

[name of drilling partnership]

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

[DATE]

THIS IS A PRIVATE PLACEMENT MEMORANDUM AND IS NOT FOR DISTRIBUTION TO THE PUBLIC. NO SECURITIES COMMISSION OR SIMILAR AUTHORITY HAS PASSED ON THE MERITS OF THE SECURITIES OFFERED HEREUNDER AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENSE. THIS DOCUMENT IS NOT A PROSPECTUS. THIS OFFERING MEMORANDUM DOES NOT CONSTITUTE, MAY NOT BE USED FOR AND SHOULD NOT BE CONSTRUED AS AN OFFER TO SELL OR SOLICITATION OF AN OFFER TO BUY ANY OF THE SECURITIES DESCRIBED HEREIN IN ANY JURISDICTION IN WHICH OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. THE SECURITIES OFFERED HEREUNDER WILL BE ISSUED UNDER EXEMPTIONS FROM THE REGISTRATION AND PROSPECTUS REQUIREMENTS OF THE SECURITIES ACT OF ALBERTA AND WILL BE SUBJECT TO CERTAIN RESALE RESTRICTIONS THEREUNDER.

THIS MEMORANDUM IS FOR INFORMATION ONLY AND DOES NOT CONSTITUTE AN OFFER OR SOLICITATION.

**[corporation]
[address]
phone & fax nos.]**

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

New Issue

[date]

[DRILLING PARTNERSHIP]

[\$[proceeds]

<p>Issue of up to [units] Units (the "Units"), each consisting of a ___% participation in the Partnership Price per Unit: \$[unit price]</p>
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THIS OFFERING IS NOT SUBJECT TO ANY MINIMUM SUBSCRIPTION LEVEL AND, THEREFORE, ANY FUNDS RECEIVED FROM A SUBSCRIBER ARE AVAILABLE TO THE ISSUER AND NEED NOT BE REFUNDED TO THE PURCHASER.

THE TERMS OF THIS OFFERING HAVE BEEN ARBITRARILY DETERMINED BY THE GENERAL PARTNER.

INVESTMENT IN THE UNITS SHOULD BE REGARDED AS SPECULATIVE DUE TO THE NATURE OF THE PARTNERSHIP'S BUSINESS AND ITS PRESENT STAGE OF DEVELOPMENT.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN AS CONTAINED IN THIS OFFERING MEMORANDUM AND ANY INFORMATION OR REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON. NEITHER THE DELIVERY OF THE OFFERING MEMORANDUM NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE AN IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE MATTERS DESCRIBED HEREIN SINCE THE DATE HEREOF. HOWEVER, IN THE EVENT OF ANY MATERIAL CHANGES IN THE AFFAIRS OF THE PARTNERSHIP, THIS OFFERING MEMORANDUM WILL BE AMENDED AND SUPPLEMENTED ACCORDINGLY, AND SUCH AMENDED OR SUPPLEMENTED OFFERING MEMORANDUM WILL BE DELIVERED TO SUBSCRIBERS WHOSE SUBSCRIPTIONS HAVE NOT BEEN ACCEPTED BY THE GENERAL PARTNER.

THERE IS CURRENTLY NO MARKET THROUGH WHICH THE UNITS MAY BE SOLD AND NONE IS EXPECTED TO DEVELOP. AS THERE IS NO MARKET FOR THE UNITS, IT MAY BE DIFFICULT OR EVEN IMPOSSIBLE FOR THE PURCHASER TO SELL THEM.

SUBSCRIPTIONS FOR UNITS WILL BE RECEIVED SUBJECT TO REJECTION OR ALLOTMENT IN WHOLE OR IN PART AND THE GENERAL PARTNER RESERVES THE RIGHT TO CLOSE THE SUBSCRIPTION BOOKS AT ANY TIME WITHOUT NOTICE.

THIS OFFERING MEMORANDUM DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR THE PURPOSES OF AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY OF THE SECURITIES DESCRIBED HEREIN IN ANY JURISDICTION IN WHICH OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. THIS OFFERING MEMORANDUM IS NOT, AND UNDER NO CIRCUMSTANCES TO BE CONSTRUED AS A PROSPECTUS OR ADVERTISEMENT OF A PUBLIC OFFERING OF THE SECURITIES DESCRIBED HEREIN. THIS OFFERING MEMORANDUM IS CONFIDENTIAL. BY THEIR ACCEPTANCE, PROSPECTIVE PURCHASERS AGREE THAT THEY WILL NOT TRANSMIT, REPRODUCE OR MAKE AVAILABLE TO ANYONE THIS OFFERING MEMORANDUM OR ANY INFORMATION CONTAINED HEREIN. NO SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY HAS PASSED ON THE MERITS OF THE SECURITIES OFFERED HEREUNDER NOR HAS IT REVIEWED THIS OFFERING MEMORANDUM AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENSE.

PRIVATE PLACEMENT

NOT FOR PUBLIC DISTRIBUTION

