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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 20-F**

(Mark One)

\_\_\_\_ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

X **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2007

**OR**

\_\_\_\_ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**OR**

\_\_\_\_ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report \_\_\_\_\_

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 29606

SHARPE RESOURCES CORPORATION

(Exact name of Registrant as specified in its charter)

\_\_\_\_\_  
(Translation of Registrant's name into English)

CANADA

(Jurisdiction of incorporation or organization)

3258 MOB NECK ROAD  
HEATHSVILLE, VIRGINIA 22473

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Name of each exchange on which registered

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Securities registered or to be registered pursuant to Section 12(g) of the Act.

COMMON SHARES

(Title of Class)

\_\_\_\_\_  
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

\_\_\_\_\_  
(Title of Class)

SEC 1852 (05-06)

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

46-619-863 Common Shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
☐ Yes ☒ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934.

☒ Yes ☐ No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☐ Yes ☒ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check Below)

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒

Indicate by check mark which financial statement item the registrant has elected to follow.

☒ Item 17 ☐ Item 18

If this is an annual report, indicated by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes ☒ No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

☐ Yes ☐ No

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## PART I

### Item 1. Identity of Directors, Senior Management and Advisers

Not Applicable

### Item 2. Offer Statistics and Expected Timetable

Not Applicable

### Item 3. Key Information

#### **A. Selected financial data.**

The table below presents selected statement of operations and balance sheet data for Sharpe Resources Corporation as at and for the fiscal years ended December 31, 2007, 2006, 2005, 2004, and 2003. The selected financial data presented herein is prepared in accordance with accounting principles generally accepted in Canada ("Canadian GAAP") and include the accounts of the Company, its wholly-owned subsidiary Sharpe Energy Company.

A summary of the differences between accounting principles generally accepted in Canada ("Canadian GAAP") and those generally accepted in the United States ("US GAAP") which affect the Company is contained in Note 8 of the Consolidated Financial Statements included with this report.

#### **Sharpe Resources Corporation Consolidated Financial Statement Data For the Years Ended December 31 (Expressed in US Currency)**

	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2005</u></b>	<b><u>2004</u></b>	<b><u>2003</u></b>
<b><u>Selected Operating Data</u></b>					
Revenue	\$10,808	\$13,370	\$17,644	\$108,998	\$159,527
Production Costs	(26,210)	(32,544)	(\$5,648)	(\$202,395)	(\$253,638)
Expenses	(240,425)	254,968	(\$139,078)	(\$101,512)	(\$119,264)
Gain on Settlement of Debt	0	0	\$0	\$0	\$0
Gain on disposal of petroleum and natural gas properties	0	0	\$416,320	\$0	\$189,727
Net Income (Loss) for the period	(255,827)	(344,752)	\$289,238	(\$194,909)	(\$13,648)
Earnings (Loss) per share basic	(\$0.01)	(\$0.01)	\$0.01	(\$0.01)	\$0.00
Earnings (Loss) per share diluted	(\$0.01)	(\$0.01)	\$0.01	(\$0.01)	\$0.00

	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2005</u></b>	<b><u>2004</u></b>	<b><u>2003</u></b>
<b><u>Selected Balance Sheet Data</u></b>					
Working Capital	\$204,866	\$204,866	\$339,570	\$75,724	\$202,861
Total Assets	554,548	454,866	\$417,695	\$159,609	\$209,531
Loan Claims	563,818	563,818	\$587,369	(\$664,533)	(\$664,533)
Capital Stock	(11,463,430)	(11,174,108)	(\$10,999,986)	(\$10,999,986)	(\$10,921,861)
Deficit	(12,020,861)	(11,765,034)	(\$11,420,282)	(\$11,709,520)	(\$11,514,611)

#### **Currency Exchange Rates**

Except where otherwise indicated, all dollar figures in this annual report on Form 20-F, including the financial statements, refer to United States currency. The following table sets forth, for the periods indicated, certain exchange rates based on the exchange rates reported by the Federal

Reserve Bank of New York as the noon buying rates in New York City for cable transfers in foreign currencies as certified for customs purposes (the "Noon Buying Rate"). Such rates quoted are the number of U.S. dollars per Cdn \$1.00 and are the inverse of rates quoted by the Federal Reserve Bank of New York for the number of Canadian dollars per U.S. \$1.00.

	Year Ended December 31,				
	2003	2004	2005	2006	2007
High for the period	.7738	.8493	.8689	.9148	1.0220
Low for the period	.6329	.7196	.7871	.8475	.8460
Average rate for the period <sup>(1)</sup>	.7186	.7716	.8253	.8821	.9353
Rate at end of period	.7738	.8308	.8577	.8581	1.0120

(1) Based on the average exchange rates on the last day of each month during the applicable period.

**B. Capitalization and indebtedness.**

Not Applicable

**C. Reasons for the offer and use of proceeds.**

Not Applicable

**D. Risk factors.**

The operations of the Company involve a number of substantial risks and an investment in the securities of the Company is highly speculative in nature. The following risk factors should be considered:

**History of Losses; No Assurance of Profitability**

The net loss for the year ending December 31, 2007 was \$ 255,827 as compared to the net loss of \$344,752 for the year ending December 31, 2006 a decrease of \$88,925.

The net loss for the year ending December 31, 2006 was \$344,752 as compared to net income of \$289,238 for 2005. The difference of \$633,990 is the result of the gain on the sale of the West Thrifty Unit in 2005 of \$416,320 and a one time management fee of \$154,000 paid to a current director and officer for the Corporation in 2006. This transaction was in the normal course of operations and was measured at the exchange value which represented the amount of consideration established and agreed to by the related parties.

Although the company reported income of \$289,238 for the year ended December 31, 2005, it was the direct result of the sale of its West Thrifty Unit. The gain on the sale was \$416,320.

The net loss for the year ended December 31, 2004 was \$194,909 which is an increase of \$181,261 a result of decreased production at the West Thrifty Unit.

In 2003, the Company had a loss of \$13,648. The decrease from 2002 of \$98,351 is primarily due to the sale of 32% of the Company's interest in the West Thrifty Unit.

The Company had a loss of \$111,999 for the year ended 2002 due primarily to additional royalties that needed to be paid as the result of an audit by the Texas General Land Office for the years 1998-2000 in the amount of \$88,436.

The Company has accumulated losses of US \$12,020,861 since inception.

#### *Extreme Volatility of Oil and Gas Prices*

Sharpe's revenues have been dependent upon prevailing prices for oil and gas. Oil and gas prices can be extremely volatile and are affected by the action of foreign governments and international cartels.

In addition, the marketability and profitability of oil and natural gas acquired or discovered is affected by numerous factors beyond the control of Sharpe. Any material decline in prices could result in a reduction of Sharpe's net production revenue. These factors include reservoir characteristics, market fluctuations, the proximity and capacity of oil and natural gas pipelines and processing equipment and government regulation.

#### *Ability to Find or Acquire Economically Recoverable Oil and Gas Reserves*

Sharpe's future success depends upon its ability to find or acquire additional oil and gas reserves that are economically recoverable. Except to the extent that Sharpe conducts successful exploration or development activities or acquires properties containing proved reserves, or both, the proved reserves of Sharpe will generally decline as reserves are produced. There can be no assurance that Sharpe's planned development projects and exploration activities will result in significant additional reserves or that Sharpe will have continuing success drilling productive wells at low finding costs. If prevailing oil and gas prices were to increase significantly, Sharpe's finding costs to add reserves could be expected to increase. The drilling of oil and gas wells involves a high degree of risk especially the risk of a dry hole or of a well that is not sufficiently productive to provide an economic return on the capital expended to drill the well.

#### *Highly Competitive Industry*

The oil and natural gas industry is competitive in all its phases. Sharpe competes with numerous other participants in the search for, and the acquisition of, oil and natural gas properties and in the marketing of oil and natural gas. Sharpe's competitors include oil companies, which have far greater financial and other resources, staff and facilities than those of Sharpe. Competitive factors in the distribution and marketing of oil and natural gas include price, methods of delivery and reliability of delivery. Many of such companies not only explore for and produce oil and natural gas, but also carry on refining operations and market petroleum and other products on a worldwide basis and as such have greater and more diverse resources to draw on. Sharpe's ability to increase reserves in the future will depend not only on its ability to explore and develop its present properties, but also on its ability to select and acquire suitable producing properties or prospects for exploratory drilling.

#### *No Assurance of Discoveries or Acquisitions*

Oil and natural gas acquisition, exploration and development involves 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 or acquired by Sharpe.

#### Uncertainty of Warrant Exercises; Need for Additional Capital

There is no assurance that any of the outstanding share purchase warrants or options will be exercised. Even if all of the outstanding share purchase warrants and options are exercised, Sharpe may still require additional capital to conduct its acquisition, exploration and development activities.

#### Risks and Hazards Related to Oil and Gas Operations

Oil and natural gas operations are subject to many risks and hazards including fires, explosions, blowouts, oil spills and encountering formations with abnormal pressure, each of which could result in substantial damage to oil and natural gas wells, producing facilities, other property and the environment or result in personal injury. Oil and natural gas production operations are also subject to risks including premature decline of reservoirs and the invasion of water into producing formations.

#### Reduction in Oil and Gas Acquisition and Development Activities

The economics of producing from some wells may change as a result of lower oil and natural gas prices. Sharpe might also elect not to produce from certain wells at lower prices. All of these factors could result in a material decrease in Sharpe's net production revenue causing a reduction in its oil and gas acquisition and development activities.

#### Effect of Outstanding Warrants and Options; Negative Effect of Substantial Sales

As of December 31, 2007, the Company had outstanding options to purchase an aggregate of 3,511,000 Common Shares. The exercise prices of the outstanding options are Cdn \$0.10. The expiration dates of the outstanding options range from May 8, 2008 to May 15, 2012. At December 31, 2007 the Company had no warrants outstanding. All of the foregoing securities represent the right to acquire Common Shares of the Company during various periods of time and at various prices. Holders of these securities are given the opportunity to profit from a rise in the market price of the Common Shares and are likely to exercise its securities at a time when the Company would be able to obtain additional equity capital on more favorable terms. Substantial sales of Common Shares pursuant to the exercise of such options and warrants could have a negative effect on the market price for the Common Shares.

#### No Dividends

The Company has not paid any dividends since its inception and does not anticipate paying dividends in the foreseeable future.

#### Regulation

The Company's oil and gas exploration, production and related operations are subject to extensive rules and regulations promulgated by federal, state and local agencies. Failure to comply with such rules and regulations can result in substantial penalties. The regulatory burden on the oil and gas industry increases the Company's cost of doing business and affects its profitability. Because such rules and regulations are frequently amended or reinterpreted, the Company is unable to predict the future cost or impact of complying with such laws.

The State of Texas and many other states require permits for drilling operations, drilling bonds and reports concerning operations and impose other requirements relating to the exploration and production of oil and gas. Such states also have statutes or regulations addressing conservation matters, including provisions for the unitization or pooling of oil and gas properties, the establishment of maximum rates of production from oil and gas wells and the regulation of spacing,



plugging and abandonment of such wells. The statutes and regulations of certain states limit the rate at which oil and gas can be produced from the Company's properties.

The Federal Energy Regulatory Commission ("FERC") regulates interstate natural gas transportation rates and service conditions, which affect the marketing of gas produced by the Company, as well as the revenues received by the Company for sales of such production. Since the mid-1980s, the FERC has issued a series of orders, culminating in Order Nos. 636, 636-A and 636-B ("Order 636"), that have significantly altered the marketing and transportation of gas. Order 636 mandates a fundamental restructuring of interstate pipelines sales and transportation service, including the unbundling by interstate pipelines of the sales, transportation, storage and other components of the city-gate sales services such pipelines previously performed. One of the FERC's purposes in issuing the orders is to increase competition within all phases of the gas industry. Order 636 and subsequent FERC orders on rehearing have been appealed and are pending judicial review. Because these orders may be modified as a result of the appeals, it is difficult to predict the ultimate impact of the orders on the Company and its gas marketing efforts. Generally, Order 636 has eliminated or substantially reduced the interstate pipelines' traditional role as wholesalers of natural gas, and has substantially increased competition and volatility in natural gas markets. While significant uncertainty remains, Order 636 may ultimately enhance the Company's ability to market and transport its gas, although it may also subject the Company to greater competition and the more restrictive pipeline imbalance tolerances and greater associated penalties for violation of such tolerances.

#### Industry Conditions

Sales of oil and natural gas liquids by the Company are not regulated and are made at market prices. The price the Company receives from the sale of these products is affected by the cost of transporting the products to market. Effective as of January 1, 1995, the FERC implemented regulations establishing an indexing system for transportation rates for oil pipelines, which, generally would index such rates to inflation, subject to certain condition and limitations. These regulations could increase the cost of transporting oil and natural gas liquids by pipeline, although the most recent adjustment generally decreased rates. These regulations are subject to pending petitions for judicial review. The Company is not able to predict with certainty what effect, if any, these regulations will have on it, but, other factors being equal, the regulations may, over time, tend to increase transportation costs or reduce wellhead prices for oil and natural gas liquids.

#### Environmental Regulation

The oil and natural gas industry is subject to environmental regulation pursuant to local, state and federal legislation. Environmental legislation provides for restrictions and prohibitions on releases or emissions of various substances produced in association with certain oil and natural gas industry operations. In addition, legislation requires that well and facility sites be abandoned and reclaimed to the satisfaction of state authorities and the landowner. A breach of such regulations and legislation may result in the imposition of fines, penalties, clean-up orders and can affect the location of wells and facilities and the extent to which oil and gas exploration and development is permitted. Non-compliance with these regulations and legislation can be sufficient cause for governmental authorities to withhold approval of drilling and/or operating permits. Sharpe is in material compliance with current environmental laws and regulations.

The Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), also known as the "Superfund" law, imposes liability, without regard to fault or the legality of the original conduct, on certain classes of persons that are considered to have contributed to the release

of a “hazardous substance” into the environment. These persons include the owner or operator of the disposal site or the site where the release occurred and companies that disposed or arranged for the disposal of the hazardous substances found at the site. Persons who are responsible for releases of hazardous substances found at the site and persons who are or were responsible for releases of hazardous substances under CERCLA may be subject to joint and several liability for the costs of cleaning up the hazardous substances that have been released into the environment and for damages to natural resources, and it is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by the hazardous substances released into the environment. The Company is able to control directly the operation of only those wells with respect to which it acts as operator. Notwithstanding the Company’s lack of control over wells operated by others, the failure of the operator to comply with applicable environmental regulations may, in certain circumstances, be attributed to the Company. The Company has no material commitments for capital expenditures to comply with existing environmental requirements.

#### *Risk Inherent to Sharpe’s Proposed Mining Activities*

1. Sharpe is engaged in the business of acquiring and exploring mineral properties in the hope of locating an economic deposit or deposits of minerals. The property interests of the Company are in the exploration stage only and are without a known body of commercial ore. There can be no assurance that the Company will generate any revenues or be profitable or that the Company will be successful in locating an economic deposit of minerals.
2. There are a number of uncertainties inherent in any exploration and development program, including the location of economic ore bodies, the development of appropriate metallurgical processes, the receipt of necessary governmental permits, and the construction of mining and processing facilities. Substantial expenditures will be required to pursue such exploration and development activities. Assuming discovery of an economic ore body, and depending on the type of mining operation involved, several years may elapse from the initial stages of development until commercial production is commenced. New mining operations frequently experience unexpected problems during the exploration and development stages and during the initial production phase. In addition, preliminary reserve estimates may prove inaccurate. Accordingly, there can be no assurance that the Company’s current exploration and development programs will result in any commercial mining operations.
3. The Company may become subject to liability for cave-ins and other hazards of mineral exploration against which it cannot insure or against which it may elect not to insure because of high premium costs or other reasons. Payment of such liabilities would reduce funds available for acquisition of mineral prospects or exploration and development and would have a material adverse effect on the financial position of the Company.

#### *Title to Properties*

The validity of unpatented mining claims on public lands, which constitute most of the property holdings is often uncertain and may be contested and subject to title defects.

#### *Conflict of Interest*

Certain directors and officers of the Company are also directors and officers of other natural resource and base metal exploration and development companies. As a result, conflicts may arise between the obligations of these directors to the Company and to such other companies.

#### *Dependence on Key Personnel*

The Company’s success will be dependent upon the services of its President and Chief Executive Officer, Mr. Roland Larsen.

