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MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") of Spartan Energy Corp. ("Spartan" or the "Company") was prepared on, and is dated as at November 12, 2014 and is management's assessment of the Company's financial and operating results for the quarter ended September 30, 2014. This MD&A should be read in conjunction with the financial statements of the Company for the quarter ended September 30, 2014 with the notes related thereto and the audited financial statements and related notes for the period ended December 31, 2013. All financial measures are expressed in Canadian dollars unless otherwise indicated. The interim financial statements were prepared under International Accounting Standard (IAS) 34 interim Financial Reporting as issued by the international Accounting Standards Board, which is within Part 1 of the Canadian Institute of Chartered Accountants handbook, which itself is within the framework of International Financial Reporting Standards (IFRS). The results for the interim periods are not necessarily indicative of the results to be expected for any future period, or for the fiscal year ended December 31, 2014. Additional information on the financial statements, this MD&A and other factors that could affect the company's operations and financial results are included in reports, including the Company's Annual Information Form, on file with Canadian securities regulatory authorities and may be accessed through the SEDAR website (www.sedar.com).

REPORTING ENTITY

Spartan Energy Corp. ("Spartan", the "Company" or the "Corporation") is an Alberta incorporated oil and natural gas exploration and production company whose business activities are focused in Western Canada. The interim consolidated financial statements of the Company as at and for the three and nine months ended September 30, 2014 are comprised of the Company and its wholly-owned subsidiaries Renegade Petroleum (North Dakota) Ltd. and Petro Uno Resources Ltd. – North Dakota, which were incorporated under the laws of the State of North Dakota. The Company's head office address is Suite 500, 850 – 2nd Street SW, Calgary, Alberta T2P 0R8. The Corporation is listed on the Toronto Stock Exchange under the symbol "SPE".

BASIS OF PRESENTATION

This MD&A compares the results of the three months ended September 30, 2014 ("Q3 2014") to the three months ended September 30, 2013 ("Q3 2013") as well as the nine months ended September 30, 2014 and the nine months ended September 30, 2013. The terms "third quarter of 2014" and "same period of 2013" or similar terms are used throughout this document and refer to the three month periods ended September 30, 2014 and 2013, respectively.

READER ADVISORIES

BOE Disclosure

The term barrels of oil equivalent ("BOE") may be misleading, particularly if used in isolation. A BOE conversion ratio of six thousand cubic feet per barrel (6mcf/bbl) of natural gas to barrels of oil equivalence is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. All BOE conversions in the report are derived from converting gas to oil in the ratio mix of six thousand cubic feet of gas to one barrel of oil.

Forward Looking Statements

Certain information included in this MD&A constitutes forward-looking information under applicable securities legislation. Forward-looking information typically contains statements with words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "propose", "project" or similar words suggesting future outcomes or statements regarding an outlook. Forward-

looking information in this MD&A may include, but is not limited to, planned drilling and completion activities, future production levels and the completion of asset acquisitions.

The forward-looking statements contained in this MD&A are based on certain key expectations and assumptions made by Spartan, including expectations and assumptions concerning the success of future drilling, development and completion activities, the performance of existing wells, the performance of new wells, the availability and performance of facilities and pipelines, the geological characteristics of Spartan's properties, the successful application of drilling, completion and seismic technology, prevailing weather and break-up conditions, commodity prices, royalty regimes and exchange rates, the application of regulatory and licensing requirements, the availability of capital, labour and services, the creditworthiness of industry partners and the satisfaction of all conditions to the closing of the asset acquisitions.

Although Spartan believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because Spartan can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, risks associated with the oil and gas industry in general (e.g., operational risks in development, exploration and production; the uncertainty of reserve estimates; the uncertainty of estimates and projections relating to production, costs and expenses, and health, safety and environmental risks), constraint in the availability of services, commodity price and exchange rate fluctuations, adverse weather or break-up conditions and uncertainties resulting from potential delays or changes in plans with respect to exploration or development projects or capital expenditures. These and other risks are set out in more detail in Spartan's Annual Information Form for the year ended December 31, 2013.

Forward-looking information is based on a number of factors and assumptions which have been used to develop such information but which may prove to be incorrect. Although Spartan believes that the expectations reflected in its forward looking information are reasonable, undue reliance should not be placed on forward-looking information because Spartan can give no assurance that such expectations will prove to be correct. In addition to other factors and assumptions which may be identified in this MD&A, assumptions have been made regarding and are implicit in, among other things, the timely receipt of any required regulatory approvals (including Court and shareholder approvals) and the satisfaction of all conditions to the completion of the transaction. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which have been used.

The forward-looking information contained in this MD&A is made as of the date hereof and Spartan undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless required by applicable securities laws. The forward looking information contained in this MD&A is expressly qualified by this cautionary statement.

NON-IFRS MEASURES

Certain financial measures referred to in this MD&A, such as funds flow from operations and funds flow from operations per share, are not prescribed by IFRS. Funds flow from operations is calculated based on cash flows from operating activities before changes in non-cash working capital, transaction costs and decommissioning obligation expenditures incurred. Funds flow from operations per share is calculated using weighted average shares outstanding consistent with the calculation of net income (loss) per share. Spartan uses funds flow from operations to analyze operating performance and leverage, and considers funds flow from operations to be a key measure as it demonstrates the Company's ability to generate cash necessary to fund future capital investments and repay debt. Spartan's determination of funds flow from operations, on an absolute and per share basis, may not be comparable to that reported by other companies.

