, are secured by a general security agreement and were due December 31, 2008 (see note 11).	$ **289,019**	$ 294,902
Notes payable – bears interest at 10% per annum, payable in monthly blended instalments of $25,000 per month and secured by a fixed charge over certain petroleum and natural gas properties.	**152,809**	152,809
	$ **441,828**	$ 447,711

Included in accounts payable and accrued liabilities is $193,937 (2009 - $160,195) of accrued interest.

11. Related party transactions and balances

The Company has entered into transactions with individuals that are related by virtue of the individuals being officers, directors and shareholders of the Company and corporations that have common officers, directors and shareholders.

The Company entered into the following transactions with related parties:

Expenses		March 31, 2010		December 31, 2009
Consulting fees paid to a corporation controlled by an officer	$	**33,000**	$	132,000
Operating costs paid to a corporation controlled by a director		**21,000**		141,258
Interest charged on promissory notes payable to certain officers, directors and corporations under their control		**7,274**		30,986

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

(a) Due from/to related parties

The following table outlines the balances due from/to related parties by financial statement category:

		March 31, 2010		December 31, 2009
Accounts payable and accrued liabilities	$	**60,258**	$	164,266
Promissory note payable to a former officer (note 10)		**19,019**		24,902
Promissory notes payable to a current officer and directors (note 10)		**270,000**		270,000

12. Financial instruments

The Company holds various forms of financial instruments. The nature of these instruments and its operations expose the Company to market risk, credit risk and liquidity risks. The Company manages it exposure to these risks by operating in a manner that minimizes this exposure. While management monitors and administers these risks, the Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework.

Market risk
Market risks are generally those risks that are outside of the control of the Company. These are: commodity prices, foreign exchange rates and interest rates. The objective of the Company is to mitigate exposure to these risks, while maximizing returns to the Company.

Commodity price risk
Due to the volatility of commodity prices, the Company is potentially exposed to adverse consequences in the event of declining prices. The Company may enter into petroleum and natural gas contracts in order to protect its cash flow on future sales. The contracts reduce the fluctuation in sales revenue by locking in prices with respect to future deliveries of petroleum and natural gas. As at March 31, 2010, the Company had no contracts outstanding.

Foreign currency exchange risk
Even though all of the Company's petroleum and natural gas sales are denominated in Canadian dollars, the underlying market prices for these commodities are impacted by the exchange rate between Canada and the United States. In addition, the fair value of our risk management contracts will fluctuate as a result of changes in foreign exchange rates as most derivative contracts are denominated in US dollars. As at March 31, 2010, the Company had no forward, foreign exchange contracts in place.

Interest rate risk
The Company does not have any debt subject to floating rates and is therefore not exposed to fluctuations in the market rate of interest. The Company has no interest rate swaps or financial contracts in place at or during the year ended March 31, 2010.

Credit risk
Substantially all of the accounts receivable are with customers and joint venture partners in the petroleum and gas industry and are subject to normal industry credit risks. The Company generally extends unsecured credit to these customers and therefore, the collection of accounts receivable may be affected by changes in economic or other conditions. Management believes the risk is mitigated by entering into transactions with long-standing, reputable, counterparties and partners. Wherever possible, the Company requires cash calls from its partners on capital projects before they commence. Receivables related to the sale of the Company's petroleum and natural gas production are from major marketing companies who have excellent credit ratings. These revenues are normally collected on the 25th day of the month following delivery.

Liquidity risk
Liquidity risk would occur if the Company is not able to meet its financial obligations as they come due. The Company has suffered substantial operating losses and has a working capital deficiency of $3,340,946 as of March 31, 2010. As our industry is very capital intensive, the majority of our spending is related to our capital programs. The Company's goal is to prudently spend its capital while improving its credit reputation amongst its suppliers.

13. Capital disclosures

The Company considers its capital structure to include shareholders' equity, convertible debt and working capital. The Company will adjust its capital structure to manage its current and projected debt through the issuance of shares and/or adjusting its capital spending. The Company monitors its capital based on the current and projected ratios of net debt to cash flow. The Company's objective in managing its capital structure is to:

a) create and maintain flexibility so that the Company can continue to meet its financial obligations; and,
b) finance its growth either through internally generated projects, joint venture relationships or asset/corporate acquisitions.

14. Subsequent events

a) On March 18, 2010, the Company entered into an arm's length letter of intent agreement with Gallic Energy Ltd. to negotiate the sale by Sahara of its Alberta and Saskatchewan properties for consideration of approximately 13,500,000 class A common shares of Gallic and the assumption by Gallic of $500,000 of Sahara's secured debt. Gallic has made a refundable deposit of $50,000 under the terms of the letter of intent, to be applied against the sale price at closing.

b) On March 23, 2010, the Company filed a Notice of Intention to make a Proposal ("NOI") pursuant to Section 50.4(1) of the Bankruptcy and Insolvency Act ("BIA"). Sahara must now file a Proposal within 30 days following the filing of the NOI or within any further extension of that period approved by the Court. On April 20, 2010 an extension was granted until June 4, 2010. Once a Proposal has been filed, a meeting of creditors to consider the Proposal will be held within 21 days. Pursuant to Section 69 of the BIA, all proceedings against Sahara are now stayed and service to Sahara cannot be discontinued.

c) Sahara entered into a farm-out and option agreement with Forent Energy Ltd. on May 12, 2010, whereby Sahara agrees to farm-out its Blackfoot heavy oil property located in the Lloydminster area of Alberta to Forent. The terms of the agreement include that the farmee (Forent) shall drill a test well to earn in 80 acres. Forent earns a 100% working interest until payout, subject to a 15% convertible royalty payable to Sahara. At payout Sahara can convert to a 50% working interest. Forent also has an option to drill a second well on Sahara's lands to earn an additional 80 acres under the same terms as the first well. The drilling of the test well is conditional on a 40 acre down spacing order being granted by the Crown on the farm-out lands.

15. Comparative figures

Certain comparative figures from the prior year have been reclassified to conform to the financial statement presentation used in the current year. The changes did not have any impact on net loss or deficit.