#### **Item 4. Information on the Company**

##### **A. History and development of the company.**

Sharpe Resources Corporation (the "Company" or "Sharpe") was incorporated under the Business Corporations Act (Ontario) on April 10, 1980 under the name "Sharpe Energy & Resources Limited". By Articles of Amendment dated November 2, 1984, the Company amended its authorized capital to consist of an unlimited number of common shares and removed restrictions on the issue, transfer or ownership of such shares. By Articles of Amendment dated July 29, 1996, the Company changed its name to Sharpe Resources Corporation.

Sharpe entered the oil and gas business in the United States in early 1994. In 1995, it acquired working and net revenue interests in over 400 oil and gas wells on 250 properties in 11 states and the West Thrifty waterflood project in Texas. These assets were acquired from the oil and gas division of Figgie International Inc. and were located primarily in the Rocky Mountain and Southwestern United States regions. In 1996, Sharpe sold almost all of its Rocky Mountain interests. In early 1997, Sharpe acquired interests in the Matagorda offshore project.

In 2001, the Company sold all of its offshore, Gulf of Mexico natural gas production and several non-operated onshore petroleum and natural gas properties. In 2002 the Company focused its efforts on its remaining properties in Texas. In 2003, the Company sold 32% of its interest in the West Thrifty Unit Texas properties. The purchaser also took over operations on the properties.

In June, 2005, the company sold its remaining 62% revenue and working interests in the West Thrifty Unit located in Brown County, Texas.

As of May 15, 2006, the Corporation changed its focus away from the Texas oil and gas business to exploration and development for mineral resources and oil and gas in the western US and a focus on coal bed methane and shale gas projects in the northeastern US.

##### **B. Business overview.**

In May 2006, the Corporation changed its focus away from Texas based oil and gas business to mineral exploration and development in the western US and coal bed methane and shale gas projects in the northeastern US. . The Company had been a resource company engaged in oil and gas exploration, and production in the United States since the early 1990's. This effort included the acquisition, exploration and development of oil and gas properties in the United States. However, in 2005, the Company sold its remaining oil and gas properties.

##### **C. Organizational structure.**

The Company has one wholly owned subsidiary, Sharpe Energy Company, which is incorporated pursuant to the laws of the State of Virginia. The Company's operations in Canada consist of general and administrative expenses necessary to the maintaining of the Company's public company status.

The terms "Sharpe" or the "Company", as used in this registration statement on Form 20-F, refers to Sharpe or the Company and its wholly owned subsidiaries collectively.

#### **D. Property, plants and equipment.**

The registered office of Sharpe Resources Corporation is located at 56 Temperance Street, Fourth Floor, Toronto, Ontario M5G 2V5. The principal office is located at 3258 Mob Neck Road, Heathsville, Virginia 22473.

#### **West Thrifty – Brown County, Texas**

The remaining producing property owned by the Company was its West Thrifty project. The Company had a 100% working interest in this property however, in 2003, the Company sold 32% of its interest and the purchaser took over operation of the property. In June, 2005, the Company sold its remaining revenue and working interests in this property.

### **Item 5. Operating and Financial Review and Prospects**

#### **A. Operating results.**

#### **Year Ended December 31, 2007 Compared to the Year Ended December 31, 2006**

The net loss for the year ending December 31, 2007 was \$ 255,827 as compared to the net loss of \$344,752 for the year ending December 31, 2006 a decrease of \$88,925. Revenue decreased from \$20,885 for the year ending December 31, 2006 to \$10,808 in 2007. Revenue consists of \$2,202 in interest income and \$8,606 in various small override interests in petroleum and natural gas properties.

Operating and Administrative expenses for the year ending December 31, 2007 were \$266,635 compared to \$287,512 for the year ending December 31, 2006. General and Administrative expenses increased from \$74,178 for the year ending December 31, 2006 to \$110,547 for the year ending December 31, 2007. Management fees decreased from \$154,000 the year ending December 31, 2006 to \$15,000 the year ending December 31, 2007. Stock option compensation increased from zero in 2006 to \$90,232 in 2007 as a result of 1,600,000 options granted to purchase common shares of the Company on May 15, 2007. The options are exercisable at CDN \$0.10 and expire on May 15, 2012. The fair value of these stock options was estimated at \$90,232 (CDN \$102,400) using the Black-Scholes option pricing model using the following assumptions: Dividend yield, 0%, risk-free interest rate, 4.21%, expected volatility, 153.8% and an expected life of 5 years. These options were fully vested and expensed upon granting.

#### **Year Ended December 31, 2006 Compared to the Year Ended December 31, 2005**

The net loss for the year ending December 31, 2006 was \$344,752 as compared to net income of \$289,238 for 2005. The difference of \$633,990 is the result of the gain on the sale of the West Thrifty Unit in 2005 of \$416,320 and a one time management fee of \$154,000 paid to a current director and officer for the Corporation in 2006. This transaction was in the normal course of operations and was measured at the exchange value which represented the amount of consideration established and agreed to by the related parties. Revenue increased from \$17,644 in 2005 to \$20,885 in 2006 of which \$13,370 was from remaining small override interests in petroleum and natural gas properties.

Operating and Administrative expenses for the year ending December 31, 2006 were \$106,722 compared to \$101,135 for the year 2005. The Corporation decided to pull out from the Lyon County, Nevada project and accordingly the option price paid of US \$78,125 was written-off during the year. The Corporation purchased this option from Royal Standard Minerals Inc.

("RSM") to acquire a 60% interest in RSM's gold project located in Lyon County Nevada on September 15, 2004 in consideration for which the Corporation issued 2,000,000 common shares to RSM at a deemed value of CDN \$100,000 (US \$78,125).

*Year Ended December 31, 2005 Compared to the Year Ended December 31, 2004*

Net income for the year ending December 31, 2005 was \$289,238, as compared to a net loss of \$194,909 for the year ending December 31, 2004. This was the result of the company selling all of its remaining working and revenue interests in the West Thrifty Project in June, 2005. All costs relating to the West Thrifty property were previously written-off. Proceeds from the sale of the property, net of disposal fees, have been recorded as a realized gain on the sale. Inventory of \$5,750 was included in this sale. An obligation for future site restoration and abandonment in the amount of \$13,500 has been reversed in the current year as a result of the sale of the property, and has been included in the gain on disposition. The gain on the sale of the property was \$416,320. The sale price of \$434,000 less settlement of payables of \$17,260 resulted in net cash proceeds of \$416,740 (see note 8 of the 2005 year end audited financial statements for more details).

Petroleum and natural gas revenue decreased from \$108,998 in 2004 to \$17,644 in 2005. Operating expenses have decreased from \$202,395 in 2004 to \$5,648 in 2005. Again this is due to the sale of the remaining operating properties. All other expenses increased from \$101,512 in 2004 to \$139,078 in 2005. Included in this increase was \$15,484 in stock option compensation (see Note 4(d) and 4(e) of the 2005 annual audited financial statements for the details of this expense).

As of September 15, 2004, the Corporation changed its focus away from the oil and gas business into precious metals exploration and development in the western US. To this end Sharpe has purchased an option from Royal Standard Minerals Inc. (RSM) to acquire a 60% interest in RSM's gold project located in Lyon County, Nevada, in consideration for which Sharpe has issued 2,000,000 common shares to RSM at a deemed value of \$78,125. To exercise the option, Sharpe must maintain the unpatented and patented mining claims on the Project, must pay all required option, annual advanced minimum royalty payments, and deliver a completed positive feasibility study in compliance with National Instrument 43-101 in respect of the Project. Upon exercise of the Option, Sharpe will hold a 60% working interest in the Project.

*Year Ended December 31, 2004 Compared to the Year Ended December 31, 2003*

The net loss for the year ended December 31, 2004 was \$194,909 as compared to \$13,648 for the year ended December 31, 2003. The increase of \$181,261 in the net loss for the year is primarily attributable to the sale of 32% of the Corporation's interest in the West Thrifty Unit during the year ended December 31, 2003. Expenses were \$303,907 for the year ended December 31, 2004 as compared to \$372,902 for the year ended December 31, 2003. The decrease of \$68,995 in the expenses of the Corporation for the year ended December 31, 2004 is attributable to, among other things, decreased operating expenses on the Corporation's properties.

As of September 15, 2004, the Corporation changed its focus away from the oil and gas business into precious metals exploration and development in the western US. To this end Sharpe has purchased an option from Royal Standard Minerals Inc. (RSM) to acquire a 60% interest in RSM's gold project located in Lyon County, Nevada, in consideration for which Sharpe has issued 2,000,000 common shares to RSM at a deemed value of \$78,125. To exercise the option, Sharpe

must maintain the unpatented and patented mining claims on the Project, must pay all required option, annual advanced minimum royalty payments, and deliver a completed positive feasibility study in compliance with National Instrument 43-101 in respect of the Project. Upon exercise of the Option, Sharpe will hold a 60% working interest in the Project.

*Year Ended December 31, 2003 Compared to the Year Ended December 31, 2002*

The net loss for the year ended December 31, 2003 was \$13,648 as compared to \$111,999 for the year ended December 31, 2002. The decrease of \$98,351 in the net loss for the year is primarily attributable to the sale of 32% of the Corporation's interest in the West Thrifty Unit during the year ended December 31, 2003. Expenses were \$372,902 for the year ended December 31, 2003 as compared to \$317,311 for the year ended December 31, 2002. The increase of \$55,591 in the expenses of the Corporation for the year ended December 31, 2003 is attributable to, among other things, increased operating expenses on the Corporation's properties. In order to maintain the ongoing activities on the West Thrifty project the Corporation will need approximately \$100,000 to maintain its share of the development program in 2004.

**B. Liquidity and capital resources.**

*Year Ended December 31, 2007 Compared to the Year Ended December 31, 2006*

The Corporation's cash balance at December 31, 2007 was \$304,548 compared to \$204,866 at December 31, 2006. Total assets at December 31, 2007 were \$554,548 compared to \$454,866 at December 31, 2006.

There was little change in current liabilities at December 31, 2007 which were \$845,517 compared to \$808,240 at December 31, 2006 a difference of \$37,277. Accounts payable increased from \$110,209 at December 31, 2006 to \$147,486 at December 31, 2007.

*Year Ended December 31, 2006 Compared to the Year Ended December 31, 2005*

The Corporation's cash balance at December 31, 2006 was \$204,866 compared to \$339,570 at December 31, 2005. Total assets at December 31, 2006 were \$454,866 compared to \$417,695 at December 31, 2005. On January 24, 2006 the Corporation completed a private placement of 8,796,200 units of the Corporation at CDN \$0.05 per unit for gross proceeds of CDN \$439,810 (US \$378,530). Each unit consists of one common share of the Corporation and one common share purchase warrant. Each warrant is exercisable for one year from closing at CDN \$0.10 per share. The subscribers under the private placement are directors of the Corporation. The warrants were valued using the Black-Scholes option pricing model where the value was determined to be CDN \$237,497 (US \$204,408). The following assumptions were used: dividend yield 0%, risk-free interest rate 3.83%, expected volatility 190% and an expected life of 1 year. The units are subject to a hold period which expires May 25, 2006.

There was little change in current liabilities at December 31, 2006 which were \$808,240 compared to \$804,847 at December 31, 2005.

*Year Ended December 31, 2005 Compared to the Year Ended December 31, 2004*

The Corporation's cash balance as at December 31, 2005 was \$339,570 compared to \$34,557 as at December 31, 2004. This is a direct result of the company selling its remaining working and revenue interests in the West Thrifty Project with net cash proceeds of the sale of \$416,740. Total assets as at December 31, 2005 were \$439,242. Total assets as at December 31, 2004 were \$159,609 representing an increase for the year of \$279,633. Current liabilities as at December 31, 2005 were \$826,394 compared to \$837,983 as at December 31, 2004. This decrease is the result of a decrease in Loan Claims from \$664,533 at December 31, 2004 to \$587,369 at December 31, 2005. There is also \$21,547 which is Due from Related Party. These amounts were both advanced to and are advanced from Royal Standard Minerals Inc (RSM). RSM and the Company are related by virtue of a common officer and director. Also included is a payment of \$25,500 made from a director to the Company.

*Year Ended December 31, 2004 Compared to the Year Ended December 31, 2003*

The Corporation's cash balance as at December 31, 2004 was \$34,557 compared to \$62,231 as at December 31, 2003. The fact that there was no material change in the cash balance is attributable to no equity or debt financing of the Corporation during 2003 or 2004. Current assets as at December 31, 2003 were \$209,531. Current assets as at December 31, 2004 were \$81,484 representing a decrease from 2003 of \$128,047 and results primarily from a decrease in Notes Receivable representing the final payments from the sale of the 32% working interest in the West Thrifty property. Current liabilities as at December 31, 2003 were \$106,588 compared to \$173,450 as at December 31, 2004. This increase is the result of an increase in trade payables from \$61,979 in 2003 to \$96,937 in 2004 as well as an increase in Due to Related Party from \$44,609 in 2003 to \$76,515 in 2004.

The cash provided by operating activities was \$159,527 for the year ended December 31, 2003 compared to cash provided by operations of \$108,998 for the same period in 2004. The decrease in cash provided by operating activities was primarily due to decreased production in the West Thrifty project. With decreased production came decreased expenses with Operating & Administrative Expenses of \$372,902 in 2003 compared to \$303,907 in 2004. The fact that little change in the cash position of the Corporation during 2004 compared to the same period in 2003 is due to rate of change in the Corporation's financing activities and the lack of significant improvements in the oil production cash flow from the Corporation's properties during this period.

On a forward going basis equity and debt financings will remain the single major source of cash flow for the Corporation. On January 24, 2006 the Company completed a private placement of 8,796,200 units of the Company at CDN \$0.05 per unit for gross proceeds of CDN \$439,810. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant is exercisable for one year from closing at CDN \$0.10 per share. The subscribers under the private placement are directors of the Company. The warrants were valued using the Black-Scholes option pricing model where the value was determined to be CDN \$237,497. The following assumptions were used: dividend yield 0%, risk-free interest rate 3.83%, expected volatility 190% and an expected life of 1 year. The units are subject to a hold period which expires May 25, 2006. As revenue from operations improve the capital requirement

of the Corporation will also improve. However, debt and equity financings will continue to be a source of capital to expand the Corporation's activities in the future.

The Corporation is authorized to issue an unlimited number of Common Shares of which 35,184,803 are outstanding as at December 31, 2004. As at December 31, 2004 the Corporation had outstanding options to purchase 3,250,000 common shares with exercise prices from C\$0.10-0.12 per share and expiration dates ranging from May 2005 to May 2008.

**Year Ended December 31, 2003 Compared to the Year Ended December 31, 2002**

The Corporation's cash balance as at December 31, 2003 was \$62,231 compared to \$73,518 as at December 31, 2002. The fact that there was no material change in the cash balance is attributable to no equity or debt financing of the Corporation during 2003. Current assets as at December 31, 2002 were \$162,406. Total assets as at December 31, 2003 were \$209,531 representing an increase from 2002 due to the sale of a 32% working interest in the West Thrifty property. Current liabilities as at December 31, 2003 were \$106,588 compared to \$76,975 as at December 31, 2002. This increase is the result of a \$25,500 loan from a related party.

The cash provided by operating activities was \$159,527 for the year ended December 31, 2003 compared to cash provided by operations of \$55,631 for the same period in 2002. The increase in cash provided by operating activities was primarily due to increased production in the West Thrifty project as well as higher oil prices. With increased production came increased expenses with Operating & Administrative Expenses of \$372,902 in 2003 compared to \$317,311 in 2002. The fact that little change in the cash position of the Corporation during 2003 compared to the same period in 2002 is due to rate of change in the Corporation's financing activities and the lack of significant improvements in the oil production cash flow from the Corporation's properties during this period.

**C. Research and development, patents and licenses, etc.**

See Item 4. D. above.

**D. Trend information.**

See Items 3. D. and 4. D. above.

**E. Off-balance sheet arrangements.**

There are no off-balance sheet arrangements.

**F. Tabular disclosure of contractual obligations.**

Contractual Obligations	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Unsecured Debt*	\$563,818	\$563,818			

\* Refer to Note 10 of the 2007 annual audited financial statements.



## **G. Safe Harbor**

Not applicable

### **Item 6. Directors, Senior Management and Employees**

#### **A. Directors and senior management.**

The following table sets out the names of and related information concerning each of the officers and directors of Sharpe Resources.

