

PROBE RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
As of May 31, 2009

This Management Discussion and Analysis was prepared on July 30, 2009.

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Management's Discussion and Analysis should be read in conjunction with the audited consolidated financial statements for the year ended August 31, 2008 and the unaudited interim financial statements for the nine months ended May 31, 2009. Barrel of oil equivalent ("boe") amounts have been calculated using a conversion rate of six thousand cubic feet of natural gas to one barrel of oil ("6:1") unless otherwise stated. The audited consolidated financial statements and financial data contained in the MD&A have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") in Canadian currency.

Forward Looking Statements

Certain statements contained in this Management's Discussion and Analysis may constitute forward-looking statements. 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", "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 Management's Discussion and Analysis should not be unduly relied upon by investors. These statements speak only as of the date of this Management's Discussion and Analysis and are expressly qualified, in their entirety, by this cautionary statement.

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In particular, this Management's Discussion and Analysis contains forward-looking statements pertaining to the following:

- i. capital expenditure programs;
- ii. treatment under governmental regulatory and taxation regimes; and
- iii. expectations regarding the Company's ability to raise capital and to continually add to reserves through development.

With respect to forward-looking statements contained in this Management's Discussion and Analysis, the Company has made assumptions regarding, among other things:

- iv. 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 management discussion and analysis:

- v. geological, technical, drilling and processing problems;
- vi. liabilities and risks, including environmental liabilities and risks, inherent in oil and natural gas operations;
- vii. incorrect assessments of the value of acquisitions;
- viii. competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel; and
- ix. the other factors referred to under "Risk Factors".

The forward-looking statements or information contained in this Management's Discussion and Analysis are made as of July 30, 2009, and the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable securities laws.

Success in the junior oil and gas sector is measured by a Company's ability to raise funds and the ability to secure properties of merit. Not all of these factors are within management's control. The ability to raise funds is in part dependent on the state of the junior resource stock market, which in turn is dependent on the economic climate, oil and gas prices and perceptions as to which way the market is headed. The ability to secure properties of merit is in large part dependent on management's contacts and the vitality of the sector.

The financial statements have been prepared on a going concern basis which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. Should the Company be unable to continue as a going concern it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due.

The Company's ability to continue as a going concern is dependent upon its ability to discover economically recoverable reserves, to bring such reserves into production and attain profitable operations, and to obtain financing from third parties sufficient to meet current and future

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obligations. These financial statements do not reflect the adjustments or reclassification of assets and liabilities which would be necessary if the Company were unable to continue its operations.

The Company is still in the development stage and will require additional capital in the form of debt or equity to compete its business plans.

Description of Business

Probe Resources Ltd. (the “Company”) is a public company listed and publicly traded on the TSX Venture Exchange, incorporated under the British Columbia Business Corporations Act on November 15, 1988. At May 31, 2009, the Company was in the development stage as an oil and natural gas company, owning interests in two oil and natural gas producing properties and interests in six federal oil and natural gas blocks located in the United States Gulf of Mexico.

The management of the Company actively seeks investment and/or joint venture opportunities that are attractive to the current shareholders and that will create long term value for its shareholders.

Discussion of Gulf of Mexico Operations

- A. High Island 115 – During the year ended August 31, 2007, the Company acquired a 33.574% working interest (25.1875% net revenue interest) in an oil and natural gas lease and well located in the High Island area of the Gulf of Mexico by way of a Farmout Agreement dated June 1, 2007 and amended July 16, 2007. Consideration for the acquisition was \$583,495 (US\$550,000) and 33.574% of all costs except for certain well costs of which the Company’s share is 46.30896%. The Company also agreed to a 72.5% share of the flowline costs. In December 2007, the Company purchased an additional 13.4291% working interest (10.075% net revenue interest) in the lease and a 7.97087% working interest (5.73113% net revenue interest) in the well. Consideration for the additional interest was the issue of 3,000,000 common shares at a deemed price of \$0.445 per share. As at August 31, 2008, the well had been completed with production having commenced in late November of 2007. Accordingly, depreciation, depletion and amortization have been recorded since December 1, 2007. Management has evaluated the carrying value and has determined that no impairment provision is required at May 31, 2009.

On September 13, 2008, the well’s platform, departing export line, host platform at High Island 71 and the onshore facilities were all damaged in varying degrees by Hurricane Ike. Production resumed in early 2009 at an average production rate of approximately 7 MMcfd. The Company holds a 41.55% working interest and a 30.92% net revenue interest in the High Island Well.

- B. East Cameron 36 – On August 25, 2008 the Company announced discovery of commercial reserves in multiple horizons in its East Cameron 36 No. 1 well. The well was spud on August 5, 2008 and was drilled under budget to a total depth of 10,450 feet. Production casing has been installed in the well, a caisson has been over-driven,

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and a caisson deck installed. Further to its April 29, 2009 announcement, the Company entered into a joint venture with Petrodome Energy, LLC and certain other parties for the drilling of its East Cameron 37 prospect. The prospect is adjacent to and was drilled from the same surface location as the East Cameron 36 discovery.

