CANADA ENERGY PARTNERS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED JANUARY 31, 2011

Background

The following management discussion and analysis and financial review, prepared as at March 25, 2011, should be read in conjunction with the Company's interim financial statements for the nine months ended January 31, 2011, and audited financial statements for the years ended April 30, 2010 and 2009, and related notes attached thereto. The financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). Except as otherwise disclosed, all dollar figures in this report are stated in Canadian dollars. Additional information relevant to the Company can be found on the SEDAR website at www.sedar.com.

Forward Looking Statements

Certain of the statements made and information contained herein is "forward-looking information" within the meaning of the British Columbia Securities Act. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company and its joint venture partners on its properties and work plans to be conducted. With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things:

- uncertainties relating to receiving well permits in British Columbia;
- the impact of increasing competition in shale gas business;
- unpredictable changes to the market prices for natural gas;
- exploration and developments costs for its properties;
- availability of additional financing or joint-venture partners;
- anticipated results of exploration and development activities;
- the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A, volatility in the market price for natural gas; uncertainties associated with estimating resources; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks, inherent in natural gas extraction operations; fluctuations in currencies and interest rates; incorrect assessments of the value of acquisitions; unanticipated results of exploration activities; competition for, amongst other things, capital, undeveloped lands and skilled personnel; lack of availability of additional financing and/or joint venture partners and unpredictable weather conditions.

Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by law.

Company Overview

Canada Energy Partners Inc. ("the Company" or "Canada Energy" or "CE") is an independent natural gas exploration and development company primarily focused on unconventional resource opportunities in northeast British Columbia. The Company was formed on May 18, 2006, and became a publicly listed entity under symbol "CE" on the TSX Venture Exchange on November 22, 2006. The Company was formed for the purpose of acquiring interests in the Peace River Coalbed Methane ("CBM") Project and became an active explorer in northeast British Columbia.

Canada Energy has accumulated 107 gross sections or approximately 67,918 gross acres of drilling licenses in northeast British Columbia. The Company has three project areas: Peace River, Monias and Moberly. Canada Energy's current focus is the development of the Montney formation on its Peace River Project with its joint venture partner Crew Energy Inc. ("Crew").

Significant Events

During the nine months ended January 31, 2011, and up to the date of this report, the Company:

- reported the drilling and completion of the fracturing and production testing on its Portage 3-12-82-26. The Operator performed a 5-stage fracture treatment comprised of 25 perforated intervals over the 1826m lateral and placement of 1500 tonnes of sand. This is 2.2 times the volume of sand and 2.2 times the perforated intervals as were conducted on the first horizontal well at Peace River, the c-20-E. The Operator reduced the number of frac stages from the original design by expanding the treated interval per frac stage. Over a 16 day flow test period, the well had a peak flow-rate of 4.5 million cubic feet per day and an end rate of 1.2 million cubic feet per day. The Company believes that this end rate was adversely affected by persistent water and sand production and that improved long-term performance is possible;

- reported the re-test results for the Portage 3-12 well, the second horizontal Montney well drilled at Peace River. The original completion and test of the 3-12 occurred in December 2010 with an end-of-test rate of 1.2 million cubic feet per day. The well was re-tested in March 2011 for 48 hours yielding a peak rate of 10 million cubic feet per day ("mmcf/d"), an average rate over the test period of 4.8 mmcf/d and a stabilized end rate of 2.4 mmcf/d. The Portage 3-12 was re-tested as follow-up to the successful re-test of the Portage c-20-E, as announced by the Company on December 13, 2010. These two re-tests appear to confirm the benefits of 'resting' a well for an extended period after initial completion, after which flow capacity improves;

- announced results from extended testing of the Portage c-20-E well. The initial re-test of the Portage c-20-E was prematurely terminated due to safety concerns due to potential metal fatigue associated with the significant pressure drop at surface and extreme cooling. Subsequently, the necessary heating equipment was installed to allow testing of the well to continue with regard to safety. The well was re-opened for a two day flow period, during which the peak flow-rate was 9.7 million cubic feet per day. A stabilized flow rate of 4.4 million cubic feet per day was experienced at the end of the test, with the well performing at an average rate of 6.6 million cubic feet per day for the final two day period. The c-20-E re-test results of 1,100 mcf/d per frac treatment compares very favorably with the Talisman completions on their Farrell Project 5 miles to the north where the fracture treatments from the Upper Montney have averaged 540 mcf/d per fracture treatment. The c-20-E was drilled in the first quarter of 2010 and initially completed in June 2010, testing between 1.7 and 2.7 million cubic feet per day during a ten day test. The lateral length was 1,000 meters and was fraced with four stages. This is approximately half the length and half the sand placement of a typical development well in the area;

- reported the results of an interim reserve study of the Company's Montney lands, performed by GLJ Petroleum Consultants Ltd. ("GLJ"), effective December 31st, 2010. Recent successful drilling by the Company and its JV Partner at Peace River and by Shell adjacent to the Monias property has resulted in the attribution of significant reserves. GLJ ascribed Company interest reserves of 7.65 billion cubic feet equivalent ("BCFe") of proved reserves and proved plus probable reserves ("2P") of 22.01 BCFe on its Montney lands. Company Interest reserves means the Company's working interest share before deduction of royalties and including any royalty interest of the Company. The undiscounted projected net cash flow is estimated to be $17.19 million from the proved reserves and $64.28 million from the 2P reserves. The present value discounted at 10% ("PV10") of the proved reserves is $4.91 million and $19.07 million for the 2P reserves. 77.5% of these 2P reserves were attributable to the Monias property and 22.5% to the Peace River property;