<b><u>NAME</u></b>	<b><u>OFFICE HELD</u></b>	<b><u>SINCE</u></b>
Roland M. Larsen Richmond, Virginia	President, Chief Executive Officer and Director	1993
Kimberley Koerner <sup>1</sup> Brambleton, Virginia	Treasurer and Director	2002
Troy Koerner Brambleton, Virginia	Director	2002
James C. Dunlop Toronto, Ontario	Director	2006

<sup>1.</sup> Kimberly Koerner is the daughter of Roland Larsen and the wife of Troy Koerner.

The following discussion provides information on the principal occupations of the above-named directors and executive officers of the Company within the preceding five years.

#### **Roland M. Larsen**

Mr. Roland M. Larsen, President, has more than 30 years of experience in the natural resources, both in exploration and management roles. Earlier in his career, he worked with BHP Minerals International, Inc. for a period of ten years, where he was the Exploration Manager for the Eastern United States and the North Atlantic Region. Prior to that he was the Senior Geologist for NL Industries, Inc. and NL Baroid Petroleum Services. In addition, he has several years of experience working with consulting engineering firms including Derry, Michner and Booth, and Watts Griffis & McOuat Limited. He is a member of the Society of Economic Geologists, the American Institute of Professional Geologists, the American Institute of Mining, Metallurgy, and Exploration, Inc. Mr. Larsen holds a B.Sc. and M.Sc. degrees in geology.

#### **Kimberly Koerner**

Ms. Koerner is a consulting financial analyst from northern Virginia. Since graduating with a B. A. in Business Administration from the University of South Carolina – Columbia in 1991, she has been employed with NPES of Reston, Virginia and Sharpe Energy Company of Houston, Texas

#### **Troy Koerner**

Mr. Koerner has been an analyst with E-Trade Advisory Services Inc. since August, 2002. From November 2000 to April 2002, Mr. Koerner served as an Equity Analyst with Lehman Brothers Inc. Prior to joining Lehman Brothers, he was in the Global Credit department of JP Morgan Company, Inc.

James C. Dunlop

From October 1994 to the present, Mr. Dunlop has been serving as the Managing Director of Canada Trust Investment Group Inc., a subsidiary of Canada Trust. He also serves as a director of Royal Standard Minerals Inc. From October 1986 to October 1994, he served as the Senior Vice President of CIBC-Investment Management Corp. Since graduating with a B.A. from University of Western Ontario in 1972, Mr. Dunlop has worked at increasingly senior positions within the Canadian investment community. Sharpe benefits from Mr. Dunlop's counsel on economic and commodity matters and from his contacts in the investment community.

**B. Compensation.**

Compensation of Officers

The following table summarizes, for the three most recently completed financial years of the Corporation, information concerning the compensation earned by the Chief Executive Officer of the Corporation, the Chief Financial Officer of the Corporation, each the Corporation's three most highly compensated executive officers of the Corporation who was serving as an executive officer as at the end of the most recently completed financial year or who was not serving as an officer of the Corporation at the end of the most recently completed financial year-end, and whose aggregate compensation exceeded \$150,000, (the "Named Executive Officer").

Name and Principal Position	Year	Annual Compensation			Long Term Compensation			All Other Compensation (US\$)
		Salary (US\$)	Bonus (US\$)	Other Annual Compensation (US\$)	Securities Under Options/SARs Granted (#)	Restricted Shares or Restricted Share Units (US\$)	LTIP Payouts (US\$)	
Roland M. Larsen	2007	Nil	Nil	Nil	1,000,000 <sup>(1)</sup>	Nil	Nil	Nil
President & CEO	2006	Nil	Nil	\$154,000	Nil	Nil	Nil	Nil
	2005	Nil	Nil	Nil	300,000 <sup>(2)</sup>	Nil	Nil	Nil
	2004	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Options to acquire 1,000,000 Common Shares at an exercise price of \$0.10 per share expiring May 15, 2012

(2) Options to acquire 300,000 Common Shares at an exercise price of \$0.10 per share expiring May 16, 2010

No options were exercised by the Named Executive Officer during the twelve months ended December 31, 2007.

Stock Option Plan

The Company maintains a stock option plan (the "Stock Option Plan") for directors, officers, consultants who provide ongoing services, and employees of the Company and its affiliates. The purpose of the Stock Option Plan is to attract, retain and motivate management, staff and consultants by providing them with the opportunity, through options, to acquire a proprietary interest in the Company and benefit from its growth. The Stock Option Plan is a "rolling" plan under which up to 10% of the issued and outstanding Common Shares of the Company from time to time, subject to adjustment in certain circumstances, may be issued. The number of common Shares reserved for issuance to any one person pursuant to options shall not exceed 5% of the issued and outstanding Common Shares of the Company.

With respect to insiders, the Stock Option Plan provides that Common Shares reserved for issuance pursuant to options granted to insiders shall not exceed 10% of the issued and outstanding Common Shares of the Company and that the number of Common shares which may be issued to insiders under the Stock Option Plan within a one-year period shall be limited to 10%

of the issued and outstanding Common Shares of the Company, with no more than 5% issued to any one insider and his associates. The options are non-assignable and may be granted for a term not exceeding ten years. The exercise price of the options is fixed by the board of directors at the market price of the Common Shares at the time of grant, subject to all applicable regulatory requirements.

Under the terms of the Stock Option Plan, the board of directors may, at its discretion, grant financial assistance to holders wishing to exercise their options. Any such financial assistance will include, as part of its conditions, the grant of a lien on the Common Shares issuable on exercise of the options.

The following table sets forth details with respect to options to purchase Common Shares that are outstanding under the Stock Option Plan as of December 31, 2007.

<b>Holder</b>	<b>Date of Grant</b>	<b>Common shares Under Option (#)</b>	<b>Exercise Price (\$/Share)</b>	<b>Expiration Date</b>
Executive Officers as a group (1 in total)	May 8, 2003	431,000	\$0.10	May 8, 2008
	May 16, 2005	300,000	\$0.10	May 16, 2010
	May 15, 2007	1,000,000	\$0.10	May 15, 2012
Directors who are not also executive officers, as a group (2 in total)	May 8, 2003	1,000,000	0.10	May 8, 2008
	May 16, 2006	180,000	0.10	May 16, 2010
	May 15, 2007	600,000	0.10	May 15, 2012

#### Compensation of Directors

None of the directors of the Corporation received for the financial year ended December 31, 2007 any fees for acting as directors or as members of committees of directors of the Corporation. All directors are reimbursed for their expenses and travel incurred in connection with attending directors meetings. Special remuneration, at per diem rates, may be paid to any director (other than executive officers of the Corporation) undertaking special services, at the request of the directors, any committee of the directors or the President of the corporation, beyond those services ordinarily required of a director of the Corporation. The directors of the Corporation are eligible to participate in the Stock Option Plan of the Corporation. During the year ended December 31, 2007, 1,600,000 stock options expired and 1,600,000 were granted to directors and officers of the Corporation.

#### Other Compensation Matters

There were no long-term incentive awards made to the executive officers of the Company during the twelve months ended December 31, 2007. There are no pension plan benefits in place for the Named Executive Officer and none of the Named Executive Officer, officers or directors of the Company are indebted to the Company. In addition, there are no plans in place with respect to the Named Executive Officer for termination of employment or change in responsibilities.

### Compensation Policy

The executive compensation policy of the Company is determined with a view to securing the best possible talent to run the Company. Executives expect to reap additional income from the appreciation in the value of the Common Shares they hold in the Company, including stock options.

Salaries are commensurate with those in the industry with additional options awarded to executive officers in lieu of higher salaries. Bonuses may be paid in the future for significant and specific achievements, which have a strategic impact on the fortunes of the Company. Salaries and bonuses are determined on a judgmental basis after review by the board of directors of the contribution of each individual, including the executive officers of the Company. Although they may be members of the board of directors, the executive officers do not individually make any decisions with respect to their respective salary or bonus. In certain cases, bonuses of certain individuals, other than the executive officers, may be tied to specific criteria put in place at the time of engagement.

The grant of stock options under the Company's Stock Option Plan is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term and to reward employees for both past and future performance. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of his/her position with and contribution to the Company.

### **C. Board practices.**

#### ***Responsibilities of the Board of Directors***

The Board recognizes it is responsible for the stewardship of the business and affairs of the Company and has adopted a set of principles and practices setting out its stewardship responsibilities. Under its mandate, the Board seeks to discharge such responsibility by reviewing, discussing and approving the Company's strategic planning and organizational structure, and supervising management to ensure that the foregoing enhance and preserve the underlying value of the Company for the benefit of all shareholders. As part of the strategic planning process, the Board contributes to the development of a strategic direction for the Company by reviewing, on an annual basis, the Company's principal opportunities, the processes that are in place to identify such opportunities and the full range of business risks facing the Company, including strategic, financial, operational, leadership, partnership and reputation risks. On an ongoing basis, the Board also reviews with management how the strategic environment is changing, what key business risks and opportunities are appearing and how they are managed, including the implementation of appropriate systems to manage these risks and opportunities. The performance of management, including the Company's Chief Executive Officer, is also supervised to ensure that the affairs of the Company are conducted in an ethical manner. The Board, directly and through its committees, ensures that the Company puts in place, and reviews at least on an annual basis, comprehensive communication policies to address how the Company (i) interacts with analysts, investors, other key stakeholders and the public, and (ii) complies with its continuous and timely disclosure obligations and avoids selective. Finally, the Board monitors the integrity of corporate internal control procedures and management information systems to manage such risks and ensure that the value of the underlying asset base is not eroded.

The Board from time to time delegates to senior executives the authority to enter into certain types of transactions, including financial transactions, subject to specified limits. According to the Company's policy, investments and other similar expenditures above the specified limits, including major capital projects as well as material transactions outside the ordinary course of business, whether on or off balance sheet, are reviewed by, and subject to, the prior approval of the Board.

Following are the principles of the Company's corporate governance arrangements:

- Subject to the relatively small size of the Company and to business needs, the size of the Board must be kept to a sufficiently low number to facilitate open and effective dialogue and full participation and contribution of each Director.
- The Board must function as a cohesive team, with shared responsibilities and accountabilities that are clearly defined, understood and respected.
- The Board must have the ability to exercise all its supervisory responsibilities independent of any influence by management.
- The Board must have access to all the information needed to carry out its full responsibilities. Information must be available in a timely manner and in a format conducive to effective decision making.
- The Board must develop, implement, and measure effective corporate governance practices, processes and procedures.

#### *Election of Directors and Officers*

The Company's articles provide for a minimum of three and a maximum of seven directors, to be elected yearly and to hold office until the next annual meeting of shareholders of the Company or until their successors are duly elected or appointed. The whole board is elected at each annual meeting, and all directors then in office must retire, but, if qualified, are eligible for re-election. If an election of directors is not held at the proper time, the directors continue in office until their successors are elected or appointed. Each officer continues to hold office until the appointment of officers at the first meeting of the board of directors after the election of directors and, in default of the appointment of officers at such meeting, continues to hold office after such meeting. In the absence of written agreements to the contrary, the board may remove at its pleasure any officer of the Company.

#### ***Committees of the Board***

There are currently two committees of the board of directors. The board does not have, nor does it currently intend to form, a nominating committee. It is the view of the board of directors that its current size (three) is small enough to make such additional committees counter productive. In addition to regularly scheduled meetings of the board, its members are in continuous contact with one another and with the members of senior management. If the size of the board were to be enlarged or if the Company were to undergo a substantial change in its business and operations, consideration would at that point be given to the formation of additional committees, including a nominating committee.

#### *Audit Committee*

The charter of the Corporation's audit committee charter is as follows:

**1. Establishment of Audit Committee:** The board of directors of the Corporation hereby establishes a committee to be called the Audit Committee. The Audit Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to:

- a) Identify and monitor the management of the principal risks that could impact the financial reporting of the Corporation;
- b) Monitor the integrity of the Corporation's financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
- c) Monitor the independence and performance of the Corporation's external auditors;
- d) Provide an avenue of communication among the external auditors, management and the Board of Directors.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the external auditors as well as anyone in the organization. The Audit Committee has the ability to retain, at the Corporation's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

**2. Membership:** The Audit Committee shall be composed of three members or such greater number as the board of directors may from time to time determine. A majority of the members of the Audit Committee shall be unrelated to the Company. Members shall be appointed annually from among the members of the board of directors. The Chair of the Audit Committee shall be appointed by the board of directors. All members of the Audit Committee shall be financially literate. An Audit Committee member who is not financially literate may be appointed to the Audit Committee provided that the member becomes financially literate within a reasonable period of time. The following board members have been appointed to serve on the Audit Committee as follows:

Kimberly L. Koerner (Chair)
James Dunlop
Troy Koerner

**3. Mandate:** The Audit Committee shall, in addition to any other duties and responsibilities specifically assigned or delegated to it from time to time by the board of directors:

- a) Meet with the independent external auditors (the "auditors") and the senior management of the Corporation to review the year-end audited financial statements of the Corporation which require approval by the board of directors, prior to the issuance of any press release in respect thereof;
- b) Review with senior management and, if necessary, the auditors, the interim financial statements of the Corporation prior to the issuance of any press release in respect thereof;
- c) Review the MD&A and press releases containing financial results of the Corporation;
- d) Review all prospectuses, material change reports and annual information forms;
- e) Review the audit plans and the independence of the auditors;
- f) Meet with the auditors independently of management;
- g) In consultation with senior management, review annually and recommend for approval by the board of directors:

- (i) the appointment of auditors at the annual general meeting of shareholders of the Corporation;
  - (ii) the remuneration of the auditors; and
  - (iii) pre-approve all non audit services to be provided to the Corporation by the external auditor;
- h) review with the auditors:
  - (i) the scope of the audit;
  - (ii) significant changes in the Corporation's accounting principles, practices or policies; and
  - (iii) new developments in accounting principles, reporting matters or industry practices which may materially affect the financial statements of the Corporation;
- i) review with the auditors and senior management the results of the annual audit, and make appropriate recommendations to the board of directors, having regard to, among other things:
  - (i) the financial statements;
  - (ii) management's discussion and analysis and related financial disclosure contained in continuous disclosure documents;
  - (iii) significant changes, if any, to the initial audit plan;
  - (iv) accounting and reporting decisions relating to significant current year events and transactions;
  - (v) the audit findings report and management letter, if any, outlining the auditors' findings and recommendations, together with management's response, with respect to internal controls and accounting procedures; and
  - (vi) any other matters relating to the conduct of the audit, including the review and opportunity to provide comments in respect of any press releases announcing year end financial results prior to issue and such other matters which should be communicated to the Audit Committee under generally accepted auditing standards;
- j) Review with the auditors the adequacy of management's internal control procedures and management information systems and inquiring of management and the auditors about significant risks and exposures to the Corporation that may have a material adverse impact on the Corporation's financial statements, and inquiring of the auditors as to the efforts of management to mitigate such risks and exposures;
- k) Monitor policies and procedures for reviewing directors' and officers' expenses and perquisites, and inquire about the results of such reviews;
- l) Review and approve written risk management policies and guidelines including the effectiveness of the overall process for identifying the principal risks affecting financial reporting;
- m) Review issues relating to legal, ethical and regulatory responsibilities to monitor management's efforts to ensure compliance Including any legal matters that could have a significant impact on the Corporation's financial statements, the Corporation's compliance with applicable laws and regulations and inquiries received from regulators of governmental agencies; and,
- n) Establish procedures for:
  - a. the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
  - b. the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