The following table reconciles funds flow from operations to cash flow from operating activities, which is the most directly comparable measure calculated in accordance with IFRS:

(\$ thousands)	For the three months ended September 30,			For the nine months ended September 30,		
	2014	2013	% change	2014	2013	% change
Cash flow from operating activities	48,606	1,701	2,757	43,115	5,500	684
Transaction costs	353	-	n/a	3,489	-	n/a
Decommissioning obligation expenditures	-	-	n/a	-	-	n/a
Changes in non-cash working capital	(20,452)	693	(3,051)	9,367	541	1,631
Funds flow from operations	28,507	2,394	1,091	55,971	6,041	827

Net debt is calculated as bank debt plus current liabilities (excluding bank debt and adjusted for derivative contracts) less current assets. The following table reconciles bank debt (an IFRS measure) to net debt (a non-IFRS measure):

(\$ thousands)	September 30, 2014	December 31, 2013
Bank debt	60,321	-
Current assets	(31,276)	(19,933)
Current liabilities (excluding bank debt)	52,952	1,079
Derivative contracts	(3,213)	(33)
Net Debt	78,784	(18,887)

This MD&A also contains other industry benchmarks and terms, total market capitalization (defined as net debt plus total outstanding common shares multiplied by the period end market price per share) and operating netbacks (calculated on a per unit basis as oil, gas and natural gas liquids revenues, less royalties, transportation, operating costs and realized loss (gain) on derivative contracts), which are not recognized measures under IFRS. Management believes that in addition to net income (loss) and cash flow from operating activities, funds flow from operations, net debt, total market capitalization and operating netbacks are useful supplemental measures as they provide an indication of Spartan's operating performance, leverage and liquidity. Investors should be cautioned, however, that these measures should not be construed as an alternative to both net income (loss) and cash flow from operating activities, which are determined in accordance with IFRS, as indicators of Spartan's performance.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that material information is gathered and reported to senior management to permit timely decisions regarding public disclosure. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Venture issuers are not required to provide representations in their annual and interim filings relating to the establishment and maintenance of DC&P and ICFR, as defined in National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"). In particular, the CEO and CFO do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The Company ceased to be a venture issuer on July 9, 2014 as a result of the listing of its common shares on the Toronto Stock Exchange. The Company is currently in the process of developing and implementing NI 52-109 compliance DC&P and ICFR, which will be completed by December 31, 2014.

RESULTS OF OPERATIONS

Third Quarter Highlights:

- Achieved record average production of 7,399 boe/d, comprised of 93% oil and liquids, a 16% increase over the previous quarter.
- Delivered an operating netback of \$45.40 per boe and a corporate netback of \$41.89 per boe, after realized hedging losses of \$7.24 per boe. Excluding the hedging losses, the Company's operating netback was \$52.64 per boe and corporate netback was \$49.13 per boe.
- Generated record quarterly funds flow from operations of \$28.5 million, a 17% increase over the second quarter, with funds flow per share of \$0.11 per basic share and \$0.10 per diluted share.
- Reduced net G&A expense to \$2.09 per boe, down 33% from the second quarter.
- Drilled 27.1 net wells in the quarter and brought 17 net wells on production.
- Closed asset acquisitions in southeast Saskatchewan of approximately 1,280 boe/d for gross proceeds of approximately \$130.5 million.
- Maintained a strong balance sheet, with net debt at the end of the quarter of approximately \$79 million and available liquidity in excess of \$170 million.

Production

For the three month period ended September 30, 2014, Spartan achieved average total production of 7,399 boe/d compared to 805 boe/d for the same period in 2013, an 820 percent increase. Average production for the nine months ended September 30, 2014 of 4,906 boe/d was 479 percent higher than production for the nine months ended September 30, 2013 of 848 boe/d. The increase in average total production is a result of additional production from the Company's corporate and resource property acquisitions in 2014 as well as a successful 2014 development drilling program. Spartan completed the Area 5 asset acquisition in February 2014 and then acquired Renegade Petroleum Ltd. on March 31, 2014. In the third quarter of 2014, Spartan completed four additional asset acquisitions adding approximately 1,280 boe/d. As at September 30, 2014, Spartan had drilled 36 (32.2 net) wells in 2014. Of these 32.2 net wells, 19.7 were on production by the end of the third quarter.

	For the three months ended September 30,			For the nine months ended September 30,		
	2014	2013	% change	2014	2013	% change
Crude Oil (bbls/d)	6,802	495	1,274	4,437	470	844
Natural Gas (mcf/d)	2,509	1,857	35	2,093	2,267	(8)
Liquids (bbls/d)	179	-	n/a	120	-	n/a
Total (boe/d)	7,399	805	820	4,906	848	479

Oil and Gas Sales / Gain on Acquisition

Oil and gas sales for the three month period ended September 30, 2014 increased 1,186 percent to \$59.3 million from \$4.6 million for the three month period ended September 30, 2013. For the nine months ended September 30, 2014, sales increased 861 percent to \$120.2 million from \$12.5 million for the same period in the prior year. The increase in revenues is due to added production volumes from the Company's 2014 corporate and resource property acquisitions and a successful 2014 development drilling program.

Sales are impacted by production levels and volatility in commodity pricing. Production levels are impacted by decline rates and the Company's capital program and asset acquisitions. Commodity prices are affected by both domestic and international factors that are beyond the control of the Company.

Spartan recorded a gain on acquisition of \$15 million related to the Area 5 properties acquired during the nine months ended September 30, 2014. This acquisition was accounted for as a business combination using the acquisition method.

(\$ thousands, except per boe amounts)	For the three months ended September 30,			For the nine months ended September 30,		
	2014	2013	% change	2014	2013	% change
Oil and gas sales by product:						
Light crude oil	57,569	4,145	1,289	115,601	10,374	1014
Natural gas	880	465	89	2,835	2,136	33
Natural gas liquids	831	0	n/a	1,753	-	n/a
Total oil and gas sales	59,280	4,610	1,186	120,189	12,510	861
Total oil and gas sales (\$/boe) ⁽¹⁾	87.09	62.27	40	89.75	54.05	66
Gain on acquisition	-	-	-	15,000	-	n/a

(1) Prior to realized derivative contracts

Commodity Pricing

All of Spartan's crude oil was sold into the spot market during the three and nine month periods ended September 30, 2014. Spartan's realized price for its light crude oil and NGLs in the third quarter of 2014 was \$90.94/bbl compared to a realized price of \$90.99/bbl for the same period of 2013. For the nine months ended September 30, 2014, the Company's realized price for its light crude oil and NGLs was \$94.34 compared to the 2013 year-to-date realized price of \$80.87/bbl. The Company realized a gas price of \$3.81/mcf for the three months ended September 30, 2014 compared to \$2.72/mcf in the same period of 2013 and a realized price of \$4.96/mcf for the nine months ended September 30, 2014 compared to \$3.45/mcf for the same period of 2013.

