

BAYSHORE PETROLEUM CORP.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FORM 51-102F1**

September 30, 2018

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Three and nine months ended September 30, 2018

Management Discussion and Analysis

This Management's Discussion and Analysis ("MD&A") of financial results and related operational data should be read with the financial statements and notes for the three and nine months ended September 30, 2018 and the audited financial statements for the year ended December 31, 2017, of Bayshore Petroleum Corp. ("Bayshore" or the "Company"). The financial statements are reported in Canadian dollars and have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts in this MD&A are Canadian dollars unless otherwise noted.

This commentary is as of November 27, 2018. Bayshore's Board of Directors and its Audit Committee have reviewed and approved this MD&A and the accompanying financial statements.

The reader should be aware that historical results are not necessarily indicative of future performance.

In conformity with Canadian Securities Administrator's National Instrument ("NI") NI 51-101 "Standards of Disclosure for Oil and Gas Activities", natural gas volumes have been converted to equivalent barrels of oil ("boe") using a conversion ratio of six thousand cubic feet ("mcf") of natural gas to one boe. This ratio is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Readers are cautioned that boe may be misleading, particularly if used in isolation.

Forward Looking Statements

Certain of the statements set forth under "Management's Discussion and Analysis" including statements which may contain words such as "could", "expect", "believe", "will" and similar expressions and statements relating to matters that are not historical facts, are forward-looking and are based upon the Company's current belief as to the outcome and timing of such future events. There are numerous risks and uncertainties, certain of which are beyond Bayshore's control, including: the impact of general economic conditions in Canada and the United States, industry conditions, changes in laws and regulations including the adoption of new environmental laws and regulations and changes in how they are interpreted and enforced, increased competition, the lack of availability of qualified personnel or management, fluctuations in foreign exchange or interest rates, stock market volatility and market valuations of companies with respect to announced transactions and the final valuations thereof, and obtaining required approvals of regulatory authorities. Bayshore's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur.

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Going Concern

The financial statements and notes, and this MD&A, for the three and nine months ended September 30, 2018, have been prepared on a going concern basis, which assumes that the Company will realize the carrying value of its assets and satisfy its obligations as they become due in the normal course of operations.

As a result of a non-recurring one-time accounting adjustment of \$617,820 for the derecognition of liabilities recorded during the third quarter, the Company reported income for the quarter ended September 30, 2018 of \$309,714 and year to date income of \$199,888. Excluding the derecognition of liabilities of \$617,820, the Company incurred a loss of \$308,106 and \$417,492 during the three and nine months ended September 30, 2018, respectively. The Company currently does not generate enough revenue to cover its ongoing operating and general and administrative costs. At September 30, 2018, the Company has working capital of \$59,777 (December 31, 2017 - deficit of \$923,740).

The Company has addressed the current working capital deficiency by reducing ongoing operating and administrative expenses and staffing to a minimum. In addition, during the third quarter 2018 the Company raised \$750,000 through a private placement which will result in the purchaser of the shares of the Company becoming a controlling person, which is an individual or company owning greater than fifty percent of the Company following completion and approval of the private placement. The Company is awaiting approval of the share issuance from the TSX Venture Exchange.

These uncertainties cast significant doubt on the Company's ability to continue as a going concern. Although, in the opinion of management, the use of the going concern assumption is appropriate at this moment, there can be no assurance that any steps management is taking will be successful. These financial statements do not reflect adjustments in the carrying values of the assets and liabilities, expenses and the balance sheet classifications that would be used if the going concern assumption were not appropriate. Such adjustments could be material.

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Nature of Business

Bayshore is a Canadian oil and gas company listed on the TSX Venture Exchange under the symbol “BSH”. The Company is an early stage oil and gas company with a plan to advance, through collaboration with industry partners, an innovative bitumen and heavy oil upgrading project located in western Canada.