- held the Company's Annual General & Special Meeting, where the Company's shareholders approved all matters. The following matters were approved and have now been implemented by the Board of Directors: Messrs. John Proust, Benjamin Jones, Kyle Burnett, John R. Howard and Pat S. Bolin were elected to the Board of Directors of the Company; the Company's shareholders ratified the Company's Stock Option Plan (the "Plan"), which permits the Company to grant options from time to time for up to 10% of the number of shares outstanding. The shareholders of the Company also approved and ratified the shareholder rights plan (the "Rights Plan"). The Rights Plan has been designed to protect shareholders of the Company from unfair, abusive or coercive take-over strategies, including the acquisition of control of the Company by a bidder in a transaction or series of transactions that does not treat all shareholders equally or fairly, or provide all shareholders an equal opportunity to share in the premium paid on an acquisition of control.

- the Company and Daylight Energy Ltd. ("Daylight") have mutually settled the legal dispute over the Seismic Option Agreement on the Company's Monias Prospect. Under the terms of the settlement, Daylight will be deemed to have earned a 60% working interest in four sections and the 13-30-81-21 wellbore with the Company retaining a 40% working interest in the four sections and the 13-30-81-21 wellbore. Daylight will have no further earning rights in the Monias Prospect. Under the original terms of the Seismic Option Agreement, West Energy Ltd., a company acquired by Daylight in May 2010, had the option to earn a 65% interest in the eight sections comprising the Monias Prospect;

- together with its Joint Venture Partner, purchased 14 gross (7 net) sections of Deep Rights drilling licenses/leases in the Peace River Project area located in the Northeast British Columbia in the May and June 2010 lease sales. This comprises a 20% increase in the Company's Deep Rights land base. The lands purchased are in close proximity to the Company's first horizontal Montney well, the Portage c-20-E, which lies between the Peace River Project and the Talisman/Canbriam Farrell Project;

- received approval from the TSX Venture Exchange (the "Exchange") to commence a normal course issuer bid (the "Bid") to purchase up to 4,121,664 of its common shares ("Shares"), representing 5% of the Company's 82,433,284 issued and outstanding Shares, as at May 28, 2010. Under the Exchange's policies, the Bid commenced on June 4, 2010, and will end on the earlier of June 3, 2011, or at such time as the Bid has been completed or the Bid is terminated at the Company's discretion. The price paid by the Company for any acquired shares will be the market price at the time of acquisition. All shares purchased under the Bid will be cancelled. Funding for the "Bid" will be from the Company's working capital;

Outlook

The Company believes that the initial drilling program conducted by the Operator has confirmed a large in-place gas resource at Peace River and has significantly de-risked the play. The Company owns a 50% working interest in the Peace River CBM gas plant which can be adapted to Montney production with minor modifications. In 2011 the Company will work on the engineering and feasibility of connecting the two Montney wells on Peace River Project to the gas plant as well as further development of its Monias propery exploration. We will monitor gas prices and performance of the CBM Project and move forward if and when gas prices and performance are in proper alignment, and continue to seek additional exploration and acquisition opportunities in northeast BC.

Projects Overview

Joint Venture with Crew Energy Inc.

In March 2008, the Company entered into a joint venture agreement with Crew Energy Inc. (TSX: CR; "Crew Energy" or "JV Partner") to explore the Montney/Doig Formation on Canada Energy's Peace River and Moberly prospects in northeast British Columbia. Crew Energy operates the project and has earned a 50% working interest in the subject lands. Crew has experienced significant success in the Montney formation in northeast British Columbia in their Septimus Project east of Peace River project, having tested the Montney at rates up to 17.6 MMCF/D. CE believes that Crew brings strategic expertise in the Montney to the Joint Venture.

Peace River Project

Crew has completed a 28.5 square mile three-dimensional seismic survey of the Peace River Project in 2008. One Montney well was drilled, cased, and tested in two zones during 2008-09 and is shut-in pending completion. Several prospective deep formations, including the Montney, have been identified in this well and on the three-dimensional seismic survey.

Under the Joint Venture Agreement, the JV Partner has drilled and tested two horizontal wells: Portage c-20-E and Portage 3-12-82-26.

Portage c-20-E

The c-20-E was drilled in the first quarter of 2010 and initially completed in June 2010, testing between 1.7 and 2.7 million cubic feet per day during a ten day test. The lateral length was 1,000 meters and was fraced with four stages. This is approximately half the length and half the sand placement of a typical development well in the area.