Spartan's production is sold in Canada and is sensitive to commodity price variation and changes in the Canada/U.S. currency exchange rate as well as quality price differentials. Spartan's price realizations are influenced by changes to various crude benchmarks, including, but not limited to, Canadian LSB at Cromer Manitoba. Commodity prices are affected by both domestic

and international factors that are beyond the control of the Company. In addition, prices received for crude oil and NGLs are determined by the quality of the crude compared to a benchmark price for light oils.

	For the three months ended September 30,			For the nine months ended September 30,		
	2014	2013	% change	2014	2013	% change
Average Benchmark Prices						
Crude oil – WTI (US\$ per bbl)	97.17	105.82	(8)	99.61	98.15	1
Crude oil – WTI (CDN\$ per bbl)	105.76	109.91	(4)	109.00	100.51	8
Crude oil – Cromer LSB (35 API) (\$ per bbl)	95.70	104.02	(8)	99.19	93.75	6
Natural gas – AECO-C Spot (\$ per mcf)	4.03	2.43	66	4.78	3.00	59
Exchange rate – (US/CAD)	0.92	0.96	(5)	0.91	0.98	(6)
Spartan's Average Realized Prices						
Crude oil and natural gas liquids (\$ per bbl) ⁽¹⁾	90.94	90.99	-	94.34	80.87	17
Natural gas (\$ per mcf) ⁽¹⁾	3.81	2.72	40	4.96	3.45	44

(i) Prior to realized derivative contracts

Royalties

Royalty payments are made to the owners of the mineral rights on leases, which include provincial governments and freehold landowners, as well as to other third parties by way of contractual overriding royalties. Overriding royalties are generally paid to third parties where Spartan has entered into agreements to earn an interest in their mineral rights by investing capital in their property. Royalties also include the Saskatchewan resource surcharge royalty. As Saskatchewan revenues vary, this cost is expected to fluctuate in direct correlation.

For the three months ended September 30, 2014, total royalties were \$9.4 million compared to \$0.8 million for the same period of 2013. The Company's average royalty rate for the three months ended September 30, 2014 was 16 percent of sales compared to 18 percent for the same period of 2013. For the nine months ended September 30, 2014, royalties were \$20.3 million or 17 percent of sales as compared to \$2.1 million or 17 percent of sales for the same period in 2013. Royalties increased for the three and nine months ended September 30, 2014 compared to the same periods of 2013 as a result of the additional oil and gas sales from the Company's 2014 corporate and resource property acquisitions and successful 2014 development drilling program. Royalties decreased as a percentage of revenue for the three and nine months ended September 30, 2014, compared to the same period of 2013, due to the increase in oil and gas sales from wells in Saskatchewan that are eligible for crown royalty incentives offered in the province.

Oil and gas sales generated in Saskatchewan are also subject to the Saskatchewan resource surcharge royalty. Wells drilled prior to October 1, 2002 are subject to a 3.0% surcharge on all oil and gas sales while wells drilled after September 30, 2002 are charged at a rate of 1.7% on all oil and gas sales. By acquiring some producing oil and natural gas wells drilled after September 30, 2002 in the Company's 2014 corporate and resource property acquisitions, the Company further reduced its corporate royalty rate for the three and nine months ended September 30, 2014.

(\$ thousands, except per boe amounts)	For the three months ended September 30,			For the nine months ended September 30,		
	2014	2013	% change	2014	2013	% change
Royalties	9,381	844	1,011	20,275	2,080	875
\$ per boe	13.78	11.40	21	15.14	8.99	68
% of oil and gas sales	16	18	(11)	17	17	-

Financial Derivative Instruments

As at September 30, 2014, the Company had the following crude oil commodity contracts in place with multiple counterparties:

Period	Commodity	Contract	Quantity Contracted	Contract Price ⁽¹⁾
January 2014 – December 2014	Crude Oil	Swap	500 bbls/d	CAD \$91.00/bbl
January 2014 – December 2014	Crude Oil	Swap	500 bbls/d	CAD \$91.00/bbl
January 2014 – December 2014	Crude Oil	Swap	500 bbls/d	CAD \$91.05/bbl
January 2014 – December 2014	Crude Oil	Swap	500 bbls/d	CAD \$91.20/bbl
January 2014 – December 2014	Crude Oil	Swap	1,000 bbls/d	CAD \$91.70/bbl
January 2014 – December 2014	Crude Oil	Swap	1,000 bbls/d	CAD \$96.00/bbl

(1) NYMEX WTI monthly average converted to Canadian dollars.

As at September 30, 2014, the Company had the following natural gas commodity contract in place:

Period	Commodity	Contract	Quantity Contracted	Contract Price
April 1, 2014 – Dec 31, 2014	Natural Gas	Swap	700 gj/day	CAD \$3.58

(1) AECO – C Spot monthly average.

The following table summarizes the realized and unrealized gains and losses on the Company's financial derivative contracts for the three and nine months ended September 30, 2014 and 2013.

(\$ thousands)	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
Realized gain (loss) on derivative contracts	(4,931)	(110)	(12,317)	139
Unrealized gain (loss) on derivative contracts	10,848	(193)	15,012	(632)
Gain (loss) on derivative contracts	5,917	(303)	2,695	(493)

The fair value of the Company's derivative contracts was a mark to market liability of \$3.2 million at September 30, 2014. This amount is classified as a current liability on the Company's consolidated interim statements of financial position.