The terms of the joint venture consist of the proportionate reimbursement of Probe's sunk costs in the East Cameron 36 well including prospect acquisition fees, drilling costs and development costs to date, as well as the joint venture partners' proportionate contribution of well costs and future development costs. Probe retains a 52% working interest and 36.4% net revenue interest prior to project payout and a 41.6% working interest and 30.784% net revenue interest after project payout in the project area. The project area consists of East Cameron 36, East Cameron 37, and Vermilion 20. Probe will continue as operator of the project area.

- C. East Cameron 37 - On June 2, 2009 the Company announced the discovery of commercial gas reserves in its East Cameron 37 Well #1 located in the U.S. Gulf of Mexico. The well was spud on May 8, 2009 and directionally drilled under turnkey contract to a total depth of 12,039 feet. Upon completion of drilling activities, production casing was run and the well was suspended pending the financing of the completion costs and awaiting production facilities. The expected gross production rate from the East Cameron 37 Well #1 is 20-25 MMcfd. The Company holds a 52% working interest and 36.4% net revenue interest prior to project payout and a 41.6% working interest and 30.784% net revenue interest after project payout.
- D. East Cameron 246 – On October 30, 2008 the Company announced discovery of commercial reserves in its East Cameron 246 No. 2 well. The Company encountered its primary objective in the Lentic formation logging approximately 45 feet of net pay. The expected gross production rate from this formation is 10 to 15 MMcf of gas per day. Upon completion of the drilling activities, production casing has been run, and the well has been suspended awaiting evaluation of development alternatives. Further drilling in the field is planned during late 2009 or early 2010. The Company holds a 100% working interest and 70% net revenue interest prior to project payout and an 80% working interest and 59.2% net revenue interest after project payout
- E. South Timbalier 214 – On January 5, 2009 the Company announced the discovery of commercial reserves in the South Timbalier A-6 Sidetrack # 1 well. The well was drilled to 15,825' measured depth and 14,751' true vertical depth from a Corporation owned production platform in the adjacent block which is connected to the NYMEX premium market via a ready for service export pipeline. On January 30, 2009, production commenced from the well. The well is currently producing approximately 32 MMcfd and 375 BCPD. The Company holds a 100% working interest and 70% net revenue interest prior to project payout and an 80% working interest and 59.2% net revenue interest after project payout.

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Agreements to Purchase Oil and Gas Rights

On May 22, 2008, the Company's wholly-owned subsidiary Probe Resources US Ltd. ("Probe US") entered into an agreement (the "Agreement") with certain arm's length parties (the "Vendors") to purchase 75% working interest rights associated with approximately 26,500 acres on six (6) Federal oil and natural gas lease blocks located in the United States Gulf of Mexico (collectively, the "Concessions"). After completion of the Cutter Energy LLC ("Cutter") transaction, as described below, the Company became the Operator of the Concessions on a 100% working interest basis.

Pursuant to the terms of the Agreement the Vendors, along with Cutter, have delivered to Probe US not less than a 69.5% net revenue interest in each of the Concessions. Probe US paid an aggregate amount of US\$4,250,000 as consideration to the Vendors. The Agreement provides Probe US the opportunity to conduct a drilling program on the Concessions.

On June 6, 2008, the Company agreed to acquire 25% working interest rights from Cutter in the Concessions. It is in respect to these same Concessions that Probe completed the acquisition of 75% working interest rights dated May 22, 2008, as described above. Cutter is owned by Scott Broussard (President, CEO, and Chairman of Probe) and the acquisition is, therefore, considered to be a non arms-length transaction. Total consideration for the working interest rights included a payment to Cutter of US\$829,594 cash, and up to 4,000,000 Common Shares at a deemed price of \$.50 per Common Share. The Company issued 2,000,000 of the 4,000,000 Common Shares upon TSX Venture Exchange approval of this transaction. In addition, the Company will grant Cutter 666,666 Common Shares for each occurrence of up to three successful wells at distinct leases within 24 months from the date of the agreement. The first installment of 666,666 Common Shares was issued to Cutter on March 3, 2009 upon the completion of the South Timbalier 214 Well.

Other Interests - Seismic Data

During the year ended August 31, 2007, the Company obtained access to seismic data related to certain properties located in onshore South Texas, South Louisiana and South Mississippi, U.S.A. for consideration of \$233,644 (US\$200,000). The Company also engaged another company to review and evaluate the data for a fee of US\$40,000 per month. Subsequent to the consulting arrangement, a director of the other company became a director of the Company, subsequently ceasing to hold office on May 12, 2008. Total capitalized seismic data costs incurred to August 31, 2008 are \$773,951 (US\$730,000).

During September, 2008, the Company entered into agreements to obtain seismic data covering the Company's South Timbalier 214, East Cameron 36 and East Cameron 246 project areas for a total of US \$566,000.