The initial re-test of the Portage c-20-E was prematurely terminated due to safety concerns due to potential metal fatigue associated with the significant pressure drop at surface and extreme cooling. Subsequently, the necessary heating equipment was installed to allow testing of the well to continue with regard to safety. The well was re-opened for a two day flow period, during which the peak flow-rate was 9.7 million cubic feet per day. A stabilized flow rate of 4.4 million cubic feet per day was experienced at the end of the test, with the well performing at an average rate of 6.6 million cubic feet per day for the final two day period. The c-20-E re-test results of 1,100 mcf/d per frac treatment compares very favorably with the Talisman completions on their Farrell Project 5 miles to the north where the fracture treatments from the Upper Montney have averaged 540 mcf/d per fracture treatment.

Portage 3-12-82-26

The Operator performed a 5-stage fracture treatment comprised of 25 perforated intervals over the 1,826m lateral and placement of 1,500 tonnes of sand. This is 2.2 times the volume of sand and 2.2 times the perforated intervals as were conducted on the first horizontal well at Peace River, the c-20-E. The Operator reduced the number of frac stages from the original design by expanding the treated interval per frac stage. Over a 16 day flow test period, the well had a peak flow-rate of 4.5 million cubic feet per day and an end rate of 1.2 million cubic feet per day. The Company believes that this end rate was adversely affected by persistent water and sand production and that improved long-term performance is possible.

Due to the difference in results at c-20-E over time, the well was re-tested in March 2011 for 48 hours yielding a peak rate of 10 million cubic feet per day (“mmcf/d”), an average rate over the test period of 4.8 mmcf/d and a stabilized end rate of 2.4 mmcf/d. The Portage 3-12 was re-tested as follow-up to the successful re-test of the Portage c-20-E, as announced by the Company on December 13, 2010. These two re-tests appear to confirm the benefits of ‘resting’ a well for an extended period after initial completion, after which flow capacity improves.

The Company believes that the initial drilling program conducted by the Operator has confirmed a large in-place gas resource at Peace River and has significantly de-risked the play. The Company owns an interest in the Peace River CBM gas plant which can be adapted to Montney production with minor modifications. It is also notable that there remain three untested formations (Doig Siltstone, Doig Phosphate, and Lower Montney) that have been deemed commercial by adjacent operators in the area with large confirmed in-place gas resources.

Talisman Energy Inc. continues to be very active in Montney exploration on their Farrell Project, immediately north of the CE’s Peace River Project and are completing a $300 million 2010 Montney development program. Talisman has drilled a total of 28 Montney wells on the Farrell Project, which is on tectonic and depositional strike with CE’s Peace River Project and have four drilling rigs operating concurrently in the Field. They have stated publicly that they expect to spend $7.5 billion in Montney exploration and development over the next ten years. Talisman’s first Lower Montney horizontal at Farrell is performing commensurately with its Upper Montney wells and completed their first horizontal well in the Doig Phosphate in October 2010.

On December 20, 2010, Talisman announced that it has paired with South African energy and mining giant Sasol Ltd. in a $1.05-billion development agreement for its Farrell Project. Talisman announced that the play has been largely de-risked and production at Farrell Creek is expected to exit this year at between 40-60 mmcfe/d. Talisman's processing facilities at Farrell Creek have been expanded to 120 mmcf/d and the company has secured over 500 mmcf/d of egress capacity from the region. As part of the agreement, the partners have agreed to conduct a feasibility study around the economic viability of a facility in western Canada to convert natural gas to liquid fuels, using Sasol's commercial Gas to Liquids (GTL) technology. This could provide a strategic alternative to traditional North American pipeline or LNG marketing. The outlook for GTL could be very positive if North American natural gas prices continue to decouple from oil prices. The GTL process produces premium, clean liquids fuels.

Canbriam Energy is also active immediately north of the Company's Peace River Project having drilled 3 vertical Montney wells and four horizontal wells. Notably, they have announced excellent results in the Lower Montney of 1 million cubic feet per frac stage. Canbriam has recently announced a Lower Montney test at Farrell of 1 million cubic feet per day per frac stage, with 8 frac stages conducted.

Moberly Prospect

Crew has drilled an initial well on the Moberly Prospect in early 2009. Several prospective deep formations including the Montney have been identified in this well. Casing has been set on the initial well and the well is shut-in pending completion testing.

Aduro drilled a vertical Montney test well one quarter mile east of the Company's Moberly block in Q3 2010 and ran casing on it. The well is shut-in pending testing.

Joint Venture with GeoMet Inc.

Canada Energy is also developing the Peace River CBM Project with Hudson's Hope Gas Ltd., a subsidiary of GeoMet Inc. (NASDAQ: GMET). The 2008 Development Program included the drilling and completion of five (5) new production wells, the connection of three existing wells, construction and installation of gas treating and compression facilities, and a pipeline and connection to Spectra's (formerly Duke Energy's) transcontinental pipeline. Initial dewatering of the eight connected wells began in calendar Q3 & Q4 of 2008. The gas plant/compressor station, pipeline connection, and gathering system were completed in December 2008, and production and gas sales began in January, 2009. In April 2010, the eight producing CBM wells were shut-in.

The decision to shut the wells in was based upon continued monthly operating losses due to low gas prices and a longer than expected dewatering time to obtain gas production rates necessary to generate a positive cash flow. The Company continues to believe that the CBM Project has commercial potential and will put the Project on care and maintenance. The shut-in wells can be restarted in the future upon improvement in the gas prices.

