

LYNDEN ENERGY CORP.

Management Discussion and Analysis For the Nine Months Ended March 31, 2010

The following discussion and analysis of the consolidated results of operations and financial condition (“**MD&A**”) for Lynden Energy Corp. (the “**Company**”) should be read in conjunction with the unaudited interim consolidated financial statements for the nine months ended March 31, 2010 and related notes thereto. The financial information in this MD&A is derived from the Company’s unaudited interim consolidated financial statements prepared in accordance with Canadian generally accepted accounting principles. References in this MD&A to the Company include its subsidiaries. The effective date of this MD&A is May 27, 2010.

For the purposes of this MD&A, the following terms are defined as follows:

Q1/2010	Three months ended September 30, 2009
Q2/2010	Three months ended December 31, 2009
Q3/2010	Three months ended March 31, 2010
Q1/2009	Three months ended September 30, 2008
Q2/2009	Three months ended December 31, 2008
Q3/2009	Three months ended March 31, 2009
Current Period	Nine months ended March 31, 2010
Prior Period	Nine months ended March 31, 2009

This MD&A may contain forward looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of risk factors beyond its control. Actual results may differ materially from the expected results.

All monetary transactions are expressed in Canadian dollars unless otherwise stated.

Description of Business

The Company is in the business of acquiring, exploring and developing petroleum and natural gas (“**P&NG**”) rights and properties. The Company has various working interests in the Wolfberry Project, located in the Permian Basin in West Texas, USA and in the Paradox Basin Project, located in the State of Utah, USA. The Company’s focus is its Wolfberry and Paradox Basin projects. There are no other operating segments.

The Company is a reporting issuer in British Columbia, Ontario and Alberta and its shares are listed on the TSX Venture Exchange under the symbol LVL.

The Company’s general and administrative expenditures are related to the level of financing and exploration and development activities that are being conducted, which may in turn depend on the Company’s recent exploration and development activities and prospects, as well as general market conditions relating to the availability of funding for early stage exploration and development natural resource companies. Thus, there may not be predictable or observable trends in the Company’s business activities and comparisons of financial operating results with prior years may not be meaningful.

Risks and Uncertainties

The Company’s principal activity of P&NG exploration and development is considered to be inherently risky. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, commodity price, political and economic, with some of the most significant risks being:

1. Substantial expenditures are required to explore for P&NG reserves and there is no assurance that the Company will discover economic reserves;

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2. The junior resource market, where the Company raises funds, is extremely volatile and there is no guarantee that the Company will be able to raise funds as it requires them;
3. Future operations will be subject to all of the risks normally incident to the operation and development of P&NG properties and the drilling of P&NG wells, which could result in personal injuries, loss of life and damage to property of the Company and others. The marketability and price of P&NG that may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. The Company will be subject to market fluctuations in the prices of P&NG, deliverability uncertainties relating to the proximity of its reserves to pipelines and processing facilities and extensive government regulations. The P&NG industry is intensely competitive and the Company must compete in all aspects of their operations with a number of other entities that may have greater technical ability and/or financial resources. Title to P&NG interests is often not capable of conclusive determination, without incurring substantial expense; and
4. The Company is subject to the laws and regulations relating to environmental matters, including provisions relating to reclamation, discharge of hazardous material and other matters. The Company's exploration and development activities are conducted by partners and/or operators who are in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to its properties that may cause material liability to the Company.

For a more detailed description of these risks, and others, see <http://www.lyndenenergy.com/riskfactors.html>.

P&NG Projects

Wolfberry Project, West Texas

On September 28, 2009, the Company reported that its subsidiary, Lynden USA Inc., had entered into a Participation Agreement to acquire interests ranging from 21.88% to 43.75% in P&NG leases covering an initial 13,300 gross (12,063 net) acres in Glasscock, Howard, Martin, Midland and Sterling counties in West Texas, USA.

The leases are contained within five prospect areas around which five areas of mutual interest ("AMI") have been established. Collectively the AMIs cover in excess of 300,000 acres.

The Company will receive 43.75% of the vendor's interest in the leases relating to wells drilled after the date of the Participation Agreement on the vendor's existing acreage and within the areas of mutual interest, by paying 50% of the drilling and completion costs attributable to the vendor's interest. The Company will also pay for the first US\$2,000,000 spent in connection with any new leases or extensions of existing leases on lands located within the AMIs, of which the Company will spend at least US\$666,666.67 each year for the first three years.