**4. Administrative Matters:** The following general provisions shall have application to the Audit Committee:

- a) A quorum of the Audit Committee shall be the attendance of two members thereof present in person or by telephone. No business may be transacted by the Audit Committee except at a meeting of its members at which a quorum of the Audit Committee is present or by a resolution in writing signed by all the members of the Audit Committee. Meetings of the Audit Committee shall be held at least annually and more often as the Chair of the Audit Committee may determine;
- b) Any member of the Audit Committee may be removed or replaced at any time by resolution of the directors of the Corporation. A member of the Audit Committee shall ipso facto cease to be a member of the Audit Committee upon ceasing to be a director of the Corporation. The board of directors, upon recommendation of the Corporate Governance Committee, may fill vacancies on the Audit Committee by appointment from among its members. If and whenever a vacancy shall exist on the Audit Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, each member of the Audit Committee shall hold such office until the close of the annual general meeting of shareholders of the Corporation next following the date of appointment as a member of the Audit Committee or until a successor is duly appointed. Any member of the board of directors who has served as a member of the Audit Committee may be re-appointed as a member of the Audit Committee following the expiration of his term;
- c) The Audit Committee may invite such officers, directors and employees of the Corporation as it may see fit from time to time to attend at meetings of the Audit Committee and to assist thereat in the discussion of matters being considered by the Audit Committee. The independent auditor of the Corporation is to appear before the Audit Committee when requested to do so by the Audit Committee;
- d) The time at which and the place where the meetings of the Audit Committee shall be held, the calling of meetings and the procedure at such meetings shall be determined by the Audit Committee, having regard to the by-laws of the Corporation. A meeting of the Audit Committee may be held at any time without notice if all of the members are present or, if any members are absent, those absent have waived notice or otherwise signified their consent in writing to the meeting being held in their absence;
- e) The Chair shall preside at all meetings of the Audit Committee and shall have a second and deciding vote in the event of a tie, provided that, in the event of a tie vote when only two members of the Audit Committee are present at a particular meeting, the matter shall be resolved by a future vote of members of the Audit Committee at which more than two members are present. In the absence of the Chair, the other members of the Audit Committee shall appoint one of their members to act as Chair for the particular meeting;
- f) Notice of meetings of the Audit Committee may be given to the auditor of the Corporation and shall be given in respect of meetings relating to the annual audited financial statements. The auditor has the right to appear before and to be heard at any meeting of the Audit Committee. Upon the request of the auditor, the Chair of the Audit Committee shall convene a meeting of the Audit Committee to consider any matters which the auditor believes should be brought to the attention of the directors or shareholders of the Corporation;
- g) The Audit Committee shall report to the directors of the Corporation on such matters and questions relating to the financial position of the Corporation or any affiliates of the Corporation as the directors of the Corporation may from time to time refer to the Audit Committee;



- h) The members of the Audit Committee shall, for the purpose of performing their duties, have the right of inspecting all the books and records of the Corporation and its affiliates and of discussing such books and records in any matter relating to the financial position of the Corporation with the officers, employees and auditor of the Corporation and its affiliates;
- i) Minutes of the Audit Committee will be recorded and maintained and the Chair of the Audit Committee will report to the board of directors on the activities of the Audit Committee and/or the minutes will promptly be circulated to the directors who are not members of the Audit Committee or otherwise made available at the next meeting of directors;
- j) The Chair of each meeting of the Audit Committee shall appoint a person to act as recording secretary to keep the minutes of the meeting. The recording secretary need not be a member of the Audit Committee;
- k) Unless the Audit Committee has been provided with express instructions from the board of directors, the Audit Committee shall function primarily to make assessments and determinations with respect to the purposes mandated herein and its decisions shall serve as recommendations for consideration by the board of directors.

#### *Corporate Governance Committee*

The Corporate Governance Committee is responsible for the development, maintenance, and disclosure of the Company's corporate governance practices. The mandate of the committee includes:

- developing criteria governing the size and overall composition of the Board;
- conducting an annual review of the structure of the Board and its committees, as well as of the mandates of such committees;
- recommending new nominees for the Board (in consultation with the Chairman and the Chief Executive Officer); and
- recommending the compensation of directors
- ensuring that the Company's policy on disclosure and insider trading, including communication to the different stakeholders about the Company and its subsidiaries, documents filed with securities regulators, written statements made in documents pertaining to the Company's continuous disclosure obligations, information contained on the Company's Web site and other electronic communications, relationships with investors, the media and analysts is timely, factual and accurate, and broadly disseminated in accordance with all applicable legal and regulatory requirements.

The committee also coordinates the annual evaluation of the Board, the committees of the Board and individual directors. All issues identified through this evaluation process are then discussed by the Corporate Governance Committee and are reported to the Board. Finally, it also has the responsibility for annually initiating a discussion at the Board level on the performance evaluation and remuneration of the President and Chief Executive Officer.

#### *Conflicts of Interest*

Some of the directors and officers of the Company also serve as directors and officers of other companies involved in the resource exploration sector. Consequently, there exists a possibility for any such officer or director to be placed in a position of conflict. Each such director or officer is

subject to fiduciary duties and obligations to act honestly and in good faith with a view to the best interests of the Company.

Similar duties and obligations will apply to such other companies. Thus any future transaction between the Company and such other companies will be for bona fide business purposes and approved by a majority of disinterested directors of the Company.

**D. Employees.**

In addition to the officers and directors, the Company has one part-time administrative assistant.

**E. Share ownership.**

<b>Name</b>	<b>Office Held</b>	<b>Number of Common Shares Beneficially Owned or Over Which Control is Exercised<sup>1</sup></b>
Roland M. Larsen Richmond, Virginia	President, CEO & Director	6,789,220
Kimberley Koerner Brambleton, Virginia	Treasurer & Director	3,518,480
Troy Koerner Brambleton, Virginia	Director	2,638,860
James C. Dunlop Toronto, Ontario	Director	Nil

1. The information as to shares beneficially owned or over which control or direction is exercised, not being within the knowledge of the Company, has been furnished by the respective individuals.

**Item 7. Major Shareholders and Related Party Transactions**

**A. Major Shareholders**

The following table shows as at May 5, 2008, each person who is known to the Company, or its directors and officers to beneficially own, directly or indirectly, or to exercise control or direction over securities carrying more than 10% of the voting rights attached to any class of outstanding voting securities of the Company entitled to be voted.

<b>Name of Shareholder</b>	<b>Securities Owned, Controlled or Directed</b>	<b>Percentage of the Class of Outstanding Voting Securities of the Company<sup>(1)</sup></b>
CDS & Co. <sup>(2)</sup> Toronto, Ontario	22,213,640 Common Shares	47.65%
Roland M. Larsen Richmond, Virginia	6,789,220	14.56%

(1) Based on 46,619,863 Common Shares issued and outstanding as at May 5, 2008.

- (2) This is a nominee account. To the knowledge of the Company, there is no beneficial ownership of these shares by this nominee. The shares are held by a number of securities dealers and other intermediaries holding shares on behalf of their clients who are the beneficial owners.

**B. Related party transactions.**

Following is a summary of the related party transactions of the Corporation for the last three years ending December 31:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Due from related party <sup>1</sup>	\$250,000	\$250,000	\$0
Due to related party			
Roland M. Larsen <sup>2</sup>	\$25,400	\$25,400	\$25,500
Royal Standard Minerals Inc. <sup>3</sup>	108,813	108,813	109,082

1. Standard Energy Company is related by virtue of its ownership by an officer and director of the Company. The loan receivable is unsecured, non-interest bearing and no date is set for its repayment. On January 7, 2008, the Company acquired 100% interest in the Standard Energy Company as described in Note 11 of the audited Consolidated Financial Statements for the Years Ended December 31, 2007, 2006 and 2005.
2. This loan is payable to an officer and director of the Company. It is unsecured, bearing interest at 8% and has no date set for its repayment. The interest payable on this loan has been accrued but has not yet been paid.
3. Royal Standard Minerals Inc. is a related company by virtue of common management and common directors. The loan payable is unsecured, non-interest bearing and no date is set for its repayment.

Management fees of \$15,000 (December 31, 2006 – \$154,000) were paid to an officer and director of the Company.

These transactions are in normal course of operations and are measured at the exchange amount (the amount of consideration established and agreed to by the related parties which approximate the arm's length equivalent value.)

**C. Interests of experts and counsel.**

Not Applicable.

**Item 8. Financial Information**

**A. Consolidated Statements and Other Financial Information**

Following is a list of financial statements filed as part of the annual report under Item #17:

- Auditor's Report for Sharpe Resources Corporation for the year ended December 31, 2007, 2006, 2005, 2004, 2003, 2002
- Consolidated Balance Sheets of Sharpe Resources Corporation as at December 31, 2007 and 2006
- Consolidated Statements of Operations and Deficit of Sharpe Resources Corporation for the years ended December 31, 2007, 2006, 2005

- Consolidated Statements of Cash Flows of Sharpe Resources Corporation for the years ended December 31, 2007, 2006, 2005
- Notes to the Consolidated Financial Statements of Sharpe Resources Corporation
- Management's Discussion and Analysis

The consolidated financial statements of Sharpe Resources Corporation were prepared in accordance with generally accepted accounting principles in Canada and are expressed in United States dollars. For a discussion of the reconciliation of such financial statements to United States generally accepted accounting principles, see note #8 of the notes to the consolidated financial statements of Sharpe Resources Corporation.

**B. Significant Changes.**

- a) On January 7, 2008, the Company acquired a 100% interest in Standard Energy Company. The cash and stock transaction includes a cash payment of \$250,000 and the issuance of 2 million shares of the Company's common stock valued at \$0.25 per share and is subject to regulatory approvals. This transaction completes a previously announced (July 5, 2006) purchase agreement between the parties for a large coal property located in Preston County, West Virginia.

Standard Energy's primary asset includes 100% ownership interest in all of the coal seams on more than 17,000 acres in Preston County, West Virginia.

- b) On April 1, 2008, Standard Energy, the Company's new wholly owned subsidiary, entered into a purchase agreement to acquire a 40% interest in a coal mine property in Eastern Kentucky. The terms of the transaction include a payment of \$250,000 and specific expenditure commitments in regard to accelerating the development of this property. The Lawrence County Kentucky property is permitted and bonded and is in position to commence production immediately.

**Item 9. The Offer and Listing**

**A. Offer and listing details.**

The authorized capital of the Company consists of (i) an unlimited number of Common Shares and (ii) an unlimited number of preferred shares. The Common Shares are the only class of securities which are the subject of this registration statement on Form 20-F.

The Common Shares, when issued, will be fully paid and non-assessable, carry one vote at all meetings of shareholders (except meetings at which only holders of another class or series of shares are entitled to vote), participate ratably in any dividend declared by the directors, subject to the rights of holders of any shares ranking prior to the Common Shares, carry the right to receive a proportionate share of the assets of the Company available for distribution to holders of the Common Shares in the event of liquidation, dissolution or winding-up of the Company. The Common Shares do not carry any pre-emptive rights or voting rights.

On May 10, 1998, the shareholders of the Company approved by the requisite vote an amendment to the Company's articles to increase the authorized capital of the Company by the creation of an unlimited number of preferred shares. The preferred shares are issuable in series and authorize the directors of the Company to fix the number of shares in, and determine the designation, rights,

privileges, restrictions and conditions attaching to the shares of each series. As of December 31, 2005, no series has been designated by the board of directors of the Company.

There are no laws or regulations, which would impose voting restrictions on non-resident shareholders.

The following table sets forth the reported high and low sales prices (stated in Canadian currency) and the average daily trading volume of the outstanding Common Shares on the Montreal Exchange for the periods January 1997 through September 2001 and the TSX Venture Exchange for the periods October 2001 through May, 2008.

	High	Low	Volume
<u>2001</u>			
First Calendar Quarter	\$0.28	\$0.11	45,997
Second Calendar Quarter	\$0.16	\$0.10	39,862
Third Calendar Quarter	\$0.11	\$0.05	12,330
Fourth Calendar Quarter	\$0.05	\$0.02	69,953
<u>2002</u>			
First Calendar Quarter	\$0.12	\$0.03	40,018
Second Calendar Quarter	\$0.14	\$0.04	29,602
Third Calendar Quarter	\$0.06	\$0.04	1,812
Fourth Calendar Quarter	\$0.05	\$0.05	0
<u>2003</u>			
First Calendar Quarter	\$0.05	\$0.05	0
Second Calendar Quarter	\$0.05	\$0.05	0
Third Calendar Quarter	\$0.05	\$0.05	0
Fourth Calendar Quarter	\$0.05	\$0.05	0
<u>2004</u>			
First Calendar Quarter	\$0.12	\$0.04	1,695
Second Calendar Quarter	\$0.07	\$0.04	3,186
Third Calendar Quarter	\$0.08	\$0.04	7,129
Fourth Calendar Quarter	\$0.06	\$0.03	9,270
<u>2005</u>			
First Calendar Quarter	\$0.05	\$0.04	9,378
Second Calendar Quarter	\$0.06	\$0.03	27,991
Third Calendar Quarter	\$0.09	\$0.03	41,567
Fourth Calendar Quarter	\$0.17	\$0.04	108,903
<u>2006</u>			
First Calendar Quarter	\$0.18	\$0.09	39,533
Second Calendar Quarter	\$0.18	\$0.10	51,333
Third Calendar Quarter	\$0.17	\$0.08	17,900
Fourth Calendar Quarter	\$0.10	\$0.05	19,500
<u>2007</u>			
First Calendar Quarter	\$0.12	\$0.05	29,567
Second Calendar Quarter	\$0.07	\$0.06	19,267
Third Calendar Quarter	\$0.07	\$0.06	14,262
Fourth Calendar Quarter	\$0.08	\$0.04	29,696
<u>2008</u>			
January 2008	\$0.09	\$0.05	32,647
February 2008	\$0.09	\$0.07	12,229
March 2008	\$0.15	\$0.07	84,294
April 2008	\$0.13	\$0.09	44,867
May 2008	\$0.23	\$0.12	58,811

**B. Plan of Distribution**

Not Applicable

**C. Markets**

The Company was listed on the Vancouver Stock Exchange from 1980 until July 1995 when it was delisted at its own request in order to facilitate the quotation of its Common Shares on the Canadian Dealing Network. Trading in the Company's Common Shares commenced on the Canadian Dealing Network on July 10, 1995 under the symbol "SHGP" until January 1997 when it was delisted at its own request in order to facilitate the listing of its Common Shares on the Montreal Exchange. Trading in the Company's Common Shares commenced on the Montreal Exchange on January 20, 1997 and continued until October 2001 when they began trading on the TSX Venture Exchange (formerly the CDNX).

The Company's shares are listed on the OTC:BB under the symbol SHGPF and in Canada under the symbol SHO.H on the NEX exchange.

**D. Selling shareholders.**

Not Applicable

**E. Dilution.**

Not Applicable

**F. Expenses of the issue.**

Not Applicable

**Item 10. Additional Information**

**A. Share capital.**

Not applicable

**B. Memorandum and articles of association.**

These documents were filed with the original registration report in July, 1998.

**C. Material contracts.**

There are no material contracts.

**D. Exchange controls.**

There is no law, governmental decree or regulation in Canada that restricts the export or import of capital, including foreign exchange controls, or that affects the remittance of dividends, interest or other payments to non-resident holders of Common Shares, other than withholding tax requirements and potential capital gain on the disposition of the Common Shares under certain circumstances. (See Item 10. E. - Taxation.)

There is no limitation imposed by Canadian law or by the Articles or other charter documents of the Company on the right of a non-resident to hold or vote Common Shares, other than as provided by the Investment Canada Act (Canada) as amended, including as amended by the World Trade Organization Implementation Act (Canada). The following summarizes the principal features of the Investment Canada Act for non-Canadians who propose to acquire Common Shares.

The Investment Canada Act (the "Act") enacted on June 20, 1985, as amended, including as amended by the World Trade Organization Implementation Act (Canada), requires notification and, in certain cases, advance review and approval by the Government of Canada of the

acquisition by a “non-Canadian” of “control” of a “Canadian business,” all as defined in the Act. “Non-Canadian” generally means an individual who is not a Canadian citizen or permanent resident, or a Corporation, partnership, trust or joint venture that is ultimately controlled by non-Canadians. For purposes of the Act, “control” can be acquired through the acquisition of all or substantially all of the assets used in the Canadian business, or the direct or indirect acquisition of voting interests or shares in an entity that carries on a Canadian business or which controls the entity which carries on the Canadian business whether or not the controlling entity is Canadian. Under the Act, control of a Corporation is deemed to be acquired through the acquisition of a majority of the voting shares of a Corporation, and is presumed to be acquired where at least one-third, but less than a majority, of the voting shares of a Corporation or of an equivalent undivided ownership interest in the voting shares of a Corporation are acquired unless it can be established that the Corporation is not controlled in fact through the ownership of voting shares. Other rules apply with respect to the acquisition of non-corporate entities.

All investments to acquire control of a Canadian business are notifiable, unless they are reviewable. Investments requiring review and approval include: (i) a direct acquisition of control of a Canadian business with assets with a value of Cdn. \$5,000,000 or more; (ii) an indirect acquisition of control of a Canadian business where the value of the assets of the Canadian business and of all other Canadian entities the control of which is acquired directly or indirectly is Cdn. \$50,000,000 or more; and (iii) an indirect acquisition of control of a Canadian business and of all other Canadian entities the control of which is acquired directly or indirectly is Cdn. \$5,000,000 or more and represents greater than 50% of the total value of the assets of all of the entities, control of which is being acquired. Subject to certain exceptions, where an investment is made by a “WTO Investor” (generally, nationals or permanent residents of World Trade Organization member states, or entities controlled by residents or nationals of WTO member states) or the Canadian business is controlled by a WTO Investor, the monetary thresholds discussed above are higher. In these circumstances the monetary threshold with regard to direct acquisitions is Cdn. \$160,000,000 in constant 1995 dollars as determined in accordance with the Act. Indirect acquisitions of Canadian businesses by or from WTO Investors are not subject to review. The United States is a WTO member state.