Joint Venture with West Energy Ltd. (acquired by Daylight Energy Ltd.)

On April 1, 2008, the Company announced a joint venture with West Energy Ltd. (TSX:WTL) ("West") on the deep rights of the Company's Monias Prospect. The Company retained all shallow rights to the base of the Nikanassin formation.

Pursuant to the terms of the Agreement, West agreed to conduct an exploration program, the primary purpose of which is to test the potential of the Montney formation. According to the joint venture agreement, West operated the project. The initial program consisted of a three-dimensional seismic project over the majority of the Monias Prospect lands. West drilled and cased one well on the Monias Prospect. The Company had a legal dispute with West as to whether or not West has earned an interest in four sections. Daylight Energy Trust bought West Energy in Q2 2010.

During the period ended January 31, 2011, the Company and Daylight Energy Ltd. ("Daylight") have mutually settled the legal dispute over the Seismic Option Agreement on the Company's Monias Prospect. Under the terms of the settlement, Daylight will be deemed to have earned a 60% working interest in four sections and the 13-30-81-21 wellbore with the Company retaining a 40% working interest in the four sections and the 13-30-81-21 wellbore. Daylight will have no further earning rights in the Monias Prospect and the Company will retain a 100% interest in three remaining sections in the Monias Prospect. The Company also preserved a 35% interest in the eighth section at Monias, which was at risk of expiring, in a licence grouping arrangement with Terra Energy.

The Company owns 5 net sections at Monias, three of which are owned 100% and are adjacent to the Shell acreage. Shell drilled a very successful vertical Montney test 1.5 miles from the Company's lease line in Q4 2009. Logs and cores on the 4-11 showed extraordinary reservoir thickness and quality. In the summer-fall 2010, Shell followed up the 4-11 with five horizontal wells drilled to within 150m - 800m of Canada Energy's lease line. Completion operations were performed on two of the wells in December 2010. These two wells were tested at restricted rates of 7.1 and 6.5 million cubic feet respectively. Completion operations are currently being conducted on the three remaining wells, all of which are even closer to the Company's lease line than the first two horizontal wells. Those results must be released within 30 days of completion and the Company will announce those results. The Company has permitted a drilling location directly offsetting the Shell wells.

Reserves

The Company's Statement of Reserves Data and Other Oil and Gas Information is filed on Sedar website: www.sedar.com

Summary of Financial Results

For the nine months ended January 31, 2011, the Company reported a net loss of $4,633,757 (2010 - $1,212,351) of which loss of $4,646,762 (2010 - $1,189,084) can be attributed to general and administrative expenses, an income of $13,005 (2010 – loss of $23,267) to other items. General and administrative expenses are discussed below in Results of Operations.

Results of Operations

During the nine months ended January 31, 2011, the Company incurred $4,646,762 (2010 - $1,189,084) of general and administrative expenses. Significant expenditures were incurred in the following categories:

- Administrative and management fees of $364,054 (2010 – $353,105) incurred mainly in connection with the Company's Vancouver head office ($199,375) and Baton Rouge operational office ($164,679) management and staff salaries;

- Corporate development expense of $4,000 (2010 - $69,509) consists of fees and expenses paid to a consultant. Decrease in this expense category is due to the termination of the consulting agreement in May 2010;

- Stock based compensation expense of $3,723,465 (2010 - $267,800) is non-cash and represents the estimated fair value of stock options vested during the periods. The stock-based compensation charge was greater in fiscal 2011 due to additional stock options granted and vested during the period. Stock-based compensation expense is accounted for at fair value as determined by the Black Scholes Option Pricing Model using estimates that are believed to approximate the volatility of the trading price of the Company's stock, the expected lives of awards of stock-based compensation, the fair value of the Company's stock and risk-free interest rate;

- Office and miscellaneous expense of $118,824 (2010 - $99,525) includes bank charges, interest on bank loan, office supplies, telephone, insurance, office maintanance, professional fees and dues;

- Rent of $61,480 (2010 - $82,347) includes rent of the Company's offices in Vancouver ($40,745), Baton Rouge ($19,918), and Dallas office ($817). Dallas office rent was discontinued in May 2010;

- Legal expenses of $64,311 (2010 - $47,528). 2011 and 2010 period legal expenses included West litigation costs in addition to legal work related to general corporate activities;

- General exploration of $72,740 (2010 - $74,115) relates to the Company's exploration work on the search of new opportunities;

- Audit and accounting of $56,486 (2009 - $58,129) includes audit, accounting, and tax related fees;

- Professional fees of $45,166 (2010 - $55,796) were paid in connection with corporate activities and professional fees in relation to the audit of Peace River CBM Project joint interest billing.

The Company capitalized $2,515,955 on the Peace River CBM Project, $73,511 on Monias Prospect, and $11,547 on Moberly Prospect during the nine months period ended January 31, 2011. There were no properties written off during the nine months ended January 31, 2011, or in prior years.

Summary of Quarterly Results and Third Quarter of 2011

The following is a summary of the Company's selected financial results for the eight most recently completed quarters. The information has been prepared in accordance with Canadian GAAP.