Bayshore's current activities are limited to dealing with administrative matters due to its lack of available funds. The Company does not have active ongoing oil and gas field operations. Management is focused on a combination of securing funding to advance its business plan, validating oil upgrade technology through in-house expertise, business development and collaborating with industry partners to implement a pilot heavy oil upgrade project ("Pilot Project"). The Pilot Project will test the commercial viability of a process that combines and mixes certain liquid catalyst with heavy oil in a custom designed reactor facility to make a higher quality oil which will be more suitable for delivery through the Canadian oil pipeline system. The Company is facilitating discussions with third parties who would be involved in the various aspects of the Pilot Project including governmental agencies, heavy oil producing companies, technology specialists, reactor facility construction companies, and owners of oil pipelines. Discussions and negotiations concerning the relationships between stakeholders, ownership of assets and obligations between parties associated with the Pilot Project are ongoing and have not yet been established. As such, the Company currently does not own any aspect of the Pilot Project nor does it have agreements with suppliers of heavy oil or purchasers of upgraded oil.

In 2014, Bayshore previously licensed major disruptive technology but this licensing agreement ceased in 2016 and the Company currently has no formal agreement to use or promote the technology. The Company continues to collaborate with the inventor of the technology and is seeking to incorporate such technology within the Pilot Project. This disruptive technology is a catalytic (chemical) based upgrading technology that can be used to partially upgrade heavy oil/Bitumen into flowable oil that meets the Western Canadian Select (WCS) crude specification. Should this technology be proven to be commercially viable in a pilot environment, the Company plans to facilitate a project that fully upgrades heavy oil/bitumen into light product fuel oil with qualities similar to raw diesel.

Regarding oil and gas operations, Bayshore currently has two non-operated oil and gas properties situated in Western Canada:

- The Bigstone property is located in Township 61, Range 22 W5M in central Alberta. Bayshore has a 12% working interest in one well at 14-24-61-22W5 and a 1.5% Gross Overriding Royalty on a second and third gas well on the lease at 6-19-61-21W5 and 3-25-61-22W5. During 2018, the net production to the Company from this property is nil.
- The Kaybob property is located in Township 59, Range 18 W5M in central Alberta. Bayshore has a 21% working interest in two wells, which, in similar circumstance to Bigstone above, did not provide any net production to the Company during 2018.

The Company plans to divest the Bigstone and Kaybob assets when appropriate.

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Current Significant Events, Transactions and Latest Corporate Update

During 2018 Bayshore secured funding from Morag Investments Ltd., a Hong Kong based investor which has provided funding to Bayshore on a continuous basis for a number of years. During the nine months ended September 30, 2018, a total of \$1.15 million of short-term loans and equity injections have been provided to Bayshore to fulfil its business plan and fund ongoing operations. Bayshore is hopeful that it will be able to receive addition funding from this investor group in order to implement Bayshore's business plan. The Company will provide shareholders with an update on funding if and when any such financing arrangements are concluded.

The injection of new funding and equity during 2018 has also resulted in changes to the Company's management and board of directors. In the third quarter Mr. Chan Po Kwong, a Hong Kong resident and controlling shareholder of Morag Investments Ltd., was appointed Chairman of Bayshore and Mr. Peter Ho resigned as Chairman but remained a director and CEO of the Company. During 2018, two new non-executive and independent directors, Madam Ellen Yu and Mr. Alex Falconer, were appointed as directors and members of the Audit Committee.

In addition, during October 2018, Mr. Lance Mierendorf, CPA, was appointed as the Chief Financial Officer, replacing Mr. Peter Ho who previously held the position.

The Company's common shares have been suspended from trading on the TSX Venture Exchange since May 4, 2018 following a cease trade order issued by the Alberta Securities Commission ("ASC") resulting from the Company missing the reporting deadline for its 2017 annual financial statements. The 2017 annual financial statements were filed with the ASC in May and the Company continues to be engaged in discussions with the Exchange to address issues resulting from a continued listing review by the Exchange which began during Q2 2018. The Company is unable to determine the timing of reinstatement of trading of the Company's common shares.