Operating & Production Costs

Operating and production costs (including transportation costs) totaled \$14.1 million or \$20.67/boe for the three months ended September 30, 2014 as compared to \$0.9 million or \$12.16/boe in the third quarter of 2013. For the nine months ended September 30, 2014, operating and production costs totaled \$25.9 million or \$19.31/boe compared to \$3.2 million or \$13.62/boe for the same period in the prior year. Operating and production costs increased for the three and nine months ended September 30, 2014 compared to the same periods of 2013 as a result of additional oil and gas properties acquired in the Company's 2014 corporate and resource property acquisitions. Operating and production costs increased on a per boe basis due to challenging weather conditions faced in the third quarter of 2014, an increase in well workover and facility turnaround expenditures and increased per barrel operating and production costs associated with assets acquired during the quarter.

Wet weather in the third quarter of 2014 made for a challenging operating environment with the Company incurring additional operating expenses for water damage and water pumping due to flooding. Third quarter operating and production costs also included maintenance expenditures allocated to the acquired assets to maintain existing levels of production. Insufficient maintenance capital had been allocated to the assets prior to Spartan's acquisition of these properties. These assets were considered non-core by their vendors and projects had been halted during their sale processes. Following the completion of the resource property acquisitions, Spartan proactively identified a number of wells as workover candidates and completed several of these projects in the third quarter. These workovers increased operating and production costs in the third quarter but also contributed to an increase in the Company's base production. The Company also incurred additional expenditures for facility turnarounds in the third quarter. Facility turnarounds generally occur in the third quarter after the spring break up period. Spartan does not expect these same levels of expenditures in the fourth quarter of 2014 or the first two quarters of 2015. In addition, the Company experienced increases in associated fixed operating costs from the facilities acquired in the third quarter of 2014 in the form of additional electrical, utilities and property tax costs. However, the acquisition of these facilities is expected to lower operating and production costs moving forward as the Company continues to execute its development drilling program and experiences lower transportation, processing and water handling costs on new production volumes.

	For the three months ended September 30,			For the nine months ended September 30,		
(\$ thousands, except per boe amounts)	2014	2013	% change	2014	2013	% change
Operating and production costs	14,071	900	1,463	25,854	3,153	720
Operating and production costs per boe (\$)	20.67	12.16	70	19.31	13.62	42

General and Administrative Expenses

During the third quarter of 2014, G&A, net of capitalized and overhead recovery amounts, was \$1.4 million or \$2.09/boe as compared to the quarter ended September 30, 2013 where G&A expenses were \$0.2 million or \$3.12/boe. Gross G&A expenses prior to the effects of capitalized and overhead recoveries amounts were \$3.4 million or \$5.01/boe as compared to the quarter ended September 30, 2013 where gross G&A expenses were \$0.3 million or \$4.49/boe.

For the nine months ended September 30, 2014, G&A, net of capitalized and overhead recovery amounts was \$3.7 million, or \$2.75/boe, as compared to the 2013 amounts of \$1.0 million, or \$4.20/boe. Gross G&A expenses prior to the effects of capitalized and overhead recoveries amounts were \$7.6 million or \$5.70/boe for the nine months ended September 30, 2014 as compared to 2013 where gross G&A expenses were \$1.3 million, or \$5.79/boe.

G&A expenses increased for the three and nine months ended September 30, 2014 compared to the same period in the prior year as a result of an increase in staff and systems as a result of the acquisition of Renegade Petroleum Ltd. on March 31, 2014. G&A expenses decreased on a per boe basis due to the increase in sales volumes and the increase in the level of capital activity and capital expenditures in the third quarter of 2014 resulting in increased capital overhead recoveries. The Company has also focused on increasing efficiencies and reducing corporate overhead costs.

	For the three months ended September 30,			For the nine months ended September 30,		
(\$ thousands, except per boe amounts)	2014	2013	% change	2014	2013	% change
Gross general and administrative expenses	3,410	332	927	7,627	1,340	469
Less - recoveries	(1,492)	(101)	1,377	(2,117)	(368)	475
Less - capitalized	(495)	-	n/a	(1,833)	-	n/a
General and administrative expenses	1,423	231	516	3,677	972	278
Net general and administrative expenses (\$/boe)	2.09	3.12	(33)	2.75	4.20	(35)
Gross general and administrative expenses (\$/boe)	5.01	4.49	12	5.70	5.79	(2)

Interest Expense

Interest expense, net of interest income, for the three month period ended September 30, 2014 was \$1.0 million compared to \$0.1 million for the same period of 2013. Interest expense, net of interest income, for the nine months ended September 30, 2014 was \$2.1 million compared to \$0.4 million for the same period of 2013. The increase in interest expense was due to the higher average bank debt outstanding as a result of debt assumed as part of the acquisition of Renegade Petroleum Ltd. on March 31, 2014. Spartan had \$60.3 million drawn on its credit facility at September 30, 2014.

	For the three months ended September 30,			For the nine months ended September 30,		
(\$ thousands, except per boe amounts)	2014	2013	% change	2014	2013	% change
Interest expense	967	131	638	2,095	403	420

Depletion and Depreciation

For the third quarter of 2014, depletion and depreciation expense was \$24.9 million or \$36.58/boe as compared to the quarter ended September 30, 2013 in which the expense was \$1.4 million or \$18.69/boe. For the nine months ended September 30, 2013, depletion and depreciation expense was \$45.7 million or \$34.14/boe as compared to the 2013 expense of \$4.2 million or \$18.05/boe. The increase in depletion and depreciation expense is due to additional oil and gas properties acquired from the Company's 2014 corporate and resource property acquisitions.

(\$ thousands, except per boe amounts)	For the three months ended September 30,			For the nine months ended September 30,		
	2014	2013	% change	2014	2013	% change
Total depletion and depreciation	24,897	1,384	1,699	45,714	4,177	994
Depletion and depreciation (\$/boe)	36.58	18.69	96	34.14	18.05	89

Income taxes

As at September 30, 2014 the Corporation had approximately \$749 million of tax pools and losses available to reduce future taxable income.