Selected Annual Information

The following financial data are selected information for the Company for the three most recently completed financial years:

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Year ended August 31,

	2008	2007	2006
Total revenues	\$ 5,110,861	\$ -	\$ -
Loss before other items	\$(4,463,157)	\$(1,154,252)	\$(152,859)
Basic and diluted loss per share before other item	\$(0.10)	\$(0.09)	\$(0.01)
Net loss	\$(4,076,271)	\$(1,084,602)	\$(306,566)
Basic and diluted loss per share	\$(0.09)	\$(0.08)	\$(0.02)
Total assets	\$46,562,135	\$ 8,195,337	\$ 280,973
Total long-term liabilities	\$ 861,510	\$ 531,632	\$ -
Cash dividends per share	\$ -	\$ -	\$ -

Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Q2 May 31 <u>2009</u>	Q2 Feb 28 <u>2009</u>	Q1 Nov 30 <u>2008</u>	Q4 Aug 31 <u>2008</u>	Q3 May 31, <u>2008</u>	Q2 Feb 29, <u>2008</u>	Q1 Nov 30, <u>2007</u>	Q4 Aug 31, <u>2007</u>
Total revenues	\$9,780,116	\$3,764,341	\$72,279	\$1,859,556	\$2,007,280	\$1,244,025	\$-	\$-
Income (loss) before other items:								
Total	\$569,487	\$(2,184,713)	\$(1,645,389)	\$(2,552,427)	\$(354,535)	\$(336,704)	\$(1,219,491)	\$(975,509)
Per share	\$ 0.00	\$(0.02)	\$(0.02)	\$(0.03)	\$(0.01)	\$(0.02)	\$(0.04)	\$(0.04)
Net Income (loss):								
Total	\$2,538,541	\$(1,866,819)	\$(990,335)	\$(2,090,181)	\$(430,816)	\$(335,930)	\$(1,219,344)	\$(977,420)
Per share	\$ 0.02	\$(0.02)	\$(0.01)	\$(0.02)	\$(0.01)	\$(0.02)	\$(0.04)	\$(0.04)

Results of Operations

The following table summarizes production volumes, average sales prices and operating revenues for the nine months ended May 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Production Volumes		
Oil (Bbl)	25,993	252
Natural gas (Mcf)	2,424,521	199,980
Average Sales Price		
Oil	\$ 52.00	\$ 125.82
Natural Gas	\$ 5.06	\$ 9.88
Operating Revenue		
Oil	\$ 1,351,672	\$ 31,706
Natural Gas	<u>\$ 12,265,064</u>	<u>\$ 1,975,574</u>
Total	<u>\$ 13,616,736</u>	<u>\$ 2,007,280</u>

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The Company reported a net loss of \$318,613 for the nine months ended May 31, 2009, compared to a net loss of \$1,986,090 for the nine months ended May 31, 2008. The net production revenue was \$2,352,817 for the nine months ended May 31, 2009 compared to \$1,489,811 for the nine months ended May 31, 2008. The loss for the first three quarters of the current fiscal year was the result of the High Island 115 well being shut in during most of reporting period and the lease operating expenses were primarily repairs, both as a result of Hurricane Ike, offset by two and a half months of production at the South Timbalier 214. The general and administrative expenses for the nine months ended May 31, 2009 were \$6,628,432 compared to \$3,399,561 for the nine months ended May 31, 2008. The significant increase is attributable to the growth in staff, the addition of an operations office in The Woodlands, TX, and higher interest expense as a result of the debt added during the quarter ended February 28, 2009. The foreign currency exchange was a gain of \$2,945,989 for the nine months ended May 31, 2009 compared to a loss of \$77,883 for the same period in 2008 as a result of the decline of the Canadian dollar against the U.S. dollar.

Financings, Principal Purposes and Milestones

On November 16, 2007, the Company issued 4,200,000 units at \$0.50 per unit pursuant to a private placement for gross proceeds of \$2,100,000. Each unit consisted of one common share and one share purchase warrant and entitled the holder thereof the right to purchase an additional common share for each warrant held at \$0.60 per share for one year. In addition, the Company paid finders' fees of \$52,500 and issued 168,350 units as finders' fees with the same terms as the private placement units.

On December 19, 2007, the Company issued 275,000 units at \$0.60 per unit pursuant to a private placement for gross proceeds of \$165,000. Each unit consists of one common share and one share purchase warrant and entitled the holder thereof the right to purchase an additional common share for each warrant held at \$0.70 per share for one year.

During the quarter ended November 30, 2007, and pursuant to the terms and conditions of its Stock Option Plan, the Company granted share purchase options entitling the holders thereof the right to purchase 200,000 common shares of the Company at \$0.47 per share until September 20, 2009, 100,000 common shares at \$0.49 per share until October 26, 2012, and 1,250,000 common shares at \$0.60 per share until November 22, 2012.

On December 19, 2007, the Company issued 3,000,000 common shares pursuant to an assignment agreement in which the Company acquired an additional 13.4291% working interest (10.0751% net revenue interest) in the High Island oil and natural gas lease and a 7.97087% working interest (5.73113% net revenue interest) in the well. The Company also issued 275,000 units at \$0.60 per unit pursuant to a private placement for gross proceeds of \$165,000. Each unit consisted of one common share and one non-transferable share purchase warrant which entitled the holder thereof the right to purchase an additional common share for each warrant held at \$0.70 per share for one year.

On March 5, 2008, the Company announced a best efforts private placement of up to 40,000,000 units (each, a "Unit") of the Company at a price of \$0.50 per Unit for gross proceeds of up to \$20,000,000 (the "Offering"), which did not proceed.