Property/Assets

Oil and Gas Assets

The value of the formerly producing assets Bigstone and Kaybob non-operated properties has been previously fully impaired for accounting purposes. Therefore, the Company has not engaged a third party engineering firm since 2016 to evaluate Bayshore's properties. The Company reports a \$nil asset value for oil and gas properties, reports no reserves, and has immaterial production on negative ongoing cash flows.

Other Assets

The Company has no other capital assets other than corporate office assets.

Heavy Oil Upgrade Initiative

Facilitation/Collaboration of Pilot Project

Bayshore's management and expert third party consultants are actively working to assemble the key components of the Pilot Project. Although no formal agreements have been executed, a significant amount of management time and effort throughout 2017 and 2018 have been dedicated toward assessing the viability of the Pilot Project, establishing relationships with the key stakeholders in the value chain, validating the upgrading technology and determining the economics of the Pilot Project with possible commercial application. The Company expects to benefit from the historical relationship the management team and directors have established over the past number of years with the inventor of the upgrading technology in order to be able to acquire or license the technology if and when Bayshore has the financial resources to do so. From this relationship Bayshore has accumulated extensive knowledge regarding the technology and can effectively communicate the benefits of the upgrading project to potential sources of funding and other stakeholders.

The estimated funding needed to implement the planning phase of the Pilot Project will come from the gross proceeds of \$750,000 raised by the Company in a private placement in August 2018 of which \$500,000 is being held in trust pending Exchange approval of the private placement. The total amount of funding required to complete all aspects of the Pilot Project will depend on the results obtained in the initial activities and could range between \$5 and \$10 million. It is uncertain whether the Company will be able to raise any additional funding to complete the Pilot Project.

Background of Technology Assessment

Cold Catalytic Cracking ("CCC") is a technology that was invented by an individual who is the principal of the Chemical Foreign Economic Cooperation Centre ("CFECC") in Beijing. In January 2014, CFECC built a small scale 50 barrel/day ("b/d") batch pilot plant at the CFECC lab in the main floor of their commercial building in Beijing to test the viability of bitumen/heavy oil conversion to diesel on a commercial scale. At no cost and under no formal contractual arrangement, Bayshore has, over the last several years, shipped Canadian heavy oil and bitumen samples to the plant for testing. Bayshore was provided results of the testing which indicated commercial production of the heavy oil upgrade process could be viable. Under similar arrangements, between 2014 and 2018 CFECC have processed many other crudes and bitumen provided to CFECC by Bayshore from around the world and there has been predictable diesel production and no failures.

The Company believes there are two applications in industry for the CCC upgrading process:

1) CCC Partial Upgrading--Bitumen to Synthetic Crude Oil

This innovative partial upgrading technology uses advanced catalyst technology and partial react with heavy oil/bitumen that contains large molecules and changes the physical property of the mixture into flowable oil and reduces the density and viscosity.

2) CCC Technology--Bitumen to Diesel

This application can best be described as a pyrolysis based reaction brought about by adding a small fraction of liquid CCC catalyst and having this react with heavy oil/bitumen at a

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temperature not over 420 degree C and atmospheric pressure which is expected to yield diesel equivalent fuel oil, synthetic gas and coke.

The partial upgrade process can be operated at normal temperature and pressure by just mixing catalytic reactant with heavy oil/bitumen and turns into heavy fuel oil type product. The full upgrade process using a proprietary catalyst will convert raw heavy oil/oilsand into diesel fuel light oil, synthetic gas and clean sand/coke at normal pressure and moderate temperature (420 degrees Celsius).

Early in 2015 Bayshore and its management started a development program with partners to partial upgrade Alberta bitumen at surface. Early testing indicated that partially upgraded bitumen met pipeline specifications without the need for conventional diluents such as Gas Condensate usually required for transportation and sale of bitumen. This development type work was conducted by Company technical experts receiving various assistance from National Research Council of Canada. The NRCC collaboration ceased in 2016.