Special rules apply with respect to investments by non-Canadians (including WTO Investors) to acquire control of Canadian businesses that engage in certain specified activities, including financial services, transportation services and activities relating to Canada’s cultural heritage or national identity.

If an investment is reviewable, an application for review in the form prescribed by regulation is normally required to be filed with the Investment Review Division of Industry Canada prior to the investment taking place and the investment may not be normally implemented until the review has been completed and ministerial approval obtained.

The Investment Review Division will submit the application for review to the Minister of Industry (Canada), together with any other information or written undertakings given by the acquirer and any representations submitted to the division by a province that is likely to be significantly affected by the investment. The Minister will then determine whether the investment is likely to be of “net benefit to Canada,” taking into account the information provided and having regard to certain factors of assessment prescribed under the Act. Among the factors considered are: (i) the effect of the investment on the nature and level of economic activity in Canada, including the effect on employment, on resource processing, on the utilization of parts, components and



services produced in Canada, and on exports from Canada; (ii) the degree and significance of participation by Canadians in the Canadian business and in any industry in Canada of which it forms a part; (iii) the effect of the investment on productivity, industrial efficiency, technological development, product innovation and product variety in Canada; (iv) the effect of the investment on competition within any industry or industries in Canada; (v) the compatibility of the investment with national industrial, economic and cultural objectives enunciated by the government or legislature of any province likely to be significantly affected by the investment; and (vi) the contribution of the investment to Canada's ability to compete in world markets.

Within 45 days after completed application for review has been received, the Minister must notify the investor that (a) he is satisfied that the investment is likely to be of "net benefit to Canada," or (b) he is unable to complete his review in which case he shall have 30 additional days to complete his review (unless the investor agrees to a longer period) or (c) he is not satisfied that the investment is likely to be of "net benefit to Canada." If the Minister is unable to complete his review and no decision has been taken within the prescribed or agreed upon time, the Minister is deemed to be satisfied that the investment is likely to be of "net benefit to Canada."

Where the Minister has advised the investor that he is not satisfied that the investment is likely to be of "net benefit to Canada," the acquirer has the right to make representations and submit undertakings within 30 days of the date of notice (or any further period that is agreed upon between the investor and the Minister). On the expiration of the 30-day period (or an agreed extension), the Minister must notify the investor whether or not he is satisfied that the investment is likely to be of "net benefit to Canada." In the latter case, the investor may not proceed with the investment, or if the investment has already been implemented, must divest itself of control of the Canadian business.

No securities of the Company are subject to escrow or similar restrictions.

#### **E. Taxation**

The following is a summary of certain Canadian federal income tax provisions applicable to United States corporations, citizens and resident alien individuals purchasing Common Shares. The discussion is only a general summary and does not purport to deal with all aspects of Canadian federal taxation that may be relevant to shareholders, including those subject to special treatment under the income tax laws. Shareholders are advised to consult their own tax advisors regarding the Canadian federal income tax consequences of holding and disposing of the Company's Common Shares, as well as any consequences arising under U.S. federal, state or local tax laws or tax laws of other jurisdictions outside the United States. The summary is based on the assumption that, for Canadian tax purposes, the purchasers or shareholders (i) deal at arm's-length with the Company, (ii) are not residents of Canada, (iii) hold the Common Shares as capital property and (iv) do not use or hold Common Shares in, or in the course of, carrying on business in Canada (a "Non-Resident Holder").

Dividends paid to U.S. residents by the Company on the Common Shares generally will be subject to Canadian non-resident withholding taxes. For this purpose, dividends will include amounts paid by the Company in excess of the paid-up capital of the Common Shares on redemption or a purchase for cancellation of such shares by the Company (other than purchases on the open market). For U.S. corporations owning at least 10% of the voting stock of the Company, the dividends paid by the Company are subject to a withholding tax rate of 6% in 1996 and 5% thereafter under the Canada-U.S. Income Tax Convention (1980), as amended by the Protocol

signed on March 17, 1995 (the “Treaty”). For all other U.S. shareholders, the Treaty reduces the withholding tax rate from 25% to 15% of the gross dividend. Other applicable tax treaties may reduce the Canadian tax rate for other Non-Resident Holders.

A Non-Resident Holder will generally not be subject to tax in Canada on capital gains realized from disposition of Common Shares, unless such shares are “taxable Canadian property” within the meaning of the Income Tax Act (Canada). Generally, the Common Shares would not be taxable Canadian property unless the Non-Resident Holder, together with related parties, at any time during the five years prior to the disposition of the Common Shares owned not less than 25% of the issued shares of any class of the capital stock of the Company. Under the Treaty, a resident of the United States will not be subject to tax under the Income Tax Act (Canada) in respect of gains realized on the sale of Common Shares which constitute “taxable Canadian property”, provided that the value of the Common Shares at the time of disposition is not derived principally from real property located in Canada.

**F. Dividends and paying agents.**

Not applicable.

**G. Statement by experts**

Not applicable.

**H. Documents on display.**

Company documents can be viewed at 3258 Mob Neck Road, Heathsville, Virginia 22473. They can also be obtained by writing to this address.

**I. Subsidiary Information**

Not applicable.

**Item 11. Quantitative and Qualitative Disclosures about Market Risk.**

At December 31, 2006, the Company's financial instruments consisted of cash and cash equivalents, receivables, payables and accruals and advances from related parties. The Company estimates that the fair value of its financial instruments approximates the carrying values. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Receivables include amounts receivable for petroleum and natural gas sales, which are generally made to large creditworthy customers in the United States. Accordingly, the Company views credit risks on these amounts as low.

The company is exposed to losses, in the event of non-performance by counter-parties to these financial instruments. The Company deals with major institutions and believes these risks are minimal.

**Item 12. Description of Securities Other than Equity Securities.**

Not applicable.

## PART II

### Item 13. Defaults, Dividend Arrearages and Delinquencies.

On August 4, 1999, the Company was forced to voluntarily seek Chapter 11 reorganization under the US federal Bankruptcy code as a result of a large cost overrun incurred during the drilling phase of an offshore well. This filing occurred after a long period of negotiations with the creditors. There was a general lack of progress toward working out an out-of-bankruptcy agreement with the creditors during the first half of 1999.

On February 9, 2000, the Company filed with the US District Bankruptcy Court of the Southern District of Texas a second proposed plan of reorganization in accordance with federal bankruptcy laws. The plan of reorganization sets forth the means for satisfying claims, including liabilities subject to compromise and subsequent adjustments to the plan. The Company's cash and other assets are subject to certain restrictions as a result of the bankruptcy.

In general, the plan provides for the following:

The current portion of long-term debt will be paid in full on the closing date out of proceeds of a proposed financing.

The agreed secured-vendor lien claims will accept a cash payment of 45% as full payment of their claims. Alternatively, one of the sub-classes of secured claimants will have the option to be paid in full over 42 months at 10% interest.

The unsecured vendor claims will accept a 10% cash payment 120 days after closing. At that time, the balance of the claim is to be converted to Sharpe Energy Company Preferred Class A stock which is subject to regulatory approval. The Preferred Class A stock will pay a quarterly stock dividend of 4% per annum. Additionally, the Preferred Class A stock may be redeemed by the Company, all or in part, at a discount based upon the time of issuance, i.e., from 0-15 months the Preferred Class A stock can be redeemed for 35% of the remaining value, from 16-24 months the redemption is 40% of the remaining value, from 25-36 months the redemption is 60% of the remaining value and thereafter at 100% of the remaining value.

The consummation of the final plan of reorganization received bankruptcy court approval and was approved by the Company's creditors on March 27, 2000. On June 5, 2000 Sharpe closed a US \$2.3 million debenture financing. The term of the debenture is five years with a 12% fixed interest rate coupon with quarterly interest and principal payments includes 2.3 million detachable warrants exercisable for two years at C\$0.25 per warrant. **The recapitalization of the company did not impact shareholder equity.**

### Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds.

There have been none.

### Item 15. Controls and Procedures

As of the end of the period covered by this report and based on their evaluation the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) were effective to ensure that the information required to be disclosed by the Company in

reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time period specified in Securities and Exchange Commission rules and forms.

There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

**Item 16. [Reserved]**

**Item 16A. Audit committee financial expert.**

The board of directors has determined that Director and Audit Committee Member, Ms. Kimberly Koerner has the necessary attributes for designation as the audit committee's financial expert and have designated her as the financial expert.

**Item 16B. Code of Ethics.**

The company has adopted a Code of Ethics that applies to its Directors and Executive Officers. The Code of Ethics can be viewed at 3258 Mob Neck Road, Heathsville, Virginia 22473. It can also be obtained, without charge, by writing to this address.

**Item 16C. Principal Accountant Fees and Services.**

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Audit Fees	\$34,000	\$25,000	\$23,000
Audit Related Fees	\$3,000	\$0	\$0
Tax Fees	\$2,000	\$2,000	\$2,000
All Other Fees	\$592	\$400	\$360

*Policies and Procedures*

The Audit Committee, in consultation with senior management, reviews annually and recommends for approval by the board of directors;

- the appointment of independent auditors at the annual general meeting of shareholders of the Corporation;
- the remuneration of the auditors; and
- pre-approval of all non-audit services to be provided to the Corporation by the external auditor.

Since the commencement of the Corporation's most recently completed financial year, every recommendation of the Audit Committee to nominate or compensate an external auditor was adopted by the Board of Directors.

**Item 16D. Exemptions from the Listing Standards for Audit Committees.**

The Company is relying on the exemption in section 6.1 in Multilateral Instrument 52-110 – *Audit Committees* ("MI 52-110"), which provides that venture issuers (as that term is defined therein) are not required to comply with certain audit committee composition requirements and have different reporting obligations, as specified by MI 52-110..

**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

Not applicable.

## **PART III**

### **Item 17. Financial Statements.**

Following is a list of financial statements filed as part of the annual report.

- Auditor's Report for Sharpe Resources Corporation for the year ended December 31, 2007, 2006, 2005, 2004, 2003, 2002
- Consolidated Balance Sheets of Sharpe Resources Corporation as at December 31, 2007 and 2006
- Consolidated Statements of Operations and Deficit of Sharpe Resources Corporation for the years ended December 31, 2007, 2006, 2005
- Consolidated Statements of Cash Flows of Sharpe Resources Corporation for the years ended December 31, 2007, 2006, 2005
- Notes to the Consolidated Financial Statements of Sharpe Resources Corporation
- Management's Discussion and Analysis

The consolidated financial statements of Sharpe Resources Corporation were prepared in accordance with generally accepted accounting principles in Canada and are expressed in United States dollars. For a discussion of the reconciliation of such financial statements to United States generally accepted accounting principles, see note #8 of the notes to the consolidated financial statements of Sharpe Resources Corporation.

# Auditors' Report

To the Shareholders of  
Sharpe Resources Corporation

We have audited the consolidated balance sheets of Sharpe Resources Corporation as at December 31, 2002 and 2001 and the consolidated statements of operations and deficit and cash flows for each of the years in the three year period ended December 31, 2002. These consolidated financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in Canada and in the United States of America. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the company as at December 31, 2002 and 2001 and the results of its operations and its cash flows for each of the years in the three year period ended December 31, 2002, in accordance with Canadian generally accepted accounting principles.

\s\ Grant Thornton LLP

Toronto, Canada  
March 31, 2003

Grant Thornton LLP  
Chartered Accountants

## Comments by Auditors on United States of America-Canada Reporting Difference

United States of America reporting standards require the addition of an explanatory paragraph when the financial statements are affected by conditions and events that cast doubt on the company's ability to continue as a going concern, such as those described in note 1 to the financial statements. Although we conducted our audit in accordance with both United States of America and Canadian generally accepted auditing standards, our report to the shareholders dated March 31, 2003 is expressed in accordance with Canadian reporting standards which do not permit a reference to such conditions and events in the auditor's report when these are adequately disclosed in the financial statements.

\s\ Grant Thornton LLP

Toronto, Canada  
March 31, 2003

Grant Thornton LLP  
Chartered Accountants

March 1, 2005

## **Auditors' Report**

To the Shareholders of  
Sharpe Resources Corporation

We have audited the consolidated balance sheet of Sharpe Resources Corporation, as at Wednesday, December 31, 2004 and 2003 and the consolidated statements of operations and deficit and cash flows for each of the years then ended. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in Canada and the standards issued by the Public Company Accounting Oversight Board "United States". Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the company as at Wednesday, December 31, 2004 and 2003 and the results of its operations and its cash flows for each of the years then ended in accordance with Canadian generally accepted accounting principles.

The consolidated statements of operations and deficit and cash flows for the year ended December 31, 2002 were audited by other auditors who expressed an opinion without reservation on the financial statements in their audit report dated March 31, 2003.

"McCarney Greenwood LLP"

Toronto, Canada

McCarney Greenwood LLP  
Chartered Accountants

### **Comments by Auditors on United States of America-Canada Reporting Difference**

United States of America reporting standards require the addition of an explanatory paragraph when the financial statements are affected by conditions and events that cast doubt on the company's ability to continue as a going concern, such as those described in Note 1 to the financial statements. Although we conducted our audits in accordance with both United States of America and Canadian generally accepted auditing standards, our report to the shareholders dated March 1, 2005 is expressed in accordance with Canadian reporting standards which do not permit a reference to such conditions and events in the auditor's report when these are adequately disclosed in the financial statements.

"McCarney Greenwood LLP"

Toronto, Canada

McCarney Greenwood LLP  
Chartered Accountants

March 10, 2006

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders of Sharpe Resources Corporation

We have audited the consolidated balance sheets of Sharpe Resources Corporation, as at December 31, 2005 and 2004 and the consolidated statements of operations and deficit and cash flows for each of the years in the three-year period ended December 31, 2005. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards and with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as at December 31, 2005 and 2004 and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2005 in accordance with Canadian generally accepted accounting principles.

"McCarney Greenwood LLP"

Toronto, Canada

McCarney Greenwood LLP  
Chartered Accountants

### **Comments by Auditors on United States of America-Canada Reporting Difference**

In the United States, reporting standards for auditors require the addition of an explanatory paragraph (following the opinion paragraph) when the financial statements are affected by conditions and events that cast doubt on the Company's ability to continue as a going concern, such as those described in Note 1 to the consolidated financial statements. Our report to the shareholders dated March 10, 2006 is expressed in accordance with Canadian reporting standards which do not require a reference to such conditions and events in the auditor's report when these are adequately disclosed in the financial statements.

"McCarney Greenwood LLP"

Toronto, Canada

McCarney Greenwood LLP  
Chartered Accountants



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**Sharpe Resources Corporation**  
**(Continued under the New Brunswick Business Corporation Act)**  
**(An Exploration Stage Company)**  
**(Expressed in United States Dollars)**  
**Consolidated Financial Statements**  
**Years Ended December 31, 2007, 2006 and 2005**

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**Sharpe Resources Corporation**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2007**

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April 4, 2008

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders of Sharpe Resources Corporation

We have audited the consolidated balance sheets of Sharpe Resources Corporation (An Exploration Stage Company) as at December 31, 2007 and 2006 and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for each of the three years ended December 31, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards and with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as at December 31, 2007 and 2006 and the results of its operations and its cash flows for each of the three years ended December 31, 2007 in accordance with Canadian generally accepted accounting principles.

Toronto, Canada

"McCarney Greenwood LLP"

McCarney Greenwood LLP  
Chartered Accountants  
Licensed Public Accountants

### **Comments by Auditors on United States of America-Canada Reporting Difference**

In the United States of America, reporting standards for auditors require the addition of an explanatory paragraph (following the opinion paragraph) when the financial statements are affected by conditions and events that cast doubt on the Company's ability to continue as a going concern, such as those described in Note 1 to the consolidated financial statements. Our report to the shareholders dated April 4, 2008 is expressed in accordance with Canadian reporting standards which do not require a reference to such conditions and events in the auditor's report when these are adequately disclosed in the financial statements.