	2011			2010				2009
	Q3 (January 31, 2011) $	Q2 (October 31, 2010) $	Q1 (July 31, 2010) $	Q4 (April 30, 2010) $	Q3 (January 31, 2010) $	Q2 (October 31, 2009) $	Q1 (July 31, 2009) $	Q4 (April 30, 2009) $
Total assets	91,950,672	92,212,780	92,637,073	92,974,475	92,139,128	92,414,271	92,909,078	94,288,404
Long-term financial liabilities	-	-	-	-	-		-	-
General and administrative expenses	375,610	4,030,078	241,073	309,400	267,780	365,810	555,495	438,049
Net (loss)/income	(370,184)	(4,026,247)	(237,326)	508,834	(263,455)	(396,833)	(552,063)	582,790
Net (loss)/income per common share basic and diluted	(0.00)	(0.05)	0.00	0.00	(0.00)	(0.00)	(0.01)	0.00

Total assets

- decreased by $262,108 during Q3 2011 due to general and administrative expeneses of $370,461 (excluding non-cash items) offset by increase in accounts payable of $102,928.

- decreased by $424,293 during Q2 2011 due to general and administrative expenditures of $301,463 (excluding non-cash items), Issuer Bid share repurchase of $96,138 and decrease in accounts payable of $31,394;

- decreased by $337,402 during Q1 2011 due to general and administrative expenditures of $235,923 (excluding non-cash items) , Issuer Bid share repurchases of $68,970, and decrease in accounts payable of $35,385;

- increased by $835,347 during Q4 2010 mainly due to the shares issued for the acquisition of overriding royalty interest with a fair value of $616,000 and future income tax liability arising from current year acquisitions of $723,776 recorded as acquisition cost of oil and gas interests, offset by the increase in general and administrative expenditures of $310,382 (excluding non-cash items), share repurchases under the Issuer Bid of $97,755, and decrease in accounts payable of $172,559;

- decreased by $275,143 during Q3 2010 due to general and administrative expenditures of 262,357 (excluding non-cash itetms), share repurchase payments of $211,750 offset by increase in accounts payable of $195,511;

- decreased by $494,807 during Q2 2010 due to general and administrative expenditures of $355,934 (excluding non-cash items), share-repurchase payments of $45,445, and decrease in accounts payable of $98,280;

- decreased by $1,379,326 during Q1 2010 due to general and administrative expenditures of $328,895 excluding non-cash stock based compensation and decrease in accounts payables of $1,042,564;

General and administrative expenses

- excluding effect of non-cash stock-based compensation expense of $3,723,465 booked in Q2 2011, the increase of $68,998 in Q3 2011 compared to Q2 2011 is mainly due to increase in travel, general exploration, and professional fees related to the corporate activities;

- increase of $3,789,005 in Q2 2011 compared to Q1 2011 is mainly due to $3,723,465 increase in stock-based compensation for the stock options granted and vested during the Q2 2011;

- there were no significant fluctuations in individual expenses categories during Q1 2011;

- there were no significant fluctuation in individual expenses categories during Q4 2010;

- decrease of $98,030 in Q3 2010 compared to Q2 2010 is mainly due to $41,200 decrease in non-cash stock based compensation as there were no stock options vested during Q3 2010;

- decrease of $189,688 in Q2 2010 compared to Q1 2010 is mainly due to the decrease of $226,600 in non-cash stock based compensation for the stock options vested during Q2 2010;

- increase of $117,446 in Q1 2010 compared to Q4 2009 is mainly due to $220,384 increase in stock based compensation for the stock options granted during the Q1 2010 offset with $61,483 decrease in professional fees due to decrease in corporate activities;

Net loss

- there were no significant fluctuations in individual expense categories during Q1, Q2 and Q3 2011 except those described in General and Administrative expenses section of this report;

- Q4 2010 net loss included non-cash future income tax recovery of $759,174 and $54,794 gain recognized due to the change in fair value of the Company's asset-backed commercial papers in addition to general and administrative expenses discussed above;

- there were no significant fluctuations in individual expese categories during Q2 and Q3 2010 except those descirebed in General and Administrative expenses section of this report;

- Q4 2009 net loss included non-cash future income tax recovery of $1,445,641 due to the tax rate reduction effect on the Company's future income tax liability and $470,934 loss recognized on the a further impairment charge of the Company's asset-backed commercial paper investment in addition to general and administrative expenses discussed above.

Liquidity and Capital Resources

As at January 31, 2011, the Company had a positive working capital of $1,315,921 compared to a positive working capital of $4,986,195 as at April 30, 2010.

As at the date of this MD&A, the Company has a positive working capital of approximately $1.3 million, including cash of $2.7 mil less bank loan and accounts payable of $1.4 million. The working capital does not include the Company's investment in ABCP fair valued at $946,788 (face value $1,708,118).

As at January 31, 2011, the Company had cash and cash equivalents of 2,759,712, accounts receivable, prepaids, and deposits of $109,739 being available to cover the Company's short-term liabilities of $1,553,530.

During the nine-month period ended January 341, 2011, the Company recorded interest income of $12,992 (2010 – loss of $22,012) from its short-term investments. The Company funded its operations during 2011 and 2010 mostly from its existing working capital. The Company is dependent on the equity markets as its major source of future development and exploration activities.