The Company does not own, or have a license to, the CCC technology but is collaborating with the inventors to incorporate the CCC technology into the Pilot Project to assess if the upgrading process is commercial.

Based on the current high price differential and the urgency of the oil industry to resolve transportation issue, Bayshore believes the partial upgrading operation is an effective way to expand Bayshore's oil and gas business. The price differential between the heavy oil/bitumen and higher quality oil provides a margin for profit in the partial upgrade business.

Overall Financial Performance

During the three and nine months ended September 30, 2018, the Company recognized income of \$309,714 and \$199,888, respectively (2017 - loss of \$14,035 and loss of \$94,663, respectively). Excluding the derecognition of liabilities of \$617,820 during the third quarter of 2018, the Company incurred a year-to-date loss of \$417,932.

At September 30, 2018, the Company had cash on hand of \$210,497 (December 31, 2017 - \$51,842) and working capital of \$59,777 (December 31, 2017 - deficit of \$923,740).

The Company's Near-Term Financing Strategy

Securing additional sources of debt and equity financing continue to be the top priorities for Bayshore. During the nine months ended September 30, 2018, the Company secured more than \$1.15 million to sustain and position the Company to expand operations. In order to preserve cash and maintain the Company's operations, Bayshore has continued its efforts to manage administrative expenses and reduce ongoing operating costs. If Bayshore is able to raise additional financing it will be able to continue to advance the initiative of demonstrating the commercial viability of the upgrading technology, which Management believes is the greatest growth opportunity for the Company.

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Results of Operations

Financial Highlights	Three Months ended September 30, 2018	Three Months Ended September 30, 2017
Natural gas /liquids other revenue	-	-
Other income	-	-
Operating	(3,351)	-
Technology development	81,676	-
General and administrative	171,217	4,013
Depreciation, amortization and accretion	10,265	2,522
Finance costs	48,299	7,500
Derecognized liabilities	(617,820)	-
Net income (loss)	309,714	(14,035)
Cash used in operating activities	271,689	5,324

Net income/loss and comprehensive income/loss – The Company recognized income of \$309,714 for the three months ended September 30, 2018, as compared to a loss of \$14,035 during the three months ended September 30, 2017.

Summary of Quarterly Results

The following table summarizes key financial and operating information prepared in accordance with IFRS, as applicable to a going concern in Canadian dollars for the three months ended:

	Revenue (Net)	Net Earnings Income/(Loss)	Basic & Fully Diluted \$/Share	Total Assets
2018 – Q3	-	309,714	0.01	720,725
2018 – Q2	-	(75,411)	-	23,219
2018 – Q1	947	(34,414)	-	30,819
2017 – Q4	-	(27,689)	-	64,180
2017 – Q3	-	(14,035)	-	14,259
2017 – Q2	10,650	(20,091)	-	20,012
2017 – Q1	-	(60,537)	-	17,777
2016 – Q4		(54,613)	-	66,573

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Related Party Transactions

At September 30, 2018, the following amounts were owing to directors or a company controlled by a director of Bayshore:

- Accounts payable and accrued liabilities - \$85,400
- Short term loans payables – \$430,400
- Convertible debt (face value) - \$54,833

(1) The other liability is in relation to proceeds received by the Company from a private placement which has been approved by the shareholders and is awaiting approval from the Exchange before common shares of the Company can be issued. Until approval of the private placement is received, the funds received are recorded as a liability in the financial statements.