Toronto, Canada

"McCarney Greenwood LLP"

McCarney Greenwood LLP  
Chartered Accountants  
Licensed Public Accountants

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Consolidated Balance Sheets

(Expressed in United States Dollars)

	December 31, 2007	December 31, 2006
	\$	\$
<b>Assets</b>		
Current assets		
Cash	292,434	193,235
Short-term investments	12,114	11,631
Due from related party (Note 6)	250,000	250,000
	554,548	454,866
<b>Liabilities</b>		
Current Liabilities		
Accounts payable and accrued liabilities	147,486	110,209
Due to related parties (Note 6)	134,213	134,213
Loan claims (Note 10)	563,818	563,818
	845,517	808,240
<b>Capital Stock and Deficit</b>		
Share capital (Note 3(b))	11,463,430	11,174,108
Warrants (Note 3(c))	-	204,408
Contributed surplus (Note 4(e))	266,462	33,144
Deficit	(12,020,861)	(11,765,034)
	(290,969)	(353,374)
	554,548	454,866

The notes to the consolidated financial statements are an integral part of these statements.

Nature of Operations and Going Concern (Note 1)

Subsequent Events (Note 11)

Approved by the Board "Roland Larsen" Director "Kimberly L. Koerner" Director

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

## Consolidated Statements of Loss and Comprehensive Loss

(Expressed in United States Dollars)

	Years ended December 31,			Cumulative from start of the exploration stage on January 1,
	2007	2006	2005	2002
	\$	\$	\$	\$
<b>Revenue</b>				
Petroleum and natural gas revenue	8,606	13,370	13,176	356,772
Interest income	2,202	5,028	4,468	13,482
Other income	-	2,487	-	3,239
	10,808	20,885	17,644	373,493
<b>Operating and administrative expenses</b>				
Operating	26,210	32,544	5,648	740,575
General and administrative	110,547	74,178	95,487	528,990
Depletion, depreciation and amortization	-	-	-	35,353
Stock-option compensation (Note 4(d))	90,232	-	15,484	123,376
Interest on advance	2,093	3,365	2,040	9,538
Interest on loan claims	22,553	23,425	26,067	86,161
Management fees (Note 6)	15,000	154,000	-	169,000
	266,635	287,512	144,726	1,692,993
<b>Loss before the following:</b>	(255,827)	(266,627)	(127,082)	(1,319,500)
Write-off of an option to acquire mineral property	-	(78,125)	-	(78,125)
Gain on disposal of petroleum and natural gas properties	-	-	416,320	606,047
Gain on disposal of capital asset	-	-	-	10,000
Gain on settlement of debt	-	-	-	149,681
<b>Net (loss) income and comprehensive (loss) for the period</b>	(255,827)	(344,752)	289,238	(631,897)
<b>(Loss) income per common share (Note 4(f))</b>				
Basic	\$ (0.01)	\$ (0.01)	\$ 0.01	
Diluted	\$ (0.01)	\$ (0.01)	\$ 0.01	

The notes to the consolidated financial statements are an integral part of these statements.

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

## Consolidated Statements of Changes in Shareholders' Equity

(Expressed in United States Dollars)

	Years ended December 31,		
	2007	2006	2005
	\$	\$	\$
<b>Share capital</b>			
Balance, beginning of year	11,174,108	10,999,986	10,921,861
Issue of common shares - private placement	-	378,530	-
Shares issued for mineral property (Note 1)	-	-	78,125
Fair value of warrants issued	-	(204,408)	-
Exercise of warrants	228,000	-	-
Fair value of warrants exercised	61,322	-	-
<b>Balance, end of year</b>	<b>11,463,430</b>	<b>11,174,108</b>	<b>10,999,986</b>
<b>Warrants</b>			
Balance, beginning of year	204,408	-	-
Fair value of warrants issued	-	204,408	-
Fair value of warrants exercised	(61,322)	-	-
Transfer of expired warrants to contributed surplus	(143,086)	-	-
<b>Balance, end of year</b>	<b>-</b>	<b>204,408</b>	<b>-</b>
<b>Contributed surplus</b>			
Balance, beginning of year	33,144	33,144	17,660
Fair value of expired warrants	143,086	-	-
Fair value of granted options	90,232	-	15,484
<b>Balance, end of year</b>	<b>266,462</b>	<b>33,144</b>	<b>33,144</b>
<b>Deficit</b>			
Balance, beginning of year	(11,765,034)	(11,420,282)	(11,709,520)
Net (loss) income for the year	(255,827)	(344,752)	289,238
<b>Balance, end of year</b>	<b>(12,020,861)</b>	<b>(11,765,034)</b>	<b>(11,420,282)</b>
<b>Shareholders' deficit, end of year</b>	<b>(290,969)</b>	<b>(353,374)</b>	<b>(387,152)</b>

The notes to the consolidated financial statements are an integral part of these statements.

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

## Audited Consolidated Statements of Cash Flows

(Expressed in United States Dollars)

	Years ended December 31,			Cumulative from start of the exploration stage on January 1,
	2007	2006	2005	2002
	\$	\$	\$	\$
<b>Cash flows used in operating activities</b>				
Net (loss) income for the period	(255,827)	(344,752)	289,238	(631,897)
Operating items not involving cash:				
Depletion, depreciation and amortization	-	-	-	35,353
Stock-option compensation (Note 4(d))	90,232	-	15,484	123,376
Write-off of an option to acquire mineral property	-	78,125	-	78,125
Gain on disposal of petroleum and natural gas properties	-	-	(416,320)	(606,047)
Gain on disposal of capital asset	-	-	-	(10,000)
Gain on settlement of debt	-	-	-	(149,681)
Changes in non-cash working capital items (Note 7)	36,794	15,682	(2,579)	298,788
	(128,801)	(250,945)	(114,177)	(861,983)
<b>Cash flows from financing activities</b>				
Repayments of long term debt	-	-	-	(117,654)
Repayments of loan claims	-	(23,551)	(77,164)	(100,715)
Advances to/from related parties	-	(250,369)	79,614	(148,307)
Common shares issued	228,000	378,530	-	606,530
	228,000	104,610	2,450	239,854
<b>Cash flows from investing activities</b>				
Additions to petroleum and natural gas properties	-	-	-	(31,404)
Proceeds on disposal of petroleum and natural gas properties	-	-	416,740	606,467
Proceeds on disposal of capital assets	-	-	-	10,000
	-	-	416,740	585,063
<b>Increase (decrease) in cash     during the period</b>	99,199	(146,335)	305,013	(37,066)
<b>Cash, beginning of period</b>	193,235	339,570	34,557	329,500
<b>Cash, end of period</b>	<b>292,434</b>	<b>193,235</b>	<b>339,570</b>	<b>292,434</b>

The notes to the consolidated financial statements are an integral part of these statements.

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

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## 1. Nature of Operations and Going Concern

Sharpe Resources Corporation (the "Company") is a publicly held company, engaged in the development of minerals resources in the United States of America. Currently the Company has oil & gas royalty interests in Texas through its wholly-owned subsidiary, Sharpe Energy Company, in a single cost centre in the United States of America. The Company's shares are listed in the United States on the OTC:BB symbol SHGPF and in Canada under the symbol SHO.H on the NEX exchange.

The Company is considered in the exploration stage as of January 1, 2002 for the following reasons:

- (i) The Company started disposing of its interests in petroleum and natural gas properties at the beginning of 2002. The entire process of disposal of these properties was completed during the fiscal year ended on December 31, 2005;
- (ii) The Company has not earned significant revenue from petroleum and natural gas interests since that date; and
- (iii) The Company changed the focus of its business and started looking for mineral properties and at present is exploring various options to invest in this industry.

The Company decided to withdraw from the Lyon County, Nevada project and accordingly the option price paid of US \$78,125 was written-off during the year of 2006. The Company purchased this option from Royal Standard Minerals Inc. ("RSM") to acquire a 60% interest in RSM's gold project located in Lyon County, Nevada (the "Project"), on September 15, 2004, in consideration for which the Company issued 2,000,000 common shares to RSM at a deemed value of CDN \$100,000 (US \$78,125).

RSM and the Company are related parties under common management and have common directors.

These financial statements have been prepared on the basis that the Company is a going concern, which contemplates the realization of its assets and the settlement of its liabilities in the normal course of operations. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. The ability of the Company to continue operations is dependent upon obtaining the necessary financing to complete the development of its properties and/or the realization of proceeds from the sale of one or more of its properties. These consolidated financial statements do not include any adjustments related to the carrying values and classifications of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

## 2. Basis of Presentation and Accounting Policies

The preparation of these financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities and at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.



# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

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## 2. Basis of Presentation and Accounting Policies (continued)

The significant accounting policies are as follows:

A summary of the differences between accounting principles generally accepted in Canada ("Canadian GAAP") and those generally accepted in the United States ("US GAAP") which affect the Company is contained in Note 8.

### Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries Sharpe Energy Company and 1032144 Ontario Inc.. All significant intercompany balances and transactions have been eliminated upon consolidation.

### Cash

Cash includes cash and term deposits at Canadian and United States financial institutions with a maturity of three months or less.

### Revenue recognition

Revenue from the sale of petroleum and natural gas is recognized upon the passage of title, net of royalties and net profits interests. Gains or losses from the sale of assets is recognized when sold.

### Stock-based compensation

The Company has adopted the recognition of stock compensation expense for grants of options to officers, directors and employees in the financial statements based on the estimated fair value at the grant date for options granted after September 1, 2003. The Company, as permitted by CICA Handbook Section 3870, has adopted this section prospectively.

### Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, income taxes are recognized for the future income tax consequences attributed to the difference between the financial statement carrying values and their respective income tax bases. Future income tax assets and liabilities are measured using substantially enacted income tax rates expected to apply when the asset is realized or the liability is settled. The effect on future income tax assets and liabilities of a change in tax rates is included in income in the period that includes the enactment date. Future income tax assets are evaluated and if realization is not considered "more likely than not", a valuation allowance is provided.

### Foreign currency translation

The Company uses the United States Dollar as its functional and reporting currency, as the majority of its transactions are denominated in this currency and the operations of its subsidiaries are considered to be of an integrated nature.

Monetary assets and liabilities of the parent Company denominated in Canadian funds are translated into United States funds at year end rates of exchange. Other assets, liabilities and share capital of the parent Company are translated at historical rates. Revenues and expenses of the parent Company are translated at the average exchange rate for the period. Gains and losses on foreign exchange are recorded in operations in the current period.

SHARPE RESOURCES CORPORATION  
(An Exploration Stage Company)  
Notes to Consolidated Financial Statements  
(Expressed in United States Dollars)  
Years ended December 31, 2007, 2006 and 2005

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**2. Basis of Presentation and Accounting Policies (continued)**

**Accounting changes**

In July 2006, the Accounting Standards Board ("AcSB") issued a replacement of The Canadian Institute of Chartered Accountants' Handbook ("CICA Handbook") Section 1506, Accounting Changes. The new standard allows for voluntary changes in accounting policy only when they result in the financial statements providing reliable and more relevant information, requires changes in accounting policy to be applied retrospectively unless doing so is impracticable, requires prior period errors to be corrected retrospectively and calls for enhanced disclosures about the effects of changes in accounting policies, estimates and errors on the financial statements. The impact that the adoption of Section 1506 will have on the Company's results of operations and financial condition will depend on the nature of future accounting changes.

**Financial instruments, comprehensive income (loss) and hedges**

In January 2005, the Canadian Institute of Chartered Accountants ("CICA") issued Handbook Sections 3855, "Financial Instruments – Recognition and Measurement", 1530, "Comprehensive Income", and 3865, "Hedges". These new standards are effective for interim and annual financial statements relating to fiscal years commencing on or after October 1, 2006 on a prospective basis; accordingly, comparative amounts for prior periods have not been restated. The Company has adopted these new standards effective January 1, 2007.

**(a) Financial instruments - recognition and measurement**

Section 3855 prescribes when a financial instrument is to be recognized on the balance sheet and at what amount. It also specifies how financial instrument gains and losses are to be presented. This Section requires that:

- All financial assets be measured at fair value on initial recognition and certain financial assets to be measured at fair value subsequent to initial recognition;
- All financial liabilities be measured at fair value if they are classified as held for trading purposes. Other financial liabilities are measured at amortized cost using the effective interest method; and
- All derivative financial instruments be measured at fair value on the balance sheet, even when they are part of an effective hedging relationship.

**(b) Comprehensive income (loss)**

Section 1530 introduces a new requirement to temporarily present certain gains and losses from changes in fair value outside net income. It includes unrealized gains and losses, such as: changes in the currency translation adjustment relating to self-sustaining foreign operations; unrealized gains or losses on available-for-sale investments; and the effective portion of gains or losses on derivatives designated as cash flow hedges or hedges of the net investment in self-sustaining foreign operations.

**(c) Financial instruments - disclosure and presentation**

Section 3861 establishes standards for presentation of financial instruments and non-financial derivatives, and identifies the information that should be disclosed about them. Under the new standards, policies followed for periods prior to the effective date generally are not reversed and therefore, the comparative figures have not been restated except for the requirement to restate currency translation adjustments as part of other comprehensive income.

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

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## 2. Basis of Presentation and Accounting Policies (continued)

### Financial instruments, comprehensive income (loss) and hedges (continued)

#### (d) Hedges

Section 3865 provides alternative treatments to Section 3855 for entities which choose to designate qualifying transactions as hedges for accounting purposes. It replaces and expands on Accounting Guideline 13 "Hedging Relationships", and the hedging guidance in Section 1650 "Foreign Currency Translation" by specifying how hedge accounting is applied and what disclosures are necessary when it is applied.

#### (e) Impact upon adoption of Sections 1530, 3855, 3861 and 3865

Under adoption of these new standards, the Company designated its cash and short term investments as held-for trading, which are measured at fair value. Due from related party is classified as loans and receivables, which is measured at amortized cost. Accounts payable and accrued liabilities, due to related parties and loan claims are classified as other financial liabilities, which are measured at amortized cost.

The adoption of these Handbook Sections had no impact on opening deficit.

### Accounting policy choice for transaction costs

On June 1, 2007, the Emerging Issues Committee of the CICA issued Abstract No.166, Accounting Policy Choice for Transaction Costs (EIC-166). This EIC addresses the accounting policy choice of expensing or adding transaction costs related to the acquisition of financial assets and financial liabilities that are classified as other than held-for-trading. Specifically, it requires that the same accounting policy choice to be applied to all similar financial instruments classified as other than held-for-trading, but permits a different policy choice for financial instruments that are not similar. The Company has adopted EIC-166 effective September 30, 2007 and requires retroactive application to all transaction costs accounted for in accordance with CICA Handbook Section 3855, Financial Instruments - Recognition and Measurement. The Company has evaluated the impact of EIC-166 and determined that no adjustments are currently required.

### Future accounting changes

#### Capital Disclosures and Financial Instruments – Disclosures and Presentation

On December 1, 2006, the CICA issued three new accounting standards: Handbook Section 1535, Capital Disclosures, Handbook Section 3862, Financial Instruments – Disclosures, and Handbook Section 3863, Financial Instruments – Presentation. These new standards will be effective for interim and annual financial statements for the Company's reporting period beginning on January 1, 2008.

Section 1535 specifies the disclosure of (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance.

The new Sections 3862 and 3863 replace Handbook Section 3861, Financial Instruments — Disclosure and Presentation, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks.

The Company is currently assessing the impact of these new accounting standards on its consolidated financial statements.

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

## 3. Share Capital

### (a) Authorized

Unlimited common shares without par value

### (b) Issued and Outstanding

	Shares	Amount
	#	\$
Balance, December 31, 2004	33,184,803	10,921,861
Shares issued for mineral property (Note 1)	2,000,000	78,125
Balance, December 31, 2005	35,184,803	10,999,986
Private placement	8,796,200	378,530
Warrant valuation	-	(204,408)
Balance, December 31, 2006	43,981,003	11,174,108
Exercise of warrants	2,638,860	228,000
Fair value of warrants exercised	-	61,322
Balance, December 31, 2007	46,619,863	11,463,430

On January 24, 2006, the Company completed a private placement of 8,796,200 units at CDN \$0.05 per unit for gross proceeds of US \$378,530 (CDN \$439,810). Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant is exercisable for one year from closing at a price of CDN \$0.10 per share. The warrants were valued using the Black-Scholes option pricing model where the value was determined to be US \$204,408 (CDN \$237,497). The following assumptions were used: dividend yield 0% risk-free interest rate 3.83%, expected volatility 190% and an expected life of 1 year.