The Company does not know of any trends, demand, commitments, events or uncertainties that will result in, or that are reasonably likely to result in, its liquidity either materially increasing or decreasing at present or in the foreseeable future. Material increases or decreases in liquidity are substantially determined by the success or failure of the development and exploration programs.

Operating Cash Flow

Net cash used in operating activities during the nine months ended January 31, 2011, was $872,552 (2010 - $704,132). Cash used for operating activities, net of non-cash items and interest received from investment in ABCP, consists primarily of the operating loss from the general and administrative expenditures of $886,153 (2010 - $897,204) and decrease in cash for changes in non-cash working capital balances of $13,601 (2010 – $193,072).

Financing Activities

Financing activities required cash of $165,108 (2010 – $273,045) for the repurchase of its' 291,500 common shares (2010 – 443,000) according to the Issuer Bid share repurchase. There was no inflow of capital from financing activities during the nine-month periods ended January 31, 2011 and 2010.

Investing Activities

Investing activities required cash of $2,588,769 during the nine-month period ended January 31, 2011, compared to $1,952,461 used during the same period of the fiscal 2010. Significant increase in the Company's investing activities during the period ended January 31, 2011, was mainly due to the purchase by the Company together with its Joint Venture Partner of additional drilling licenses/leases in the Peace River Project area and additional extended testing at the company's Peace River project.

Outstanding Share Data

As of January 31, 2011, the Company had 82,255,784 common shares and 7,667,500 stock options outstanding.

During the nine months ended January 31, 2011, the Company received approval from the TSX Venture Exchange (the "Exchange") to commence a normal course issuer bid (the "Bid") to purchase up to 4,121,664 of its common shares ("Shares"), representing 5% of the Company's 82,433,284 issued and outstanding Shares, as at May 28, 2010. Under the Exchange's policies, the Bid will commence on June 4, 2010 and will end on the earlier of June 3, 2011, or at such time as the Bid has been completed or the Bid is terminated at the Company's discretion. The price paid by the Company for any acquired shares will be the market price at the time of acquisition. All shares purchased under the "Bid" will be cancelled. Funding for the "Bid" will be from the Company's working capital.

On October 8, 2010, the Company granted incentive stock options for the purchase of up to 7,667,500 common shares of the Company at a price of $0.63 per share for a five year period to certain directors, employees, and consultants of the Company.

As at the date of this report, the Company repurchased 291,500 common shares for $165,108 during the nine months ended January 31, 2011. There are currently 82,255,784 common shares and 7,667,500 stock options outstanding. The Company does not have any warrants issued and outstanding.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements

Related Party Transactions

Director of the Company provides management and advisory services pursuant to a consulting agreement, for consideration of $12,000 plus HST per month. In addition, pursuant to the agreement, a private company controlled by the Director provides administrative, accounting and the services of a chief financial officer to the Company in consideration of a monthly fee of $12,075. Included in administrative and management services are $199,375 and in audit and accounting is $17,100 of fees incurred by the Company according to the agreement.

As at January 31, 2011, accounts receivable, prepaids and deposits included $18,848 of advances made to a private company controlled by a Director of the Company.

Director of the Company was the original geologist that staked leases comprising of Peace River Project, Monias and Moberly prospects in which the Company acquired interests. Upon acquisitions of working interests in these lands, the Company's working interest is subject to the overriding royalty interests which range from 0.775% to 1% payable to the CEO.

The related party transactions incurred during the period were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed by the related parties.

Contractual Commitments

a) The Company has committed to rent office space for the following annual amounts:

Unit	Commencement Date	Term	$/ month	Fiscal 2011	Fiscal 2012	Fiscal 2013
Vancouver #1501 – 885 W. Georgia St.	March 1, 2011	August 31, 2012	2,979	8,735	35,748	11,916
Vancouver #1521 - 885 W. Georgia St.	March 1, 2011	August 31, 2012	1,342	4,026	16,104	5,368
BatonRouge, Louisiana	April 1, 2010	March 31, 2013*	US$1,800	US$3,600*	-	-

**The office lease agreement can be terminated by Lessee after April 1, 2011, and before March 31, 2013, with 120 day written notification to Lessor. Total commitment shown is to March 30, 2011.*

b) Mineral properties commitments are disclosed in Note 3 of the Company's unaudited interim financial statements for the nine months ended January 31, 2011.

c) Asset retirement obligations are disclosed in Note 4 of the Company's unaudited interim financial statements for the nine months ended January 31, 2011.

Financial Instruments

The Company designated its financial instruments as follows:

a) Cash and cash equivalents are classified as *"Held-for-trading"*. The fair value of the Company's cash and cash equivalents are classified as Level 1 within the fair value hierarchy established by CICA section 3862.

b) Accounts receivable are classified as *"Loans and Receivables"*. The recorded values of receivables approximate their current fair value because of their nature and respective maturity dates or durations.

c) Investments in Master Asset Vehicle II notes are discussed in Note 6 of the financial statements.

d) Accounts payable and accrued liabilities are classified as *"Other Financial Liabilities"*. The Company believes that the recorded values of accounts payable and accrued liabilities approximate their current fair value because of their nature and respective maturity dates or durations.

e) The Company's non-revolving bridge loan is classified as *"Other Financial Liabilities"*. The fair value of the loan equal to the principal amount drawn and is classified as Level 2 within the fair value hierarchy established by CICA section 3862.