Key management compensation

Total accrued compensation for the quarter for key management, including officers and directors is detailed below:

Quarter ended September 30,	2018	2017
Salaries and benefits	17,000	10,800
	17,000	10,800

Share Capital

(number of shares)	September 30, 2018	December 31, 2017	December 31, 2016
Common shares	32,360,815	32,360,815	32,360,815
Issuable under Stock options	730,000	1,945,000	2,917,143
Issuable under Warrants	-	1,200,000	3,528,616
Issuable under Convertible Debentures	1,239,503	1,239,503	1,239,503
Fully Diluted Position	34,330,318	36,745,318	40,046,077

Accounting Policies

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument to another entity. Upon initial recognition, all financial instruments, including all derivatives, are recognized on the balance sheet at their fair value. Subsequent measurement is then based on the financial instruments being classified into one of five categories: financial assets and liabilities at fair value through profit and loss, held to maturity investments, loans and receivables, available for sale investments and other financial liabilities. The financial assets and liabilities are classified as follows:

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Cash and cash equivalents are classified at fair value through profit and loss. Gains and losses related to periodic revaluation are recorded in net income.

Accounts receivable are classified as loans and receivables and are initially measured at fair value and subsequently at amortized cost using the effective interest rate method less a provision for impairment.

Accounts payable and accrued liabilities, short-term loan payable and convertible debt are classified as other financial liabilities and are initially measured at fair value and subsequently at amortized cost using the effective interest rate method.

The Company did not recognize any items of other comprehensive income or accumulated other comprehensive income for the quarter ended September 30, 2018 and 2017.

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. Significant financial assets are tested for impairment on an individual basis. All impairment losses are recognized in the statement of operations. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized. For financial assets measured at amortized cost the reversal is recognized in the statement of operations.

Recent accounting pronouncements and adoptions

At the date of these financial statements, the standards and interpretations listed below were issued but not yet effective. The adoption of these standards may result in future changes to existing accounting policies and disclosures. The Company is currently evaluating the impact that these standards will have on results of operations and financial position.

IFRS 9 - Financial instruments was issued in July 2014 (IFRS 9) which replaces IAS 39, “Financial Instruments: Recognition and Measurement”. The standard came into effect for annual periods beginning on or after January 1, 2018. For financial assets, IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, and replaces the multiple rules in IAS 39. For financial liabilities, IFRS 9 retains most of the requirements of IAS 39. In addition, IFRS 9 introduces a new expected credit loss model for calculating impairment of financial assets, replacing the incurred loss impairment model required by IAS 39. The standard also specifies standards for hedge accounting. The Company adopted IFRS 9 in its financial statements for the annual period beginning January 1, 2018 and the adoption did not have a material impact on the Company’s financial statements

IFRS 15 - Revenue from Contracts with Customers was issued in May 2014 (“IFRS 15”), replacing IAS 11, “Construction Contracts” and IAS 18, “Revenue” and several revenue-related interpretations. IFRS 15 establishes a single revenue recognition framework that applies to contracts with customers. The standard requires an entity to recognize revenue to reflect the

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transfer of goods and services for the amount it expects to receive, when control is transferred to the purchaser. Disclosure requirements have also been expanded. The new standard is effective for annual periods beginning on or after January 1, 2018. The standard may be applied retrospectively or using a modified retrospective approach. As the Company currently has no significant revenues, the adoption of this standard did not have a material impact on the financial statements.

IFRS 16 - Leases, which replaces IAS 17 Leases, was issued in January 2016 with effective date January 1, 2019. IFRS 16 requires lessees to recognize most leases on the statement of financial position. The standard provides using a single recognition and measurement model for leases with required recognition of assets and liabilities for most leases. Certain short-term leases (less than 12 months) and leases of low-value assets are exempt from the requirements and may continue to be treated as operating leases. The Company has completed its review and analysis of the lease contracts that fall into the scope of the new standard and determined that there is no impact on the accounting or reporting.

Financial Instruments and Risk Management

The Company is exposed to a number of different financial risks arising from normal course business exposures, as well as the Company's use of financial instruments. These risk factors include market risks relating to credit risk, liquidity risk and market risk.

Fair value

The significance of inputs used in making fair value measurements are examined and classified according to a fair value hierarchy.