### (c) Warrants

The following table reflects the warrant activity for the year ended December 31, 2007:

	Number of warrants	Fair value
	#	\$
Balance, December 31, 2003, 2004 and 2005	-	-
Issued (Note 4(b))	8,796,200	204,408
Balance, December 31, 2006	8,796,200	204,408
Exercised	(2,638,860)	(61,322)
Expired	(6,157,340)	(143,086)
Balance, December 31, 2007	-	-

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

## 4. Share Capital (Continued)

### (d) Stock Options

The Company grants stock options for the purchase of common shares to its directors and officers. These options are valid for a maximum of 5 years from the date of issue. Vesting terms and conditions are determined by the Board of Directors at the time of the grant. The exercise price of each option equals the market price prevailing at the date of the grant. The changes in stock options for each of the years ended December 31, 2007, 2006 and 2005 are as follows:

	Number of stock options	Weighted average exercise price (\$CDN)
	#	\$
Balance, December 31, 2004	3,250,000	0.10
Options granted	480,000	0.10
Expired/cancelled	(219,000)	0.15
Balance, December 31, 2005 and 2006	3,511,000	0.10
Options expired	(1,600,000)	0.10
Options granted	1,600,000	0.10
Balance, December 31, 2007	3,511,000	0.10

On May 15, 2007, the Company granted options to purchase 1,600,000 common shares of the Company to directors and officers. The options are exercisable at CDN \$0.10 and expire on May 15, 2012. The fair value of these stock options was estimated at \$90,232 (CDN \$102,400) using the Black-Scholes option pricing model using the following assumptions: dividend yield, 0%, risk-free interest rate, 4.21%, expected volatility, 153.8% and an expected life of 5 years. These options were fully vested and expensed upon granting.

The following table reflects the actual stock options issued and outstanding as of December 31, 2007:

Exercise price per share (\$CDN)	Expiry date	Fair value	Number of stock options
\$		\$	#
0.10	May 16, 2010	15,484	480,000
0.10	May 8, 2008	17,660	1,431,000
0.10	May 15, 2012	90,232	1,600,000
		123,376	3,511,000

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

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## 4. Share Capital (Continued)

### (e) Contributed surplus adjustment and stock-option compensation

The fair value of the stock options were estimated using the Black-Scholes option pricing model based on the following assumptions:

	2007	2006	2005
Risk-free interest rate	4.21%	N/A	3.58%
Expected life of options	5 years	N/A	5 years
Annualize volatility	153.8%	N/A	242%
Divided rate	0 %	N/A	0 %
Estimated value	\$90,232	N/A	\$15,484

During 2007 and 2005, stock-option expense of \$90,232 and \$15,484 respectively was credited to contributed surplus.

The following is a continuity of contributed surplus:

Balance, December 31, 2004 and 2005	\$	17,660
Stock-option compensation		15,484
Balance, December 31, 2006		33,144
Stock-option compensation		90,232
Expiry of warrants		143,086
Balance, December 31, 2007	\$	266,462

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

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(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

## 4. Share Capital (Continued)

### (f) Basic and diluted (loss) income per share

The following table sets forth the computation of basic and diluted (loss) income per share:

	2007	2006	2005
Numerator:			
(Loss) income for the year	\$ (255,827)	\$ (344,752)	\$ 289,238
Numerator for basic and diluted (loss) income per share	\$ (255,827)	\$ (344,752)	\$ 289,238
Denominator:			
Weighted average number of common shares	46,453,579	43,402,623	35,184,803
Effect of dilutive securities:			
Stock options (i)	-	-	3,511,000
Warrants (i)	-	-	-
Denominator for basic and diluted (loss) income per share	46,453,579	43,402,623	38,695,803
Basic (loss) income per share	\$ (0.01)	\$ (0.01)	\$ 0.01
Diluted (loss) income per share	\$ (0.01)	\$ (0.01)	\$ 0.01

- (i) The stock options and warrants were not included in the computation of diluted (loss) income per share for 2007 and 2006 as their inclusion would be anti-dilutive.

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

## 5. Income taxes

Future income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts for tax purposes. There are no future tax liabilities.

The following table reflects future income tax assets at December 31, 2007, 2006 and 2005.

	2007	2006	2005
Unclaimed non-capital losses	\$ 762,037	\$ 893,847	\$ 819,386
Income tax value of capital assets over carrying value	21,639	21,896	21,894
Unclaimed share issue costs	10,150	10,475	10,475
Excess petroleum tax basis over accounting value	112,188	102,895	71,867
	906,014	1,029,113	923,622
Valuation allowance	(906,014)	(1,029,113)	(923,622)
	\$ -	\$ -	\$ -

The Company's actual income tax expense for each of the years ended is made up as follows:

	2007	2006	2005
(Loss) income before income taxes reflected in consolidated statements of operations	\$ (255,827)	\$ (344,752)	\$ 289,238
Expected income tax (recovery) expense	(92,404)	(124,524)	104,473
Deductible share issue costs	-	-	(10,000)
Statutory rate difference - Canada/US (i)	616	2,252	3,158
Stock-option compensation	32,592	-	-
Non-deductible write-off of an option to acquire a mineral property	-	28,219	-
Other	-	(3,977)	-
Utilization of tax pools against taxable income	-	-	(97,631)
Taxable benefit not recognized	59,196	98,030	-
Income tax (recovery) expense	\$ -	\$ -	\$ -

(i) The statutory rate difference between Canada and U.S. is 1.12%. This was computed using the combined tax rate of 36.12% (Federal tax rate of 22.12% and Ontario tax rate of 14%). The U.S. combined tax rate is 35% (U.S. top Federal tax rate of 35% and Texas State tax rate of 0%).



# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

## 5. Income taxes (Continued)

### Non-capital losses and resource pools

The Company has resource pools of approximately US \$335,000 (CDN \$332,000) consisting of Canadian Exploration Expenditures of US \$157,100 (CDN \$156,000) and Canadian Development Expenditures of US \$76,900 (CDN \$76,200) which can be used to reduce taxable income in future years. The Company also has non-capital losses carried forward of approximately US \$2,250,500 (CDN \$2,230,346) which can also be used to reduce taxable income in future years. No benefit from these amounts has been recorded in these financial statements. The non-capital losses will expire as follows;

2008	\$ 1,044,300
2009	210,000
2010	176,300
2014	239,600
2015	120,000
2026	283,800
2027	176,500
	<u>\$ 2,250,500</u>

## 6. Related Party Transactions Not Disclosed Elsewhere

Transactions with related parties not disclosed elsewhere in these consolidated financial statements are comprised of:

	2007	2006	2005
	\$	\$	
Due from related party (i)	\$ 250,000	\$ 250,000	\$ -
Due to related parties			
Roland Larsen (ii)	25,400	25,400	25,500
Royal Standard Minerals Inc. (iii)	108,813	108,813	109,082
	<u>\$ 134,213</u>	<u>\$ 134,213</u>	<u>\$ 134,582</u>

(i) Standard Energy Company is related by virtue of its ownership by an officer and director of the Company. The loan receivable is unsecured, non-interest bearing and no date is set for its repayment. On January 7, 2008, the Company acquired 100% interest in the Standard Energy Company as described in Note 11.

(ii) This loan is payable to an officer and director of the Company. It is unsecured, bearing interest at 8% and has no date set for repayment. The interest payable on this loan has been accrued but has not yet been paid.

(iii) Royal Standard Minerals Inc. is a related company by virtue of common management and common directors. The loan payable is unsecured, non-interest bearing and no date set for its repayment.

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

## 6. Related Party Transactions Not Disclosed Elsewhere (Continued)

Management fees of \$15,000 (December 31, 2006 - \$154,000) was paid to an officer and director of the Company.

These transactions are in normal course of operations and are measured at the exchange amount (the amount of consideration established and agreed to by the related parties which approximates the arm's length equivalent value).

## 7. Supplemental cash flow information

	Years ended December 31,			Cumulative from start of the exploration stage
	2007	2006	2005	(January 1, 2002)
Changes in non-cash working capital:				
Trade and sundry receivables	\$ -	\$ -	\$ -	\$ 209,937
Short-term investments	(483)	(11,631)	-	(12,114)
Inventory	-	-	-	1,211
Accounts payable and accrued liabilities	37,277	27,313	(2,579)	99,754
Operating activities	\$ 36,794	\$ 15,682	\$ (2,579)	\$ 298,788
Interest paid	\$ -	\$ 1,332	\$ 13,291	\$ 93,749
Income taxes paid	\$ -	\$ -	\$ -	\$ -

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

## 8. Differences between Canadian GAAP and U.S. GAAP

The Company's consolidated financial statements have been prepared in accordance with Canadian GAAP. These principles, as they pertain to the Company's consolidated financial statements, differ from US GAAP as follows:

Under Canadian GAAP, the Company does not impute interest on loans to/from related parties, while under the US GAAP, imputed interest is required to be recorded for the purpose of preparing financial statements. Had the Company's consolidated financial statements as at December 31, 2007 been prepared using US GAAP, such consolidated balance sheets would be presented as follows:

	<u>2007</u>	<u>2006</u>
<b>Assets</b>		
Current		
Cash	\$ 292,434	\$ 193,235
Short-term investments	12,114	11,631
Due from related party	276,917	256,386
	<hr/> 581,465	<hr/> 461,252
<b>Liabilities</b>		
Current		
Accounts payable	\$ 22,571	\$ 55,728
Accrued liabilities	124,915	54,481
Due to related parties	170,227	157,250
Loan claims	563,818	563,818
	<hr/> 881,531	<hr/> 831,277
<b>Capital stock and deficit</b>		
Share capital	11,463,430	11,174,108
Warrants	-	204,408
Contributed surplus	266,462	33,144
Deficit	(12,029,958)	(11,781,685)
	<hr/> (300,066)	<hr/> (370,025)
	<hr/> \$ 581,465	<hr/> \$ 461,252

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

## 8. Differences between Canadian GAAP and U.S. GAAP (Continued)

	Years ended December 31,			Cumulative from start of the exploration stage on January 1,
	2007	2006	2005	2002
	\$	\$	\$	\$
<b>Revenue</b>				
Petroleum and natural gas revenue	8,606	6,928	-	337,154
Royalty income	-	6,442	13,176	19,618
Interest income	24,732	13,120	5,588	46,086
Other income	-	2,487	-	3,239
	33,338	28,977	18,764	406,097
<b>Operating and administrative expenses</b>				
Operating	26,210	32,544	5,648	740,575
General and administrative	110,547	74,178	95,487	528,990
Depletion, depreciation and amortization	-	-	-	35,353
Stock-option compensation	90,232	-	15,484	123,376
Interest on advance	17,069	15,726	10,159	51,239
Interest on loan claims	22,553	23,425	26,067	86,161
Management fees	15,000	154,000	-	169,000
	281,611	299,873	152,845	1,734,694
<b>Loss before the following:</b>	(248,273)	(270,896)	(134,081)	(1,328,597)
Write-off of an option to acquire mineral property	-	(78,125)	-	(78,125)
Gain on disposal of petroleum and natural gas properties	-	-	416,320	606,047
Gain on disposal of capital asset	-	-	-	10,000
Gain on settlement of debt	-	-	-	149,681
<b>Net (loss) income and comprehensive loss for the period</b>	(248,273)	(349,021)	282,239	(640,994)
<b>DEFICIT, beginning of period</b>	(11,781,685)	(11,432,664)	(11,714,903)	(11,388,964)
<b>DEFICIT, end of period</b>	(12,029,958)	(11,781,685)	(11,432,664)	(12,029,958)
<b>(Loss) income per common share</b>				
Basic	(0.01)	(0.01)	0.01	
Diluted	(0.01)	(0.01)	0.01	

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

## 8. Differences between Canadian GAAP and U.S. GAAP (Continued)

The changes in share capital since the Company's inception as required by US GAAP are as follows:

	<u>Shares</u>	<u>Common Stock Price</u> <u>Per Share</u>	<u>Amount Under</u> <u>US GAAP</u>
Outstanding at December 31, 2002, 2003 and 2004	33,184,803	\$ -	\$ 10,921,861
Shares issued for option in mineral property	2,000,000	0.04	78,125
Outstanding at December 31, 2005	35,184,803	-	10,999,986
Private placement	8,796,200	0.04	378,530
Warrants valuation	-	-	(204,408)
Outstanding at December 31, 2006	43,981,003	-	11,174,108
Exercise of warrants	2,638,860	-	228,000
Fair value of warrants exercised	-	-	61,322
Outstanding at December 31, 2007	46,619,863	\$ -	\$ 11,463,430

Statement of Cash Flows:

	<u>Years ended December 31,</u>			<u>Cumulative</u> <u>from start of</u> <u>the exploration</u> <u>stage on</u> <u>January 1,</u> <u>2002</u>
	<u>2007</u>	<u>2006</u>	<u>2005</u>	
	\$	\$	\$	\$
<b>Cash flows used in operating activities</b>				
Net (loss) income for the period	(248,273)	(349,021)	282,239	(640,994)
Operating items not involving cash:				
Depletion, depreciation and amortization	-	-	-	35,353
Stock-option compensation (Note 5(d))	90,232	-	15,484	123,376
Gain on disposal of petroleum and natural gas properties	-	-	(416,320)	(606,047)
Gain on disposal of capital asset	-	-	-	(10,000)
Gain on settlement of debt	-	-	-	(149,681)
Changes in non-cash working capital items	36,794	15,682	(2,579)	321,237
	(121,247)	(333,339)	(121,176)	(926,756)

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

## 8. Differences between Canadian GAAP and U.S. GAAP (Continued)

Statement of Cash Flows (continued):

	Years ended December 31,			Cumulative from start of the exploration stage on January 1,
	2007	2006	2005	2002
	\$	\$	\$	\$
<b>Cash flows from financing activities</b>				
Repayments of long term debt	-	-	-	(117,654)
Repayments of loan claims	-	(23,551)	(77,164)	(100,715)
Advances to/from related parties	(7,554)	(246,100)	86,613	(161,659)
Common shares and warrants issued	228,000	378,530	-	606,530
	220,446	108,879	9,449	226,502
<b>Cash flows from investing activities</b>				
Additions to petroleum and natural gas properties	-	-	-	(31,404)
Proceeds on disposal of petroleum and natural gas properties	-	-	416,740	606,467
Proceeds on disposal of capital assets	-	-	-	10,000
Write-off of an option to acquire mineral property	-	78,125	-	78,125
	-	78,125	416,740	663,188
<b>Increase (decrease) in cash during the period</b>	99,199	(146,335)	305,013	(37,066)
<b>Cash, beginning of period</b>	193,235	339,570	34,557	329,500
<b>Cash, end of period</b>	<b>292,434</b>	<b>193,235</b>	<b>339,570</b>	<b>292,434</b>

# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

(Expressed in United States Dollars)

Years ended December 31, 2007, 2006 and 2005

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## 8. Differences between Canadian GAAP and U.S. GAAP (Continued)

Under US GAAP the income tax calculation would be at enacted and not substantially enacted rates. There is no reportable difference from Canadian GAAP as no future income tax assets have been recognized.

### Recent accounting pronouncements

#### Uncertainty in Income Taxes

In July 2006, FASB released FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes, and Interpretation of FASB Statement No. 109" (FIN 48). FIN 48 prescribes a comprehensive model for how a company should recognize, measure, present, and disclose in its financial statements, uncertain tax positions that the Company has taken or expects to take on a tax return (including a decision whether to file or not file a return in a particular jurisdiction). Under the Interpretation, the financial statements will reflect expected future tax consequences of such positions presuming the taxing authorities' full knowledge of the position and all relevant facts, but without considering time value. The Interpretation also revises disclosure requirements and introduces a prescriptive, annual, tabular roll-forward of the unrecognized tax benefits. It is effective for fiscal years beginning after December 15, 2006. Management has evaluated the adoption of FIN 48 and has determined there is no impact upon the financial statements.

#### Accounting for Stripping Costs

In January 2006, the FASB ratified the consensus reached by the Emerging Issues Task Force on Issue No. 04 6, "Accounting for Stripping Costs Incurred during Production in the Mining Industry" (EITF 04 6), which requires that stripping costs be included in costs of sales as incurred beginning in fiscal 2007. The Company believes this consensus has no effect on the consolidated financial statements until such time as the Company has a mine or mines in production.