(\$thousands of dollars)	September 30, 2014
COPGE	335,014
CDE	116,716
CEE	11,861
FEDE	6
UCC	81,486
CEC	255
Share issue costs	28,039
Tax losses	176,076
Total	749,453

Funds Flow from Operations and Net Income (Loss)

For the three months ended September 30, 2014, funds flow from operations increased by 1,091 percent to \$28.5 million compared to \$2.4 million during the same period of 2013. Basic and diluted funds flow from operations per share for the quarter were \$0.11 per share and \$0.10 per share respectively compared to \$0.04 per basic and diluted share during the same period of 2013. For the nine months ended September 30, 2014, funds flow from operations increased by 827 percent to \$56.0 million compared to \$6.0 million during the same period of 2013. Basic and diluted funds flow from operations per share for the nine months ended September 30, 2014 were \$0.28 per share and \$0.25 per share respectively compared to \$0.10 per basic and diluted share during the same period of 2013. The increase in funds flow from operations and funds flow from operations per share is a result of the additional cash flows generated from the assets acquired in the Company's 2014 corporate and resource property acquisitions as well as additional production and cash flows from the Company's successful 2014 development drilling program. Spartan completed the Area 5 asset acquisition in February 2014 and then acquired Renegade Petroleum Ltd. on March 31, 2014, adding approximately 5,600 boe/d from these two acquisitions. In the third quarter of 2014, Spartan completed an additional four asset acquisitions adding approximately 1,280 boe/d. As at September 30, 2014, Spartan had drilled 36 (32.2 net) wells in 2014. Of these 32.2 net wells, 19.7 were on production by the end of the third quarter.

The Company realized net income of \$6.1 million in the third quarter of 2014 compared to net income of \$0.8 million for the same period of 2013. Basic and diluted net income per share for the quarter was \$0.02 compared to a basic and diluted net income per share of \$0.01 during the three months ended September 30, 2013. The Company realized net income of \$22.5 million, or \$0.11 per basic share and \$0.10 per diluted share, for the nine months ended September 30, 2014 compared to a net loss of \$0.0 million, or nil per basic and diluted share, in the same period of 2013.

(\$ thousands)	For the three months ended September 30,			For the nine months ended September 30,		
	2014	2013	% change	2014	2013	% change
Funds flow from operations	28,507	2,394	1,091	55,971	6,041	827
Funds flow from operations per basic share	0.11	0.04	175	0.28	0.10	180
Funds flow from operations per diluted share	0.10	0.04	150	0.25	0.10	150
Net income (loss)	6,123	802	663	22,480	(49)	45,978
Net income (loss) per basic share	0.02	0.01	100	0.11	-	n/a
Net income (loss) per diluted share	0.02	0.01	100	0.10	-	n/a

The following table summarizes the netbacks on a per boe basis for the three and nine months ended September 30, 2014 and 2013.

(\$ per boe)	For the three months ended September 30,			For the nine months ended September 30,		
	2014	2013	% change	2014	2013	% change
Oil and gas sales price	87.09	62.27	40	89.75	54.05	66
Realized gain (loss) on derivative contracts	(7.24)	(1.49)	386	(9.20)	0.60	(1,633)
Net realized oil and gas sales price	79.85	60.78	31	80.55	54.65	47
Royalties	(13.78)	(11.40)	21	(15.14)	(8.99)	68
Production costs	(20.67)	(12.16)	70	(19.31)	(13.62)	42
Operating netback	45.40	37.22	22	46.10	32.04	44
General and administrative expenses	(2.09)	(3.12)	(33)	(2.75)	(4.20)	(35)
Interest expense	(1.42)	(1.77)	(20)	(1.56)	(1.74)	(10)
Corporate netback	41.89	32.33	30	41.79	26.10	60

Summary of Quarterly Results

Below is summarized quarterly information for the last eight quarters:

Quarterly Summaries (\$ thousands, except per boe and per share amounts)	September 30, 2014	June 30, 2014	March 31, 2014	December 31, 2013
Production (boe/d)	7,399	6,396	850	664
Average realized price (\$/boe) – excluding derivatives	87.09	94.59	76.52	52.64
Oil and gas sales	59,280	55,056	5,853	3,216
Net income (loss)	6,123	1,357	15,000	(1,718)
Earnings per share - basic	0.02	0.01	0.15	(0.07)
Funds flow from operations	28,507	24,371	3,095	884
Funds Flow from operations per share - basic	0.11	0.11	0.03	0.10

Quarterly Summaries (\$thousands of dollars, except per boe amounts)	September 30, 2013	June 30, 2013	March 31, 2013	December 31, 2012
Production (boe/d)	805	835	900	770
Average realized price (\$/boe) – excluding derivatives	62.27	54.66	45.05	47.95
Oil and gas sales	4,610	4,153	3,647	3,398
Net income (loss)	802	(873)	22	(118)
Earnings per share - basic	0.01	(0.01)	-	-
Funds flow from operations	2,394	1,846	1,802	990
Funds Flow from operations per share - basic	0.04	0.03	0.03	0.02

Since commencing operations after the recapitalization of Alexander Energy Ltd. on December 10, 2013, Spartan's current management team has significantly grown the Company's asset and production base through a combination of successful development drilling and accretive acquisitions. In just nine months, Spartan's production has grown from 664 boe/d in the fourth quarter of 2013 to 7,399 boe/d in the third quarter of 2014. Funds flow from operations has increased from \$3.1 million in the fourth quarter of 2013 to \$28.5 million in the third quarter of 2014. Spartan has also amassed a significant land base in southeast Saskatchewan with an extensive inventory of drilling locations that position the Company for future growth. With a shift in the Company's product mix in 2014 (now 93% oil and natural gas liquids), the Company's average realized price has increased significantly from the fourth quarter of 2013 to the third quarter of 2014 which, along with the increase in production, has contributed to the increase in oil and gas sales over the period.