- Level 1 fair values are determined by reference to observable inputs such as quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2 fair values are determined using inputs other than quoted prices for which all significant outputs are observable, either directly or indirectly.
- Level 3 fair values are determined using inputs that are unobservable market data.

The carrying values of accounts receivable, accounts payable, accrued liabilities and short-term loans payable approximate their fair values at September 30, 2018 and December 31, 2017 due to their relatively short periods to maturity. Cash is a Level 1 fair value measurement.

The liability component of convertible debt is discounted at the market rate of interest at the reporting date. The market rate is determined by reference to similar liabilities that do not have a conversion option.

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Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's current liabilities, accounts payable and accrued liabilities mature within three months.

The following is a maturity analysis of the Company's financial obligations at September 30, 2018:

	Less than three months	Three months to one year	Beyond one year	Total
Accounts payable and accrued liabilities	206,859	-	-	206,859
Accrued interest payable	17,915			17,915
Short-term loan payable	430,400	-	-	430,400
Convertible debentures	-	195,681	-	195,681
	655,175	195,681	-	850,855

The Company has cash on hand of \$210,497 as of September 30, 2018 available to fund its financial obligations.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, commodity prices, and interest rates will affect the Company's net earnings or the value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns. The Company may utilize financial contracts to manage market risks. All such transactions are conducted in accordance with the risk management policy that has been approved by the Board of Directors.

Foreign currency exchange rate risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. Although substantially all of the Company's petroleum and natural gas sales are denominated in Canadian dollars, the underlying market prices in Canada for petroleum and natural gas are impacted by the changes in the exchange rate between the Canadian and United States dollar. The Company had no forward exchange rate contracts in place as at or during the quarters ended June 30, 2018 and the year ended December 31, 2017.

Commodity price risk

Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for petroleum and natural gas are impacted

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not only by the relationship between the Canadian and United States dollar, as outlined above, but also by world economic events that dictate the levels of supply and demand. The Company had no hedging contracts in place as at or during the quarter ended September 30, 2018.

Interest rate risk

The Company's exposure to interest rate risk is minimal as the Company's short-term loans payable and convertible debt are carried at fixed interest rates, and the Company does not have interest bearing investments generating significant interest revenue.

Commitments

The Company did not have any lease or rental commitments in the third quarter of 2018.

Capital Management

The Company considers its capital structure to include working capital and access to credit as follows.

	September 30, 2018	December 31, 2017
Current assets	714,951	51,842
Current liabilities	(655,174)	(975,582)
Working capital	59,777	(923,740)

Risks and Uncertainties

The petroleum and natural gas industry is subject to numerous risks and uncertainties that can affect the Company's ability to grow and generate cash flows from operations. These risks and uncertainties include, but are not limited to, the following:

- Fluctuations in interest rates, commodity prices and foreign currency exchange rates;
- Capital markets risk and the ability to finance future growth especially from technology;
- Government and regulatory risk in respect of changes to royalty and income tax regimes;
- Economic risk in respect of finding and producing reserves at a reasonable cost, and marketing those reserves;
- Operational risk in respect of availability and cost of drilling and related equipment;
- Seasonal risk in respect of the ability to enter leases and drill wells due to weather conditions; and
- Environmental risk in respect of the ability to remediate sites and remedy spills, releases or emissions of various substances that may be produced in association with the Company's petroleum and natural gas operations.

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While many of these risks are beyond the Company's control and it is impossible to ensure that the Company's exploration initiatives will result in commercial operations, Bayshore strives to minimize the aforementioned risks by:

- Employing management and technical staff and consultants with extensive industry and/or area experience;
- Maintaining an appropriate working capital position to cover the Company's capital and overhead costs;
- Maintaining a low cost structure and a tight cost control system; and
- Maintaining insurance in accordance with industry standards to address the risk of liability for pollution, personal injury, property damage, blow-outs and other hazards.

Additional Information

Additional information about Bayshore Petroleum Corp. is available online at www.sedar.com.