West Texas has experienced a resurgence in oil-focused exploration and development activity as a result of new completion methods being applied to an unconventional rock package from the Permian Basin, historically one of the most prolific oil basins in North America. Secondary targets are also being evaluated for completion as part of the Company's Wolfberry Project. The primary objectives target oil (and gas) production from the Spraberry and Wolfcamp formations, which are Permian in age and are informally grouped to form the "Wolfberry" interval or zone. Completions are anticipated over a 2,500 to 3,000 foot gross interval, generally located between 7,000 and 10,500 feet, drilling depth. In addition to this main objective, other conventional and unconventional productive zones occur both above and below the Wolfberry assemblage.

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CrownQuest, the operator of the prospects, is based in Midland, Texas and has extensive knowledge and experience in operating in the Permian Basin. In the last two years, the operator has drilled or participated in over 80 new wells where new completion techniques have been successfully applied in areas adjacent, or in proximity, to the AMIs established under the Participation Agreement.

On November 19, 2009, the Company spudded its first Wolfberry well, the Harrell 34 #1. Since that time, the Miller Trust #101 and the Mallard 23 #2 were spudded in January 2010, and the Roy 1 #1 was spudded in February 2010. The Mallard 23 #2 and Roy 1 #1 were drilled to their expected target depths. Due to conditions in the hole, it was not possible to drill the Miller Trust #101 to the original target depth to test two of the well's deeper targets; however, the well was drilled through the Spraberry and Wolfcamp formations, the two zones which typically comprise a Wolfberry well. All four wells have since been fracture stimulated and tied into production. The Company has earned a 43.75% working interest in all four of these wells.

The Company's fifth Wolfberry well was spudded in late May.

Paradox Basin, Utah

The Paradox Basin Project includes two contiguous P&NG prospect areas totaling 1,525,000 acres. The 900,000 acre Northern Prospect Area includes leases covering approximately 95,000 acres. The Company has a 55% before payout working interest (41.25% after payout working interest) in an 80% net revenue interest in the Northern Prospect Area. The 625,000 acre Southern Prospect Area includes leases covering approximately 10,000 acres. The Company has a 25% before payout working interest (23.75% after payout working interest) in an 85% to 87% net revenue interest in the Southern Prospect Area.

The operator, CrownQuest Operating LLC ("CrownQuest") of Midland, Texas, is targeting gas production from dark, organic shales (Gothic and Hovenweep), as well as multiple conventional zones of the Paradox Formation. The operator's exploitation program to date has been based on commingling production from multiple zones, a practice successfully pursued by other operators in the Basin.

The Paradox Basin, located primarily in southeast Utah and southwest Colorado, is a significant P&NG producing basin in the continental United States. Well-known large fields in the Paradox Basin include, among others, the Greater Aneth, Andy's Mesa and Lisbon. The majority of historical exploration and production from the basin has involved oil production from algal mounds. New exploration models, based primarily on the commingling of multiple, previously bypassed, gas zones were applied to the basin on a larger scale beginning in 2004. More recently, exploitation of gas bearing shale zones through horizontal wells has begun.

The Company's interest in the Paradox Basin Project is held through its wholly owned subsidiary, Lynden USA, Inc. The Company's interest in the gas gathering system, including approximately 25 miles of pipeline, is held through its 47.99% interest in Abajo Gas Transmission Company, LLC ("Abajo"). Through its interest in Abajo, the Company is entitled to an effective 55% interest in the Northern Prospect Area gathering system and a 25% effective interest in the Southern Prospect Area gathering system.

In the Northern Prospect Area there are five wells (S.P. Meyer #1, Raider #1-17, Anteater #1-21X, Chanticleer #1-32 and Explorer #1-16) that are tied into sales as part of the evaluation of the productive potential of the Northern Prospect Area. In the Southern Prospect Area there are four wells (Tank Canyon #1-19, Bradford Canyon #1-10, Spur #1-34 and Montezuma #2X) that have been tied into sales as part of the evaluation of the productive potential of the Southern Prospect Area.