Capital expenditures

The following table details the cash capital additions relating to the Company's property, plant and equipment and exploration and evaluation assets for the three and nine months ended September 30, 2014 and 2013:

(\$ thousands)	For the three months ended September 30,			For the nine months ended September 30,		
	2014	2013	% change	2014	2013	% change
Drilling & Completions	26,458	44	60,032	33,020	1,699	1,843
Equipment & Facilities	6,276	320	1,861	8,228	1,122	633
Land & Seismic	1,370	54	2,437	2,102	129	1,529
Other	510	-	n/a	1,848	147	1,157
Total capital expenditures - excluding acquisitions	34,614	418	8,181	45,198	3,097	1,359
Acquisitions	129,829	-	n/a	162,329	-	n/a
Total capital expenditures - including acquisitions	164,443	418	39,240	207,527	3,097	6,601

Drilling and completions costs for the three months ended September 30, 2014 were \$26.5 million compared to \$44 thousand for the same period in 2013. For the nine months ended September 30, 2014, Spartan incurred \$33.0 million in drilling and completions costs compared to \$1.7 million for the nine months ended September 30, 2013. As at September 30, 2014, Spartan had drilled 36 (32.2 net) wells in 2014. Of these 32.2 net wells, 19.7 were on production by the end of the third quarter with the remaining wells expected to be completed and brought on production in the fourth quarter of 2014. In addition, the Company drilled two vertical wells in southeast Saskatchewan in the second quarter of 2014 testing an exploration play.

Spartan incurred \$6.3 million in equipment and facilities capital expenditures in the third quarter of 2014 in the form of new well equipping and tie-in costs, well optimizations, well re-activations and facility upgrade projects. For the nine months ended September 30, 2014, equipment and facilities capital expenditures totaled \$8.3 million. Land and seismic costs for the three and nine months ended September 30, 2014 were \$1.4 million and \$2.1 million respectively as the Company continues to expand its land position in its core areas and de-risk future drilling locations by adding to its extensive seismic coverage.

CAPITALIZATION AND CAPITAL RESOURCES

The Corporation's objective when managing capital is to maintain a capital structure which allows the Company to execute its growth strategy through strategic acquisitions and expenditures on exploration and development activities, while maintaining a strong financial position. The Company evaluates its ability to carry on business as a going concern on a quarterly basis. The Company considers its capital structure to include share capital and net debt (defined as current assets less current liabilities, excluding the fair value of derivative contracts). Spartan manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company's objective is met by retaining equity to guard against the possibility that cash flows from assets will not be sufficient to meet future cash flow requirements. In order to maintain or adjust the capital structure, the Company may adjust capital spending, issue new shares, issue new debt or repay existing debt to manage current and projected debt levels. The Company is not subject to any externally imposed restrictions on capital.

Spartan manages and monitors its capital structure and short-term financing requirements using the ratio of net debt to funds flow from operations. Funds flow from operations is calculated based on cash flows from operating activities before changes in non-cash working capital, transaction costs from acquisitions and decommissioning obligation expenditures incurred. This metric is used to monitor the Company's overall debt position and monitor the strength of the Company's statement of financial position. The Company's net debt to annualized funds flow from operations ratio for the third quarter of 2014 was 0.7 times.

Share Capital

	For the three months ended September 30,		For the nine months ended September 30,	
	2014	2013	2014	2013
Weighted average outstanding common shares⁽¹⁾				
Basic	262,420,942	63,935,129	196,702,861	62,810,906
Diluted	287,939,818	63,935,129	221,767,007	62,810,906
As at September 30, 2014				
Common shares			262,575,280	
Warrants ⁽²⁾			33,759,525	
Common share options ⁽³⁾			8,845,000	

(1) Per share information is calculated on the basis of the weighted average number of common shares outstanding during the period. Diluted per share information reflects the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common shares. Diluted per share information is calculated using a method which assumes that any proceeds received by the Company upon the exercise of in-the-money stock options or warrants plus unamortized share-based compensation expense would be used to buy back common shares at the average market price for the period.

(2) All of the warrants were exercisable at September 30, 2014

(3) None of the options to purchase common shares were exercisable at September 30, 2014.

Spartan's total capitalization as at September 30, 2014 is as follows:

(\$ thousands)	Amount
Net debt ⁽¹⁾	78,784
Market capitalization ⁽²⁾	932,142
Total capitalization as at September 30, 2014	1,010,926

(1) Excludes derivative contracts.

(2) As at September 30, 2014, the closing market price of Spartan Energy Corp. shares was \$3.55 per share and there were 262,575,280 shares outstanding.

Liquidity

As at September 30, 2014, the Company had available a \$250 million (December 31, 2013 - \$13.25 million) syndicated revolving demand credit facility with six Canadian chartered banks. The credit facility bears interest on a grid system which ranges from bank prime plus 1.0 percent to bank prime plus 4.5 percent depending on the Company's debt to EBITDA ratio (as defined by the lender) ranging from less than or equal to 1:1 to greater than 3.5:1. The amount of the facility is subject to a borrowing base test performed at least annually, primarily based on reserves, using commodity prices estimated by the lender, as well as other factors.

The credit facility provides that advances may be made by way of direct prime rate loans, USBR loans, LIBOR Loans, bankers' acceptances, letters of credit or letters of guarantee. The facility is secured by a \$1.0 billion debenture and a general security agreement over all the petroleum and natural gas assets of the Company. As at September 30, 2014, the Company had \$60.3 drawn on the facility, excluding the letter of guarantee discussed below.

As at September 30, 2014, the Company had a letter of guarantee outstanding in the amount of \$2.7 million (December 31, 2013 - \$2.5 million) against the credit facility.

The next borrowing base review is scheduled to occur on or before May 31, 2015.

On an ongoing basis, Spartan will typically utilize three sources of funding to finance its capital expenditure program; internally generated cash flow from operations, debt where deemed appropriate and new equity issues if available on favourable terms. When financing corporate acquisitions, the Company may also assume certain future liabilities. In addition, the Company may adjust its capital expenditure program depending upon commodity price outlook.