#### Fair Value Measurements

In September 2006, the FASB issued SFAS 157 "Fair Value Measurements", which defines fair value, establishes a framework for measuring fair value under U.S. GAAP and expands disclosures about fair values. This standard does not require any new fair value measurements. The standard is applicable for fiscal years beginning after November 15, 2007. The Company is currently considering the impact of the adoption of this interpretation.

#### Fair Value Option for Financial Assets and Financial Liabilities

In February 2007, the FASB issued SFAS 159, "The Fair Value Option for Financial Assets and Financial Liabilities". This standard permits a company to choose to record certain financial assets, financial liabilities and firm commitments at fair value. SFAS 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. The standard is effective for financial instruments in fiscal years beginning after November 15, 2007, and for all other assets and liabilities in fiscal years beginning after November 15, 2008. The Company is currently evaluating the impact of SFAS No. 159 will have on its consolidated financial statements.

# SHARPE RESOURCES CORPORATION

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Years ended December 31, 2007, 2006 and 2005

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## 8. Differences between Canadian GAAP and U.S. GAAP (Continued)

### Recent accounting pronouncements (Continued)

#### Accounting Standards in Canada

Over the next five years, CICA will adopt its new strategic plan for the direction of accounting standards in Canada, which was ratified in January 2006. As part of that plan, accounting standards in Canada for public companies will converge with International Financial Reporting Standards ("IFRS") over the next three years. The Company continues to monitor and assess the impact of convergence of Canadian GAAP and IFRS.

#### Accounting for Derivative Instruments and Hedging Activities

The Securities and Exchange Commission ("SEC") and the FASB have issued recent interpretations for U.S. GAAP that suggest that warrants with an exercise price in a currency that is different from the entity's functional currency cannot be classified as equity. As a result, these instruments should be treated as derivatives and recorded as liabilities which are carried at their fair value, with changes in the fair value from period to period recorded as a gain or loss in the statement of operations. The Company's functional currency is the Canadian dollar and it has issued and outstanding warrants that have an exercise price that is denominated in Canadian dollars. Under Canadian GAAP, warrants to purchase common shares are accounted for as a component of shareholders' equity.

The recent SEC and FASB interpretations relate to FASB Statement No. 133 "Accounting for derivative instruments and Hedging Activities" and EITF 00-19 "Accounting for Derivative Instruments Indexed to and Potentially Settled in a Company's Own Stock". The FASB has initiated a project to determine the accounting treatment for certain equity instruments with elements of foreign currency risk. The project is expected to provide further guidance with respect to U.S. GAAP accounting for such items. The Company expects the adoption of this guidance will not have material impact on its results of operations.

## 9. Segmented Information

The Company has one reportable business segment. Substantially all of the Company's assets are located in the United States except for small balances held in Canadian banks. The Company's operations in Canada consist of general and administrative expenses necessary to maintain the Company's public company status.

## 10. Loan claims

	2007	2006	2005
Unsecured vendor loan claims	563,818	563,818	587,369

Pursuant to voluntary reorganization under Chapter 11 of the United States Bankruptcy Code, the agreed unsecured vendor loan claims of Sharpe Energy were paid partially by 10% cash settlement. The remaining 90% of the claims were settled by the issue of preferred stock certificates of Sharpe Energy, bearing a quarterly dividend of 4% per annum. The certificates were fully redeemable in 2006. At the discretion of the Company, the certificates can be redeemed, all or in part, at a discount based upon the time of redemption.

The amount outstanding has been classified as a current liability given the redemption feature and the dividend payments are reflected as interest expense.



# SHARPE RESOURCES CORPORATION

(An Exploration Stage Company)

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Years ended December 31, 2007, 2006 and 2005

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## **11. Subsequent events**

- a) On January 7, 2008, the Company acquired a 100% interest in Standard Energy Company. The cash and stock transaction includes a cash payment of \$250,000 and the issuance of 2 million shares of the Company's common stock valued at \$0.25 per share and is subject to regulatory approvals. This transaction completes a previously announced (July 5, 2006) purchase agreement between the parties for a large coal property located in Preston County, West Virginia.

Standard Energy's primary asset includes 100% ownership interest in all of the coal seams on more than 17,000 acres in Preston County, West Virginia.

- b) On April 1, 2008, Standard Energy, the Company's new wholly owned subsidiary, entered into a purchase agreement to acquire a 40% interest in a coal mine property in Eastern Kentucky. The terms of the transaction include a payment of \$250,000 and specific expenditure commitments in regard to accelerating the development of this property. The Lawrence County Kentucky property is permitted and bonded and is in position to commence production immediately.

## **Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion (the "MD&A") of the financial condition and results of operations of Sharpe Resources Corporation Inc. (the "Corporation") constitutes management's review of the factors that affected the Corporation's financial and operating performance for the year ending December 31, 2007. The MD&A was prepared as of April 21, 2008 and should be read in conjunction with the audited annual financial statements for the year ended December 31, 2007 of the Corporation, including the notes thereto. Unless otherwise stated, all amounts discussed herein are denominated in United States dollars.

### **Overview**

The Corporation is continued under the New Brunswick Business Corporation Act and its common shares are listed in the United States on the OTC:BB symbol SHGPF and in Canada under the symbol SHO.H on the NEX exchange.

The Corporation is considered in the exploration stage as of January 1, 2002 as it started disposing of its interest in petroleum and natural gas properties that year. The Corporation completed the disposal of these properties during the fiscal year ended on December 31, 2005. The Corporation is currently engaged in the development of coal projects in the central Appalachian region of the eastern United States.

### **Results of Operations**

The net loss for the year ending December 31, 2007 was \$ 255,827 as compared to the net loss of \$344,752 for the year ending December 31, 2006 a decrease of \$88,925. Revenue decreased from \$20,885 for the year ending December 31, 2006 to \$10,808 in 2007. Revenue consists of \$2,202 in interest income and \$8,606 in various small override interests in petroleum and natural gas properties.

Operating and Administrative expenses for the year ending December 31, 2007 were \$266,635 compared to \$287,512 for the year ending December 31, 2006. General and Administrative expenses increased from \$74,178 for the year ending December 31, 2006 to \$110,547 for the year ending December 31, 2007. Management fees decreased from \$154,000 the year ending December 31, 2006 to \$15,000 the year ending December 31, 2007. Stock option compensation increased from zero in 2006 to \$90,232 in 2007 as a result of 1,600,000 options granted to purchase common shares of the Company on May 15, 2007. The options are exercisable at CDN \$0.10 and expire on May 15, 2012. The fair value of these stock options was estimated at \$90,232 (CDN \$102,400) using the Black-Scholes option pricing model using the following assumptions: Dividend yield, 0%, risk-free interest rate, 4.21%, expected volatility, 153.8% and an expected life of 5 years. These options were fully vested and expensed upon granting.

### **Liquidity and Capital Resources**

The Corporation's cash balance at December 31, 2007 was \$304,548 compared to \$204,866 at December 31, 2006. Total assets at December 31, 2007 were \$554,548 compared to \$454,866 at December 31, 2006.

There was little change in current liabilities at December 31, 2007 which were \$845,517 compared to \$808,240 at December 31, 2006 a difference of \$37,277. Accounts payable increased from \$110,209 at December 31, 2006 to \$147,486 at December 31, 2007.

On a forward going basis equity and debt financings will remain the single major source of cash flow for the Corporation. As revenue from operations improve the capital requirement of the Corporation will also improve. However, debt and equity financings will continue to be a source of capital to expand the Corporation's activities in the future.

The Corporation is authorized to issue an unlimited number of Common Shares of which 46,619,863 are outstanding at December 31, 2007. At December 31, 2007 the Corporation had outstanding options to purchase 3,511,000 common shares with exercise prices of C\$0.10 per share and expiration dates ranging from May 2010 to May 2012 There are no warrants outstanding at December 31, 2007.

### **Selected Annual Information**

The following selected financial information is derived from the financial statements of the Corporation and should be read in conjunction with such statements, including the notes thereto:

	<u><b>2007</b></u>	<u><b>2006</b></u>	<u><b>2005</b></u>
<b><u>Selected Operating Data</u></b>			
Revenue	\$10,808	\$20,885	\$17,644
Production Costs	(\$26,210)	(\$32,544)	(\$5,648)
Expenses	(\$225,425)	(\$100,968)	(\$139,078)
Management Fee	(\$15,000)	(\$154,000)	\$0
Gain on disposal of asset	\$0	\$0	\$416,320
Write-off of an option to acquire mineral property	\$0	(\$78,125)	\$0
Net (loss) income for the period	(\$255,827)	(\$344,752)	\$289,238
(Loss) earnings per share - basic	(\$0.01)	(\$0.01)	\$0.01
(Loss) earnings per share - diluted	(\$0.01)	(\$0.01)	\$0.01

	<u><b>2007</b></u>	<u><b>2006</b></u>	<u><b>2005</b></u>
<b><u>Selected Balance Sheet Data</u></b>			
Total Assets	\$554,548	\$454,866	\$417,695
Long Term Debt	\$0	\$0	\$0
Capital Stock	(\$11,463,430)	(\$11,174,108)	(\$10,999,986)
Warrants	(\$0)	(\$204,408)	\$0
Deficit	(\$12,020,861)	(\$11,765,034)	(\$11,420,282)

### **Selected Quarterly Information**

The following is a summary of selected financial information of the Corporation for the quarterly periods indicated:

	<u>3 Mos.</u> <u>Ending Dec.</u> <u>31 2007</u>	<u>3 Mos.</u> <u>Ending Sept</u> <u>30 2007</u>	<u>3 Mos.</u> <u>Ending June</u> <u>30 2007</u>	<u>3 Mos.</u> <u>Ending Mar</u> <u>31, 2007</u>	<u>3 Mos.</u> <u>Ending Dec.</u> <u>31, 2006</u>	<u>3 Mos.</u> <u>Ending Sept.</u> <u>30, 2006</u>	<u>3 Mos.</u> <u>Ending</u> <u>June 30,</u> <u>2006</u>	<u>3 Mos.</u> <u>Ending Mar</u> <u>31,2006</u>
Revenue	\$645	\$394	\$9,134	\$635	\$2,198	\$5,955	\$6,821	\$5,911
Expenses	(\$60,752)	(\$16,593)	(\$134,547)	(\$54,743)	(\$49,935)	(\$16,186)	(\$49,340)	(\$172,051)
Write-off the Option	\$0	\$0	\$0	\$0	(\$78,125)	\$0	\$0	\$0
Net Income (Loss)	(\$60,107)	(\$16,199)	(\$125,413)	(\$54,108)	(\$125,862)	(\$10,231)	(\$42,519)	(\$166,140)
Net Income (Loss) per Common share basic and diluted	(\$0.01)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.01)	\$0.00	\$0.00	\$0.00

### Transactions with Related Parties

Following is a summary of the related party transactions of the Corporation for the last three years ending December 31:

		<u>2007</u>	<u>2006</u>	<u>2005</u>
Due From Related Party	Standard Energy Company (i)	\$250,000	\$250,000	\$0
		<u>\$250,000</u>	<u>\$250,000</u>	<u>\$0</u>
Due To Related Parties	Roland M. Larsen (ii)	\$25,400	\$25,400	\$25,500
	Royal Standard Minerals Inc. (iii)	\$108,813	\$108,813	\$109,082
		<u>\$134,213</u>	<u>\$134,213</u>	<u>\$134,582</u>

- (i) Standard Energy Company is related by virtue of its ownership by an officer and director of the Corporation. The loan receivable is unsecured, non-interest bearing and no date set for its repayment. On January 7, 2008, the Company acquired 100% interest in Standard Energy Company as described in the subsequent events note.
- (ii) This loan is payable to an officer and director of the Corporation. It bears interest at 8 percent and has no date set for its repayment. The interest payable on this loan has been accrued but not yet been paid.
- (iii) RSM is a related company by virtue of common management and common directors. The loan payable is unsecured, non-interest bearing and no date set for its repayment.

During the year ended December 31, 2007, management fees of \$15,000 (December 31, 2006 - \$154,000) were paid to a director and officer of the Corporation.

These transactions are in the normal course of operations and are measured at the exchange amount (the amount of consideration established and agreed to by the related parties which approximate the arm's length equivalent value).

## **Changes in Accounting Policies**

Changes in accounting policies are explained in detail in Note 2 of the Corporation's Consolidated Financial Statements for the Years Ended December 31, 2007, 2006 and 2005.

## **Subsequent Events**

- On January 7, 2008, the Company has acquired a 100% interest in Standard Energy Company. The cash and stock transaction includes a cash payment of \$250,000 and the issuance of 2 million shares of the Corporation's common stock valued at \$0.25 per share and is subject to regulatory approvals. Standard Energy's primary asset includes 100% ownership interest in all of the coal seams on more than 17,000 acres in Preston County, West Virginia.
- On April 1, 2008, Standard Energy, the Company's new wholly-owned subsidiary entered into a purchase agreements to acquire a 40% interest in the first coal mine property in Eastern Kentucky. The terms of the transaction include a payment of \$250,000 and specific expenditure commitments in regard to accelerating the development of this property. The Lawrence County, Kentucky property is permitted and bonded and is in a position to commence production immediately.

## **Risk and Uncertainties**

At the present time, the Corporation does not have sufficient assets to maintain ongoing profitability. The Corporation's ability to acquire and develop new projects is a function of its ability to raise the necessary capital to pursue the efforts successfully.

The Corporation has limited financial resources and there is no assurance that additional capital will be available to it for further acquisitions, exploration and development of new or existing projects. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interests of the Corporation with the possible dilution or loss of such interests.

## **Forward Looking Statements**

This MD&A includes certain "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Corporation expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Corporation's businesses, operations, plans and other such matters are forward-looking statements. When used in this MD&A, the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks related to joint venture operations, actual results of current exploration activities, changes in project parameters as plans continue to be refined unavailability of financing, fluctuations in oil and gas prices and other factors. Although the Corporation has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results to be different than anticipated, estimated or intended. There can be no

assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

### **Additional Information**

Additional information relating to the Corporation, including the annual information form of the Corporation, can be found on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at [www.sharpe-resources.com](http://www.sharpe-resources.com).

**\s\ Roland M. Larsen**

Roland M. Larsen  
President

Heathsville, VA  
April 21, 2008

**Item 18. Financial Statements.**

Not applicable.

**Item 19. Exhibits.**

None

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

SHARPE RESOURCES CORPORATION

(Registrant)

\s\ Roland M. Larsen

Roland M. Larsen, President & CEO

Date: June 26, 2008

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## CERTIFICATIONS

I, Roland M. Larsen, certify that:

1. I have reviewed this annual report on Form 20-F of Sharpe Resources Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officers and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the company's auditors and the audit committee of company's board of directors (or persons performing the equivalent function):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: June 26, 2008

\s\ Roland M. Larsen

Roland M. Larsen  
President & CEO



## CERTIFICATIONS

I, Kimberly L. Koerner, certify that:

1. I have reviewed this annual report on Form 20-F of Sharpe Resources Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officers and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the company's auditors and the audit committee of company's board of directors (or persons performing the equivalent function):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: June 26, 2008

\s\ Kimberly L. Koerner

Kimberly L. Koerner  
Director & Treasurer

## CERTIFICATIONS

I, Troy Koerner, certify that:

1. I have reviewed this annual report on Form 20-F of Sharpe Resources Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officers and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the company's auditors and the audit committee of company's board of directors (or persons performing the equivalent function):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: June 26, 2008

\s\ Troy. Koerner

Troy Koerner  
Director

**Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Roland M. Larsen, Chief Executive Officer of Sharpe Resources Corporation (“the Company”), certify that:

1. the annual report on Form 20F of the Company for the fiscal year ending December 31, 2007 as filed with the Securities and Exchange Commission on the date hereof (the “report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities and Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Roland M. Larsen

Roland M. Larsen

Chief Executive Officer

June 26, 2008

**Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Kimberly L. Koerner, Director of Sharpe Resources Corporation (“the Company”), certify that:

1. the annual report on Form 20F of the Company for the fiscal year ending December 31, 2007 as filed with the Securities and Exchange Commission on the date hereof (the “report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities and Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Kimberly L. Koerner

Kimberly L. Koerner

Director

June 26, 2008

**Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Troy Koerner, Director of Sharpe Resources Corporation (“the Company”), certify that:

1. the annual report on Form 20F of the Company for the fiscal year ending December 31, 2007 as filed with the Securities and Exchange Commission on the date hereof (the “report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities and Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Troy Koerner

Troy Koerner

Director

June 26, 2008