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On June 6, 2008, the Company closed a non-brokered private placement consisting of 16,000,000 Units (each, a “Unit”) at a price of \$0.40 per Unit, for gross proceeds of \$6,400,000. Each Unit consisted of one common share of the Company (a “Share”) and one transferable share purchase warrant (the “Warrants”). Each Warrant entitles the holder thereof to purchase one additional Share for a two-year period expiring on June 3, 2010 at an exercise price of \$0.40 per Share. The Company incurred legal and filing fees of \$53,052 and finders’ fees of \$77,000. In addition, the Company issued 511,875 units as finders’ fees with the same terms as the private placement units. All proceeds on the issue of units have been allocated to share capital and none to warrants. The net proceeds from the Offering were used by the Company to complete the acquisition of licenses in certain oil and natural gas leases in the U.S. Gulf of Mexico, the settlement of debt obligations, and for general working capital.

On July 2, 2008, the Company closed a best efforts brokered private placement consisting of 54,720,000 Units (each, a “Unit”) at a price of \$0.50 per Unit, for gross proceeds of \$27,360,000. Each Unit consisted of one common share of the Company (a “Share”) and one transferable share purchase warrant (the “Warrants”). Each Warrant entitled the holder thereof to purchase one additional Share for a one-year period which expired on June 30, 2009 at an exercise price of \$0.75 per Share. The brokers received a cash commission of \$1,726,400 representing 6.5% of the gross proceeds raised in the Offering (excluding proceeds raised from the sale of Units in the United States) and a total of 2,656,000 non-transferable compensation options (each an “Broker Option”) representing 5% of the Units sold in the Offering. Each Broker Option entitled the holder thereof to purchase one Share for a one-year period which expired on June 30, 2009 at an exercise price of \$0.50 per Share. The brokers also received a corporate finance fee of \$52,000.

During the year ended August 31, 2008, a claim was made against the Company and another party for amounts allegedly advanced by third parties in the amount of \$399,736. This claim was settled on February 18, 2008 and the Company was released from the claim.

On January 22, 2009 the Company closed a US\$4,000,000 tranche of a senior secured notes issue (the “Notes”) for CDN\$2,800,000 (USD\$2,200,047 net proceeds to the Company) in connection therewith. The Company then issued 2,800,000 of the 7,000,000 warrants to the Holder where each warrant entitles the Holder thereof to purchase one common share of the Company on or before November 28, 2013 at an exercise price of \$0.20 per share. Shares issuable on the exercise of the warrants had a hold period which expired May 21, 2009. On February 10, 2009 the Company closed the second tranche of a note issue by issuing US\$6,000,000 Notes for CDN\$4,200,000 (USD\$3,351,955 net proceeds to the Company). In addition, the Company issued the remaining 4,200,000 of the seven million warrants to the Holder where each warrant entitles the Holder to purchase one common share of the Company on or before November 28, 2013 at an exercise price of \$0.20 per share. Shares issuable on the exercise of the warrants have a hold period which expired June 9, 2009. Fees were paid in connection with the issue of the Notes equal to 4% (\$277,271.90) of the funds raised and 4% (280,000) in warrants of the Company exercisable into common shares at a price of \$0.25 per warrant on or before February 9, 2010.

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On February 11, 2009, and pursuant to the terms and conditions of its Stock Option Plan, the Company granted share purchase options entitling the holders thereof the right to purchase 912,580 common shares of the Company at \$0.19 per share until February 10, 2014.

On February 19, 2009 the Company closed a credit facility (“Loan”) with an institutional lender in the amount of USD \$8,500,000. The Loan is for a term of six months from the date of advance (the “Maturity Date”). Interest is at an annual rate of 18% payable and compounded monthly on amounts outstanding at month end. Regular principal payments are being made over a six-month period which will, upon completion, retire the Loan. In consideration of the Loan the Lender received a \$480,000 commitment fee and 7,000,000 share purchase warrants to purchase 7,000,000 common shares of the Company at a price of \$0.25 per share for a four year period expiring February 19, 2013. Fees were paid in connection with the Loan equal to 4% (\$428,162) of the funds raised by the Company and 4% (280,000) in warrants of the Company exercisable into a common share at a price of \$0.25 per warrant on or before February 19, 2010.

Subsequent to the current reporting period, and pursuant to the terms and conditions of its Stock Option Plan, the Company granted on June 2, 2009 share purchase options entitling the holders thereof the right to purchase 2,087,420 commons shares of the Company at \$0.20 per share until June 1, 2014.

Capital Resources

The Company’s first three wells from the May 22, 2008 purchase agreements described above have been funded by a combination of the proceeds of the brokered private placement closed in July 2008, debt, operating cash flow, and joint ventures. With success, the Company anticipates the development of those fields and the drilling and completion of an additional six wells from that transaction that are expected to be funded by a combination of debt, proceeds of the potential exercise of outstanding share warrants, operating cash flow, and joint ventures. The actual number of wells drilled may vary depending upon various factors, including the availability and cost of drilling rigs, success of the initial three wells, weather delays, regulatory issues and other factors. We may not be able to obtain the funding described above on terms that would be acceptable to us. If we cannot obtain adequate funding, we may be required to limit or defer our planned drilling program.