The Company's investment selection process is based on risk analysis to ensure capital expenditures balance the objectives of immediate cash flow growth (development activity) and future cash flow from the discovery of reserves (exploration). This careful prospect selection process can yield consistent and efficient results. The Company focuses its activity in a small number of core areas and concentrates on play types with which management is familiar, allowing it to leverage off its experience and knowledge in these areas. The Company will consider the use of farmouts to minimize risk on plays it considers higher risk.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any special purpose entities nor is it a party to any off-balance sheet arrangements.

USE OF ESTIMATES AND JUDGMENTS

The preparation of financial statements requires management to make certain judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Management reviews estimates and assumptions on a continual basis and makes changes to such estimates based on historical experience, and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accordingly, the impact of these estimates, assumptions and judgments are subject to management uncertainty, and the effect on the financial statements in future periods could be material. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected. Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the interim consolidated financial statements are outlined in the Company's annual consolidated financial statements for the year ended December 31, 2013.

CHANGE IN ACCOUNTING POLICIES

There have been no changes in accounting policies from the audited consolidated financial statements and notes thereto for the year ended December 31, 2013 except as noted below.

In May 2013, the IASB issued International Financial Reporting Interpretation Committee (IFRIC) 21 Levies. This clarifies that an entity recognizes a liability for a levy when the activity that triggers payment occurs. The Company is not currently subjected to significant levies so the impact on the Company is not material.

IAS 32, Financial Instruments: Presentation, has been amended to clarify the requirements for offsetting financial assets and liabilities. The amendments clarify that the right to offset must be available on the current date and cannot be contingent on a future event. The adoption of this standard had no impact on the amounts recorded in the Company's interim financial statements.

IAS 36 Impairment of Assets - IAS 36 was amended in May 2013 to reduce the circumstances in which the recoverable amount of CGUs is required to be disclosed and clarify the disclosures required when an impairment loss has been recognized or reversed in the period. The amendments require retrospective application and were adopted by the Company on January 1, 2014. The adoption of this standard had no impact on the amounts recorded in the Company's interim financial statements.

BUSINESS RISKS

Spartan is engaged in the exploration, development and production of crude oil and natural gas. There are a number of risks facing participants in the Canadian oil and gas industry. Some of the risks are common to all businesses while others are specific to the sector. Operationally, the Company faces risks that are associated with finding, developing, and producing oil and gas reserves. These include risks associated with drilling and completion, reservoir performance uncertainties, access to processing facilities, environmental factors, and regulatory, environment and safety concerns. Financial risks associated with the petroleum industry include fluctuations in commodity prices, interest rates, currency exchange rates, access to capital markets, and the cost of goods and services.

Spartan attempts to mitigate these risks by employing highly qualified people, utilizing sound operating and business practices, and evaluating all potential and existing wells using the latest applicable technology. Spartan complies with government regulations and has in place an up-to-date emergency response test. Environment and safety policies and standards are adhered to. Decommissioning liabilities are recognized upon acquisition, construction, development and/or normal use of the assets. Spartan maintains property and liability insurance coverage. The coverage provides a reasonable amount of protection from risk of loss; however, not all risks are foreseeable or insurable.

The following reviews the general and specific risks and includes Spartan's approach to managing these risks.

Prices, Markets and Marketing of Crude Oil and Natural Gas

Oil and natural gas are commodities whose prices are determined based on world demand, supply and other factors, all of which are beyond the control of the Company. World prices for oil and natural gas have fluctuated widely in recent years. Any material decline in prices could result in a reduction of net production revenue. Certain wells or other projects may become uneconomic as a result of a decline in world oil prices and natural gas prices, leading to a reduction in the volume of the Company's oil and gas reserves. The Company might also elect not to produce from certain wells at lower prices. All of these factors could result in a material decrease in the Company's future net production revenue, causing a reduction in its oil and gas acquisition and development activities. In addition, bank borrowings available to the Company are in part determined by the borrowing base of the Company. A sustained material decline in prices from historical average prices could limit or reduce the Company's borrowing base, therefore reducing the bank credit available to the Company, and could require that a portion of any existing bank debt of the Company be repaid.

In addition to establishing markets for its oil and natural gas, the Company must also successfully market its oil and natural gas to prospective buyers. The marketability and price of oil and natural gas, which may be acquired or discovered by the Company, will be affected by numerous factors beyond its control. The Company will be affected by the differential between the price paid by refiners for light quality oil and the grades of oil produced by the Company. The ability of the Company to market its natural gas may depend upon its ability to acquire space on pipelines, which deliver natural gas to commercial markets. The Company will also likely be affected by deliverability uncertainties related to the proximity of its reserves to pipelines and processing facilities and related to operational problems with such pipelines and facilities and extensive government regulation relating to price, taxes, royalties, land tenure, allowable production, the export of oil and natural gas and many other aspects of the oil and natural gas business. The Company has limited direct experience in the marketing of oil and natural gas.

Risk Management

Spartan may, from time to time, enter into physical hedges or financial derivative instruments in order to manage its commodity price risk.

Exploration Risk

Oil and natural gas exploration involves a high degree of risk and there is no assurance that expenditures made on future exploration by the Company will result in new discoveries of oil or natural gas in commercial quantities. It is difficult to project the costs of implementing an exploratory drilling program due to the inherent uncertainties of drilling in unknown formations, the costs associated with encountering various drilling conditions such as over pressured zones and tools lost in the hole, and changes in drilling plans and locations as a result of prior exploratory wells or additional seismic data and interpretations thereof.

In addition, oil and gas operations are subject to the risks of exploration, development and production of oil and natural gas properties, including encountering unexpected formations or pressures, premature declines of reservoirs, blow-outs, cratering, sour gas releases, fires and spills. Losses resulting from the occurrence of any of these risks could have a materially adverse effect on future results of operations, liquidity and financial condition.

Spartan attempts to minimize finding risk by ensuring that:

- the majority of its prospects have multi-zone potential;
- its activity is focused in core regions where management's expertise and experience are greatest;
- the number of wells drilled is large enough to increase the probability of statistical success rates;

- working interests are targeted at over 50 percent in new prospects; and
- geophysical techniques are utilized where appropriate.