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The Company manages risks to minimize potential losses. The main objective of the Company's risk management process is to ensure that the risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash, cash equivalents and accounts receivable. Management's assessment of the Company's risk for cash is low as it is attributable to cash held in major banks. The Company limits its exposure to credit loss by placing its cash with major financial institutions and invests only in short-term obligations.

A portion of the Company's accounts receivable and prepaids consists of harmonized sales tax (HST) due from the Federal Government of Canada. The remaining part of Company's accounts receivable and prepaids consists of receivables from customers in the energy industry, receivables from purchasers of the Corporation's natural gas, and other miscellaneous receivables and prepaids and are subject to normal industry credit risk. To date, the Company has not experienced any collection issues with its oil and natural gas partner.

Credit risk with respect to investments in Canadian Asset-Backed Commercial Paper ("ABCP") is discussed in Note 6 of the Company's unaudited interim financial statements for the nine months ended January 31, 2011.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to evaluate current and expected liquidity requirements under both normal and stressed conditions to ensure that it maintain sufficient reserves of cash and cash equivalents or have an available credit facility to meet its liquidity requirements in the short and long term. As the industry in which the Company operates is very capital intensive, the majority of the Company's spending is related to its capital programs. The Company prepares annual budgets, which are regularly monitored and updated as considered necessary.

The Company's short-term financial liabilities are comprised of accounts payable and accrued liabilities which have expected maturities of less than one year and the bank loan which is secured by the Company's investment in ABCP, resulting in their current classification on the balance sheet.

As at January 31, 2011, the Company had cash and cash equivalents balance of $2,759,712 to settle current liabilities of $1,553,530. The Company intends to settle these with funds from its positive working capital position.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, foreign exchange risk and price risk.

a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate as a result of changes in market interest rates. The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions and investments included in the Company's cash and cash equivalents are subjects to a floating rate of interest. If the interest rate on the Company's cash and cash equivalents held at the financial institutions decreased by 1%, the Company's net income would have decreased by approximately $27,597.

The interest rate risks on cash and on the Company's obligations are not considered significant.

The Company is exposed to interest rate risk to the extent that the Company's loan is subject to a floating rate of interest. If the interest rate on the Company's floating rate bank loan increased by 1%, the Company's net income would have decreased by approximately $13,761.

b) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movement in the level of the stock market.

Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatility. The supply and demand for natural gas, the level of interest rates, the rate of inflation, investment decisions by large holders of commodities can all cause significant fluctuations in commodity prices. The Company closely monitors commodity prices or resources, individual equity movements, and the stock market to determine the appropriate course of actions to be taken by the Company.

c) Foreign exchange risk

The Company incurs operating expenses and capital expenditures mostly in Canadian dollars. The Company's exposure to assets and liabilities denominated in foreign currencies is nominal. Accordingly, the Company does not have a significant exposure to losses arising from fluctuations in exchange rates.

The additional risks to which the Company is exposed are described below.

Risk Factors

The Company's operations and results are subject to a number of different risks at any given time. These factors, include but are not limited to disclosure regarding exploration, additional financing, project delay, titles to properties, price fluctuations and share price volatility, operating hazards, insurable risks and limitations of insurance, management, and regulatory requirements, environmental regulations risks. Exploration for gas and CBM resources involves a high degree of risk. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess.

Substantial Capital Requirements

The Company anticipates that it will make substantial capital expenditures for the acquisition, exploration, development, and production of CBM reserves in the future. If the Company's revenues or reserves decline, the Company may have limited ability to expend the capital necessary to undertake or complete future drilling programs. There can be no assurance that debt or equity financing, or cash generated by operations will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Company. Moreover, future activities may require the Company to alter its capitalization significantly. The inability of the Company to access sufficient capital for its operations could have a material adverse effect on the Company's financial condition, results of operations or prospects.

Environmental Risks

All phases of the gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and provincial and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with oil and gas operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

The discharge of gas, water or other pollutants into the air, soil or water may give rise to liabilities to foreign governments and third parties and may require the Company to incur costs to remedy such discharge. No assurance can be given that environmental laws will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Company's financial condition, results of operations or prospects.

Water Disposal

The coal beds from which CBM gas is produced frequently contain water that may hamper the Company's ability to produce gas in commercial quantities or affect the Company's profitability.

Unlike conventional natural gas production, coal beds frequently contain water that must be removed in order for the gas to desorb from the coal and flow to the well bore. The Company's ability to remove and dispose of sufficient quantities of water from the coal seam will determine whether or not the Company can produce gas in commercial quantities. The cost of water disposal may affect the Company's profitability.

Where water produced from the Project fails to meet the quality requirements of applicable regulatory agencies or wells produce water in excess of the applicable volumetric permit limit, the Company may have to shut in wells, reduce drilling activities, or upgrade facilities. The costs to dispose of this produced water may increase if any of the following occur:

- the Company cannot obtain future permits from applicable regulatory agencies;
- water of lesser quality is produced;
- wells produce excess water; or
- new laws and regulations require water to be disposed of in a different manner.