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Commitments

Contractual Obligations:

Operating Leases

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The Company has a non-cancelable operating lease for its office facility. The lease has scheduled increases requiring the Company to pay its share of operating costs, and expires in 2013.

Future minimum payments under the operating lease for the next five years are as follows:

May 31, 2010	\$329,721
May 31, 2011	\$329,721
May 31, 2012	\$335,286
May 31, 2013	\$343,077
May 31, 2014	\$200,128

Contingency

The Company's 100% owned U.S. subsidiary, Probe Resources US Ltd. ("Probe US"), along with an officer of the Company, have been named as defendants in a petition filed in the State Court of Texas, USA during September 2008 and amended in November 2008 to add Probe US and the officer as defendants.

The lawsuit alleges that Probe US and the officer used information in violation of a confidentiality agreement to acquire certain properties. The petition has, among other things, petitioned for the establishment of a constructive trust for the revenue from the plaintiff's alleged interest in the properties and has requested unspecified damages as a result of the utilization of the confidential information. Neither Probe US nor its officers have ever had any contractual relationships with the plaintiff. The Company intends to vigorously defend the claims made in the lawsuit and believes that the plaintiff's claims are wholly without merit and accordingly no provision has been made in the financial statements. The company has filed its Original Answer with the State Court of Texas and denied all allegations.

Related Party Transactions

In the course of regular business activities, the Company enters into transactions with related parties from time to time. During the nine months ended May 31, 2009 and 2008, the Company incurred the following fees charged by directors of the Company or by entities of which a director is a partner or entities with directors in common with the Company:

	<u>5/31/09</u>	<u>8/31/08</u>
Consulting fees	\$ -	\$ 20,000
Corporate development	-	12,000
Directors' fees	16,000	8,000
Drilling, completion and other costs	-	120,000
Legal fees	606,179	114,357
Wages and Salaries	-	170,000
	<u>\$ 622,179</u>	<u>\$ 444,357</u>

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These charges were measured by the exchange amount which is the amount agreed upon by the transacting parties.

At May 31, 2009, accounts payable and accrued liabilities include \$354,084 (2008: \$52,436) due to directors of the Company or to private companies with directors in common with the Company.

At May 31, 2009, an officer of the Company was indebted to the Company for \$9,428 (2008: \$9,428) from payroll advances.

On June 6, 2008, the Company agreed to acquire 25% working interest rights from Cutter Energy on 26,500 acres in six (6) Federal oil and gas lease blocks located in the United States Gulf of Mexico (collectively, the "Concessions"). It is in respect to these same Concessions that Probe completed the acquisition of 75% working interest rights dated May 22, 2008, as described in Note 5 to the financial statements. Probe is the Operator of the Concessions on a 100% working interest rights basis. Cutter Energy is owned by Scott Broussard (President, CEO, and Chairman of Probe) and the acquisition is, therefore, considered to be a non arms-length transaction. Total consideration for the working interest rights includes a payment to Cutter of USD\$829,594 cash, and up to 4,000,000 Common Shares at a deemed price of \$.50 per Common Share. The Company issued 2,000,000 of the 4,000,000 Common Shares upon TSX Venture Exchange approval of this transaction. In addition, the Company will grant Cutter 666,666 Common Shares for each occurrence of up to three successful wells at distinct leases within 24 months from the date of the agreement. The first installment of 666,666 Common Shares was issued to Cutter on March 3, 2009 upon the completion of the South Timbalier 214 Well.

On September 2, 2008, the Company advanced \$750,000 to an officer of the Company as a relocation/home ownership loan. The advance bears interest at 5% and is repayable on the earlier of January 1, 2010, or immediately in the case of the borrower's termination of the employment agreement dated February 12, 2008. The loan will be forgiven as to 50% after one year and the remaining 50% after the second year unless the employment is terminated. The first 50% of the loan was forgiven on January 1, 2009.

Liquidity and Solvency

At May 31, 2009, the Company had a working capital deficiency of \$27,948,495 and had not yet achieved profitable operations and expects to incur further losses in the development of its business, which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. The Company most recently entered into two financing transactions totaling in excess of USD\$14.0 million (as more fully described in *Financings, Principal Purposes and Milestones* above) to assist in its ability to meet its obligations.

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Accounting Changes

The Company adopted the new financial instruments accounting policy during the year end August 31, 2008.

International Financial Reporting Standards

In February 2008, the CICA Accounting Standards Board (“AcSB”) confirmed a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies will converge with International Financial Reporting Standards (“IFRS”), effective January 1, 2011. The Company continues to monitor and assess the impact of the convergence of Canadian GAAP and IFRS.