Investment Risk Profile

The Company's investment selection process is based on risk analysis to ensure capital expenditures balance the objectives of immediate cash flow growth (development activity) and future cash flow from the discovery of reserves (exploration). This careful prospect selection process can yield consistent and efficient results. The Company focuses its activity in a small number of core areas and concentrates on play types with which management is familiar, allowing it to leverage off its experience and knowledge in these areas. The Company will consider the use of farmouts to minimize risk on plays it considers higher risk.

Production

Beyond exploration risk, there is the potential that the Company's oil and natural gas reserves may not be economically produced at prevailing prices. Spartan minimizes this risk by generating exploration prospects internally, targeting high quality products and attempting to operate the associated project. Operational control allows the Company to control costs, timing, method and sales of production. Production risk is also minimized by concentrating exploration efforts in regions where facilities and infrastructure are Spartan owned, or the Company can control the future development of new facilities and infrastructure.

Reserve Estimates

Estimates of economically recoverable oil and natural gas reserves (including natural gas liquids) and the future net cash flows there from are based upon a number of variable factors and assumptions, such as commodity prices, projected production from the properties, the assumed effects of regulation by government agencies and future operating costs. All of these estimates may vary from actual results. Estimates of the recoverable oil and natural gas reserves attributable to any particular group of properties, classifications of such reserves based on risk of recovery and estimates of future net revenues expected there from, may vary. The Company's actual production, revenues, taxes, development and operating expenditures with respect to its reserves may vary from such estimates, and such variances could be material.

Financial and Liquidity Risks

The Company anticipates that it will make substantial capital expenditures for the acquisition, exploration, development and production of oil and natural gas reserves in the future. On an ongoing basis, Spartan will typically utilize three sources of funding to finance its capital expenditure program; internally generated funds flow from operations, debt where deemed appropriate and new equity issues if available on favourable terms.

Cash flow is influenced by factors, which the Company cannot control, such as commodity prices, the US/Cdn exchange rate, interest rates and changes to existing government regulations and tax policies. Should circumstances affect cash flow in a detrimental way, the Company may have limited ability to expend the capital necessary to undertake or complete future drilling programs. In such circumstances, Spartan would be required to either reduce the level of its capital expenditures or supplement its capital expenditure program with additional debt and/or equity financing. There can be no assurance that debt or equity financing will be available or sufficient to meet these requirements 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.

Issuance of Debt

From time to time, the Company may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed partially or wholly with debt, which may increase the Company's debt levels above industry standards. Neither the Company's articles nor its by-laws 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.

Environmental and Safety Risks

There are potential risks to the environment inherent in the business activities of the Company. Spartan has developed and implemented policies and procedures to mitigate environmental, health and safety (EH&S) risks. These policies and procedures are designed to protect and maintain the environment, and public and employee safety, with respect to all corporate operations on behalf of shareholders, employees and the public at large. The Company mitigates environmental and safety risks by maintaining its facilities, complying with all provincial and federal environmental and safety regulations and maintaining adequate insurance.

Inflation Risks

Inflation risks subject the Company to potential erosion of product netbacks. For example, increasing domestic prices for oil and natural gas production equipment and services can inflate the costs of operations.

Competitive Industry Conditions

The oil and gas industry is highly competitive. The Company's competitors for the acquisition, exploration, production and development of oil and natural gas properties, and for capital to finance such activities, include companies that have greater financial and personnel resources available to them than the Company.

The Company actively competes for reserve acquisitions, exploration leases, licences and concessions and skilled industry personnel with a substantial number of other oil and gas companies, many of which have significantly greater financial resources than the Company. The Company's competitors include major integrated oil and natural gas companies, income trusts and numerous other independent oil and natural gas companies and individual producers and operators.

The Company attempts to mitigate competitive risks through the pursuit of strategic farmins and the internal generation of its own exploration prospects. The goal of these efforts is to build a quality inventory of undeveloped lands and drillable prospects that can fuel future growth.

Supply of Service and Production Equipment

The supply of service and production equipment at competitive prices is critical to the ability to add reserves at a competitive cost and produce these reserves in an economic and timely fashion. In periods of increased activity these services and supplies can become difficult to obtain. 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. The Company attempts to mitigate this risk by developing strong long term relationships with suppliers and contractors and maintains an appropriate inventory of production equipment.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

Spartan is obligated to pay various costs associated with operations in the normal course of business. These costs include royalties paid to the Alberta and Saskatchewan governments, surface and mineral lease rentals to various landowners, and abandonment and reclamation costs. These costs are highly dependent on the future operating environment and are subject to changes in commodity prices, ownership, production volumes and government policies.

The Company has lease commitments for office premises that expire in 2018. Future minimum lease payments, including operating costs, are as follows:

As at September 30, 2014 (\$ thousands)	Amount
Less than one year	1,752
Between one and five years	4,235
Total commitment	5,987

OUTLOOK

Spartan is committed to delivering top quartile growth while maintaining manageable corporate declines. We have continued to develop our suite of opportunities on our extensive asset base in southeast Saskatchewan, where we have currently identified in excess of 500 open hole horizontal locations and more than 75 locations in the emerging frac Midale play. The Company's balance sheet remains strong, with approximately \$79 million of net debt at the end of the quarter against a credit facility of \$250 million and a net debt to annualized quarterly cash flow ratio of 0.7x.

Spartan is well positioned to thrive in a lower oil price environment as a result of our leading capital efficiencies, a low base decline of approximately 23% and a strong balance sheet that will provide the opportunity to pursue additional growth through accretive acquisitions. We have modeled our asset base at lower commodity prices and believe that, by spending within cash flow, we can organically grow production at our targeted rate of 15% to 20% at a WTI price as low as US\$75, while keeping our debt to cash flow ratio below 0.8x. At US\$70 WTI, we anticipate that we can meet our target growth rate while maintaining a debt to cash flow ratio below 1.0x. A more detailed sensitivity analysis can be found in our updated corporate presentation which is available on our website at www.spartanenergy.ca. Formal 2015 budget guidance is expected to be provided in late December or early January.