Reliance on Operators and Key Employees

The Company is not the operator on all of its prospects and may not be the operator of certain gas properties in which it acquires an interest. To the extent the Company is not the operator of its gas properties; the Company will be dependent on such operators for the timing of activities related to such properties and will largely be unable to direct or control the activities of the operators. The operator may incur liability for liens related to its subcontractors. If subcontractors fail to timely pay for materials and services, the assets of the operator could be subject to materialmen's and workmen's liens. In that event, the operator could incur excess costs in discharging such liens.

In addition, the success of the Company will be largely dependent upon the performance of its management and key employees. The Company does not have any key man insurance policies, and therefore there is a risk that the death or departure of any member of management or any key employee could have a material adverse effect on the Company.

Conflicts of Interest

Certain of the directors and officers of the Company are also directors and officers of other oil and gas companies involved in natural resource exploration and development, and conflicts of interest may arise between their duties as officers and directors of the Company and as officers and directors of such other companies. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as apply under the Business Corporations Act.

Permits, Licenses and Government Regulations

Governmental permits and approvals for drilling operations must be obtained for the Project, which can be a costly and time consuming process and result in restrictions on operations.

Regulatory authorities exercise considerable discretion in the timing and scope of permit issuance. Requirements imposed by these authorities may be costly and time consuming and may result in delays in the commencement or continuation of exploration or production operations. For example, GeoMet as the operator of the Project will often be required to prepare and present to federal, provincial or local authorities data pertaining to the effect or impact that proposed exploration for or production of gas may have on the environment. Further, the public may comment on and otherwise engage in the permitting process, including through intervention in the courts. Accordingly, the permits that are needed may not be issued, or if issued, may not be issued in a timely fashion, or may involve requirements that restrict the ability to conduct the operations on the Project or to do so profitably.

Oil and gas exploration is subject to significant regulation. Changes in these regulations may have a material adverse impact on the Company’s operations.

Title Matters

Although title reviews on the Company's property interests will be done or have been done to the satisfaction of management of the Company, such reviews do not guarantee or certify that an unforeseen defect in the chain of title will not arise to defeat the interests of the Company. Such defects in title could result in a reduction of the possible revenue to be received by the Company. In addition, the Company's properties which are held in the form of licences, leases and/or working interests in licences and leases may be adversely affected if the holder of the licence or lease fails to meet the specific requirements of a licence or lease. There can be no assurance that any of the obligations required to maintain such licences or leases will be met. The termination or expiration of such licences, leases or working interests in licences or leases may have a significant material adverse effect on the Company's results of operations and business.

Aboriginal Land Claims

Many lands in British Columbia are or could become subject to aboriginal lands claim to title, which could adversely affect the Company's title to its properties. While the Company actively consults with all groups which may be adversely affected by the Company's activities, including aboriginal groups, there can be no assurance that satisfactory agreements can be reached.

Additional Funding Requirements

Since the production at the Peace River Project is in its early stage, the Company is still dependant on the equity markets as its major source of operating working capital. From time to time, the Company may require additional financing in order to carry out its acquisition, exploration and development activities. Failure to obtain such financing on a timely basis could cause the Company to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations.

If the Company's revenues from its reserves decrease as a result of lower gas prices or otherwise, it will affect the Company's ability to expend the necessary capital to replace its reserves or to maintain its production. There can be no assurance that additional debt or equity financing will be available to meet these requirements or available on favorable terms.

Company Not the Operator of the Peace River and Moberly Projects

The Company is not the operator of the Projects and will have limited or no control over the Projects. More specifically, the Company will have limited or no control over the following: the timing of the drilling and recompleting of wells; the timing and amounts of production; and the development and operating costs.

Issuance of Debt

From time to time, the Company may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed partially or wholly with debt, which may increase the Company's debt levels above industry standards. The Company's Articles do not limit the amount of indebtedness that the Company may incur. The level of the Company's indebtedness from time to time could impair the Company's ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

Availability of Drilling Equipment and Access Restrictions

CBM exploration and development activities are dependent on the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for such limited equipment or access restrictions may affect the availability of such equipment to the Company and may delay exploration and development activities.

International Financial Reporting Standards ("IFRS")

In February 2008, the Canadian Accounting Standards Board announced 2011 as the changeover date for publicly-listed companies to use IFRS, replacing Canadian generally accepted accounting principles ("GAAP"). The specific implementation is set for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011, will require restatement for comparative purposes of amounts reported by the Company for the year ended April 30, 2011.

The Company has completed its analysis of significant differences between Canadian GAAP and IFRS. The Company concluded that there is no significant accounting policy difference between Canadian GAAP and IFRS. The Company will monitor on-going transactions throughout the year and will disclose any difference between the treatment of the transactions under Canadian GAAP and IFRS.

Investor Relations Activities

Mr. John Proust, a Director of the Company, coordinates investor relations activities.

Additional Information and Continuous Disclosure

Additional information on the Company is available through regular filings of press releases and financial statements on SEDAR (www.sedar.com) and on the Company's website at www.canadaenergypartners.com