Risks

A number of factors could cause the Corporation’s results to differ materially from its expectations. Readers should carefully review the following factors, and all information contained elsewhere on SEDAR. Exploration for oil and natural gas and foreign offshore operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. There is no assurance that commercial quantities of oil and natural gas will be discovered by the Corporation. Risk factors include: risks associated with the exploration for and development of oil and natural gas reserves; operational risks and liabilities that are not covered by insurance; volatility in market prices for oil, NGLs and natural gas; the ability of the Corporation to fund its substantial capital requirements and operations; risks associated with ensuring title to the Corporation’s properties; changes in environmental or other legislation applicable to the Corporation’s operations, and the Corporation’s ability to comply with current and future environmental and other laws; the accuracy of oil and gas reserve and resource estimates and estimated production levels as they are affected by the Corporation’s exploration and development drilling and estimated decline rates; the Corporation’s success at acquisition, exploration, exploitation and development of reserves and resources; the Corporation’s reliance on key operational and management personnel; the ability of the corporation to obtain and maintain all of its required permits and licenses; competition for, among other things, capital, drilling equipment, acquisitions of reserves, undeveloped lands and skilled personnel; changes in general economic, market and business conditions in Canada, and worldwide; actions by governmental or regulatory authorities including changes in income tax laws or changes in tax laws, royalty rates and incentive programs relating to the oil and gas industry; adverse regulatory rulings, orders and decisions.

Current volatility in the economies of the United States and worldwide may impact the Company’s future performance. Declines in the prices of natural gas and oil in the United States may lessen cash flows. Falling demand for rigs and other services and equipment may have a positive impact on future drilling costs. Less equity capital and debt availability may slow development projects and may require more reliance on internally generated cash flow. Industry practices of sharing risk with the formation of joint ventures may require a tightening and more restricted selection of joint venture partners.

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The Company's operations are located in the United States and Company's financial statements are denominated in Canadian dollars. The Company's financial results will fluctuate based on exchange rate between Canadian and U.S. dollars.

Critical Accounting Estimates

Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates, which have been made using careful judgment. Actual results may differ from these estimates.

Management's opinion is that the financial statements have been properly prepared within the framework of the significant accounting policies, certain of which are summarized as follows:

a) Oil and Natural Gas Properties

The Company follows the full cost method of accounting for oil and natural gas operations whereby all costs of exploring for and developing oil and natural gas reserves are initially capitalized. Such costs include land acquisition costs, lease rentals, geological and geophysical expenses, carrying charges on non-producing properties, costs of drilling and overhead charges directly related to acquisition and exploration activities.

Costs capitalized, together with the costs of production equipment and pipeline, are depleted and amortized on the unit-of-production method based on the estimated gross proved reserves as determined by independent petroleum engineers. Petroleum products and reserves are converted to a common unit of measure, using 6 MCF of natural gas to one barrel of oil.

Costs of acquiring and evaluating unproved properties are initially excluded from depletion calculations. These unevaluated properties are assessed periodically to ascertain whether impairment has occurred. When proved reserves are assigned or the property is considered to be impaired, the cost of the property or the amount of the impairment is added to costs subject to depletion calculations.

Proceeds from a sale of oil and natural gas properties are applied against the capitalized costs, with no gain or loss recognized, unless such a sale would significantly alter the rate of depletion and amortization.

In applying the full cost method, the Company calculates a ceiling test whereby the carrying value of oil and natural gas properties is compared to the sum of the undiscounted cash flows expected to result from the proved reserves and the lower of cost and market of unproved properties.

The recoverability of amounts shown for unproven properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain

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necessary financing to complete the development of the properties and upon future profitable production or proceeds from the disposition thereof.

b) Asset Retirement Obligations

The fair value of obligations associated with the retirement of tangible long-lived assets are recorded in the period in which it is incurred and a reasonable estimate of the fair value can be made, with a corresponding increase to the carrying amount of the related asset. The obligations recognized are statutory, contractual or legal obligations. The liability is accreted over time for changes in the fair value of the liability through charges to accretion. The costs capitalized to the related assets are amortized in a manner consistent with the depreciation, depletion and amortization of the related asset.

c) Stock-based Compensation

The fair value of all share purchase options granted is expensed over their vesting period, with a corresponding increase to contributed surplus. Upon exercise of share purchase options, the consideration paid by the option holder, together with the amount previously recognized in contributed surplus, is recorded as an increase to share capital.

The Company uses the Black-Scholes option valuation model to calculate the fair value of share purchase options at the date of grant. Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate.

Disclosure of Outstanding Share Data

As at July 30, 2009, authorized share capital for the Company was unlimited common shares without par value. A total of 105,049,866 common shares have been issued as follows:

	Share Capital		Contributed <u>Surplus</u>
	<u>Number of Shares</u>	<u>Amount</u>	
Balance, September 1, 2007	24,109,101	\$ 7,691,846	\$ 1,090,364
Issued for acquisition of			
-oil and natural gas properties – at \$0.445	3,000,000	1,335,000	-
-oil and natural gas properties – at \$0.50	2,000,000	1,000,000	-
Issued for cash pursuant to			
-private placement agreements - at \$0.50	4,200,000	2,100,000	-
-private placement agreements - at \$0.60	275,000	165,000	-
-private placement agreements - at \$0.40	15,999,999	6,400,000	-

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-private placement agreements - at \$0.50	54,720,000	27,360,000	-
Issued for			
-finder's fees - at \$0.40	168,350	84,175	-
-finder's fees - at \$0.50	511,875	204,750	-
Less: share issue costs	-	(3,717,469)	1,150,707
Share purchase options			1,548,822
Cancelled escrow shares	<u>(601,125)</u>	<u>-</u>	<u>-</u>
Balance, August 31, 2008	104,383,200	\$42,623,302	\$3,789,892
Issued for lease acquisition	666,666		
Share purchase options	<u>-</u>	<u>-</u>	<u>447,636</u>
Balance, July 30, 2009	<u>105,049,866</u>	<u>\$42,623,302</u>	<u>\$4,237,528</u>

Share purchase warrants outstanding at July 30, 2009 are as follows:

<u>Number of Warrants</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
16,511,874	\$0.50	June 6, 2010
2,800,000	\$0.20	January 21, 2014
4,480,000	\$0.20	February 9, 2014
<u>7,280,000</u>	\$0.25	February 18, 2013
<u><u>31,071,874</u></u>		

On February 9, 2009 a total of 10,000,000 warrants having an exercise price \$0.75 expired and on February 14, 2009 a total of 275,000 warrants having an exercise price of \$0.70 expired.

During the year ended August 31, 2008, 363,500 unvested share purchase options exercisable at \$0.67 until July 26, 2012 and 650,000 unvested share purchase options exercisable at \$0.60 until November 22, 2012 were cancelled due to directors' resignations. In connection with the resignations, 413,500 vested share purchase options exercisable at \$0.67 until July 26, 2012 expired unexercised, and 350,000 vested share purchase options exercisable at \$0.60 until November 22, 2012 expired unexercised subsequent to August 31, 2008.

On February 29, 2008, the Company exercised its right to terminate the service agreement (the "Agreement") with its investor relations consultant. In connection with the termination, 100,000 share purchase options unvested were cancelled and the vested 100,000 share purchase options exercisable at \$0.47 until September 20, 2009 expired on April 30, 2008 (30 days after the termination of the Agreement).

During March, 2008, the Company granted incentive stock options to certain directors, officers and employees of the Company to purchase up to 3,799,000 (March 5, 2008 – 3,243,000 and

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March 26, 2008 – 556,000) common shares in the capital stock of the Company. The options have a term of five years and are exercisable at an exercise price of \$0.40 per share.

On June 1, 2008, the Company has granted incentive stock options to certain employees of the Company to purchase up to 300,000 common shares in the capital stock of the Company. The options have a term of five years and are exercisable at an exercise price of \$0.50 per share.

On October 2, 2008, the Company granted incentive stock options to certain employees of the Company to purchase up to 370,000 common shares in the capital stock of the Company. The options have a term of five years and are exercisable at an exercise price of \$0.40 per share.

On February 11, 2009, the Company granted incentive stock options to certain employees and senior management of the Company to purchase up to 912,580 common shares in the capital stock of the Company. The options have a term of five years expiring February 10, 2014 and are exercisable at an exercise price of \$0.19 per share.

On February 11, 2009, the Company granted incentive stock options to certain employees and senior management of the Company to purchase up to 2,087,420 common shares in the capital stock of the Company. The options have a term of five years expiring June 1, 2014 and are exercisable at an exercise price of \$0.20 per share.

On July 30, 2009, (subsequent event) the Company granted incentive stock options to a certain director of the Company to purchase up to 300,000 common shares in the capital stock of the Company. The options have a term of five years expiring July 29, 2014 and are exercisable at an exercise price of \$0.15 per share.

Effective March 26, 2009, the Company adopted a rolling share option plan where the maximum number of common shares reserved for issue to any one person under the plan cannot exceed 10% of the issued and outstanding number of common shares at the date of the grant and the maximum number of common shares reserved for issue to a consultant or a person engaged in investor relations activities cannot exceed 2% of the issued and outstanding number of common shares at the date of the grant. The exercise price of each option granted under the plan may not be less than the Discounted Market Price (as that term is defined in the policies of the TSX). Options may be granted for a maximum term of ten (10) years from the date of the grant, are non-transferable and expire within 45 days of termination of employment or holding office as director or officer of the Company. Unless otherwise stated, share purchase options vest when granted.

Share purchase options outstanding at July 30, 2009 are as follows:

<u>Number of Options</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
563,910	\$0.67	July 26, 2012
100,000	\$0.49	October 26, 2012
250,000	\$0.60	November 22, 2012
3,243,000	\$0.40	March 5, 2013

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556,000	\$0.40	March 5, 2013
300,000	\$0.50	June 1, 2013
370,000	\$0.40	October 2, 2013
912,580	\$0.19	February 10, 2014
2,087,420	\$0.20	June 1, 2014
<u>300,000</u>	\$0.15	July 29, 2014
<u>7,770,330</u>		

Financial Instruments

The carrying value of cash and cash equivalents and accounts payable and accrued liabilities approximate their fair value because of the short-term maturity of those instruments.

Subsequent Events

East Cameron 37 # 1

On June 2, 2009 the Company announced the discovery of commercial gas reserves in its East Cameron 37 #1 well located in the U.S. Gulf of Mexico. The well was drilled from the same surface location as the previously announced East Cameron 36 #1 discovery. The well reached a total depth of 12,039' measured depth / 10,972' total vertical depth and the Company encountered its primary objective, logging approximately 50' of total vertical depth net pay. The results exceeded the company's expectations. Probe holds a 52% working interest ("WI") and a 36.4% net revenue interest ("NRI") in the well along with its partners, including Petrodome Energy, LLC, a privately held Houston based E&P company which holds a 44% WI and a 32.1% NRI in the well.

Production casing has been run in the well and a production test facility has been constructed and will be installed on location in the next few months. A flowline will be constructed to a nearby host facility which will handle final processing. Concurrent to the construction operations, a completion rig will be mobilized and the two wells will be completed. Production is expected to commence in the fourth quarter of 2009.

Additionally, the Company also announced on June 2, 2009 that it has relinquished its interest in Brazos Block 434 due to the impending expiration of its drilling commitment and in order to accelerate development of its previous discoveries.

Interim Creditor Agreement

Management of the Company, together with certain secured creditors, have determined it to be in the best interest of the Company and its stakeholders to enter into an interim credit agreement (the "ICA") which will schedule repayment of the Company's trade payables and secured debt (to its "Creditors") in a timely and orderly manner consistent with the anticipated revenues from the South Timbalier 214 well ("ST 214 Well") and the High Island 115 well ("HI 115 Well"), following deduction for general and administrative expenses of the Company.

The ICA contemplates and defines the final Debt Restructuring Agreement which commences upon

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expiration of the ICA. The Company has aligned its banking relationships to provide for certain funds to be controlled by the Creditors. The Interim Creditor Agreement provides for the calculation of amounts to be distributed to the creditors and allows for orderly distribution of such funds.

Under the terms of the ICA, the Company's revenue from the ST 214 Well and HI 115 Well, following deductions for general and administrative expenses and lease operating expenses, will be distributed to the Creditors. The terms also provide for repayment of all of the amounts due to the Creditors plus interest (at the currently stated rates for the secured debt and 10 percent interest for the trade debts), as well as restrictions on the sale of certain of the Company's assets. The Company anticipates all of the Creditors could be paid by May, 2010.

Listed below are three significant factors that have contributed to the Company's current negative working capital position as outlined in its "Report and Consolidated Interim Financial Statements";

1. **Capital Raise:** The economic climate was changing rapidly during the Company's last equity offering in July 2008. While Probe attained its minimum goal for the offering, \$10 to 15 million in commitments to the offering were withdrawn prior to closing. The economic climate continued to worsen in late 2008 and Probe has not been able to replace the shortage with a subsequent offering.
2. **Commodity Prices:** Although Probe executed a rig contract in May 2008 when natural gas prices were over \$10/Mcf, the Company experienced an unavoidable six month rig delay to drill the ST 214 Well during which time prices declined below \$5/Mcf. The original schedule was to drill this well in June 2008, but the drilling was delayed until November 2008; first by the rig owner, then by Hurricanes Gustav and Ike. The ST 214 Well successfully produces about 1,000,000 Mcfe per month, but the commodity price decline reduced anticipated cash flow by \$5 million per month, or \$30 million year to date.
3. **Production Delays:** Probe experienced a mechanical equipment failure on the ST 214 Well in March 2009. Not only did the repair cost approximately \$2 million, but \$2.5 million of revenue was also deferred by the resulting shut in for repair. Hurricane Ike also damaged certain onshore facilities which host the Company's High Island 115 well. As a result, this well did not produce from September 2008 until February 2009.

Independent Reserve Engineers

As the Company continues to grow and add reserves, it has decided that it will be better served by retaining a larger firm with a greater depth of experience to serve as its independent reserve engineers. Accordingly, the Company has appointed Netherland, Sewell and Associates, Inc. to serve as its independent reserve engineers, replacing Quantum Oil & Gas, LLC.

Directors

The Company has appointed Mr. Richard Buski to the board of directors. Mr. Buski has also been appointed as chair of the Audit Committee.

Mr. Buski was Country Managing partner of PricewaterhouseCoopers (PWC) in Russia from 2001 through to his retirement in 2004. His responsibilities in the position included all aspects of practice management, professional risk management, financial and operational management,

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client relations, government relations, media relations, community involvement and partner affairs. He joined PricewaterhouseCoopers Canada in 1969, and served as the managing partner of the National Audit Client Practice and the Banking Practice as well as on a number of PWC international committees. Mr. Buski was also the Global Relationship partner for the Bank of Montreal. He obtained his B.A. (Math and Economics) from the University of British Columbia in 1967 and his C.A. in Ontario in 1972.

The Buski also is a director and chair of the audit committees of Great Canadian Gaming corporation and of East Energy Corporation and his experience will be invaluable to Probe's operating and reporting activities going forward.

Mr. David Antony and Mr. Michael Bowie resigned as directors of the Company effective May 19, 2009 to pursue other opportunities.

The Board of Directors currently consists of Mr. Scott Broussard (Chairman of the Board), Mr. Desmond Balakrishnan (independent director), Mr. Bradley Culver (independent director) and Mr. Richard Buski (independent director).

For further information, please contact the Company.

Address: 24 Waterway, Suite 1450
The Woodlands, Texas
77380 USA
Telephone: (281) 210-1170
Facsimile: (281) 210-1180
Email: info@probe-resources.com

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