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During the Current Period, the Company received \$269,385 (Prior Period - \$953,567) in P&NG sales, incurred royalties of \$47,278 (Prior Period - \$179,817), incurred transportation and marketing costs of \$23,871 (Prior Period - \$69,475), and incurred production taxes of \$15,283 (Prior Period - \$6,244). The transportation and marketing costs were paid to Abajo at market rates. The majority of the P&NG sales were from the sale of natural gas.

Based on an interpretation of the information available as at the date of the preparation of the financial statements for Q3/2010, management has determined that the Paradox Basin Project is still in the pre-production stage. Accordingly, the \$182,953 (Prior Period - \$698,031) of net P&NG revenues (revenues less royalties, transportation and marketing costs, and production taxes) received during the Current Period were credited to property and equipment.

During the Current Period, the Company incurred \$264,682 of direct expenditures on the Paradox Basin Project, of which \$213,678 was spent in the Northern Prospect Area and \$51,004 was spent in the Southern Prospect Area.

As a result of the dramatic decrease in the price of natural gas, during Q1/2010 the operator adopted a production program of periodically shutting-in and then producing many of the Paradox Basin Project wells with the objective of reducing overall operating costs. Several of the wells were shut-in during the winter of 2010 due to poor access conditions. These wells will be turned on in late May / early June. Subject to weather conditions, in general, the wells are shut-in for one week and then produced for a week, resulting in a decrease in the amount of natural gas produced and consequently in gross sales, which are directly related to the price of natural gas and the amount produced. This production program results in a decrease in the amount of labour required and in the amount of water produced per mcf, both significant operating costs.

The next stage of work on the Paradox Basin Project has not yet been determined, however, based on encouraging results reported by Bill Barrett Corporation, a senior Rocky Mountain producer operating nearby, it is anticipated that the next step in the evaluation of the Gothic and Hovenweep shales, which are interpreted to be regionally extensive, is to test their productive potential in horizontal wells. The cost of this next stage of work on the shales has not been established; however, the operator, the Company and the other working interest partners are exploring the potential of seeking additional financial and / or technical partners to most effectively advance this opportunity.

Results of Operations

The Company reported a loss of \$1,415,697 (Prior Period - \$866,720) and a loss per share of \$0.02 (Prior Period - \$0.01) for the Current Period. The increase in loss is primarily due to stock-based compensation of \$280,110, \$556,411 of impairment of property and equipment, and approximately \$124,000 less in interest income.

P&NG Sales

The Company reported P&NG sales of \$507,203 (Q3/2009 - \$Nil) for Q3/2010 all from its Wolfberry Project wells. In conjunction with the sales, the Company reported royalties paid of \$107,666 (Q3/2009 - \$Nil) and paid production and operating expenses of \$41,399 (Q3/2009 - \$Nil) for Q3/2010. The Company also recognized \$60,421 (Q3/2009 - \$Nil) of depletion for Q3/2010.

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Net revenues

	Three months ended March 31,		Nine months ended March 31,	
	2010	2009	2010	2009
Petroleum revenues	\$ 405,255	\$ -	\$ 405,255	\$ -
Natural gas revenues	101,948	-	101,948	-
	507,203	-	507,203	-
Royalty expenses	(107,666)	-	(107,666)	-
Production and operating expenses	(41,399)	-	(41,399)	-
	\$ 358,138	\$ -	\$ 358,138	\$ -

Production volumes and pricing

	Three months ended March 31,		Nine months ended March 31,	
	2010	2009	2010	2009
Total volumes				
Petroleum production (bbl)	4,908	-	4,908	-
Natural gas production (mcf)	11,991	-	11,991	-
Daily production averages				
Petroleum (bblpd)	55	-	55	-
Natural gas (mcfpd)	133	-	133	-
Average prices				
Petroleum selling price (\$/bbl)	\$ 83	\$ -	\$ 83	\$ -
Natural gas selling price (\$/mcf)	\$ 8.50	\$ -	\$ 8.50	\$ -

General and Administrative

Differences in general and administrative expenses during the Current Period compared to the Prior Period included:

- Administrative fees increased by \$8,500 in the Current Period. The fees comprise accounting, secretarial and general administrative services.
- Of the \$267,492 (Prior Period - \$355,844) in consulting fees incurred in the Current Period, \$199,300 (Prior Period - \$332,841) was paid to the Chairman of the Board of Directors. The Chairman is currently paid USD \$15,000 per month. Consulting fees in the Current Period and Prior Period included a bonus in the amount of USD\$70,000 paid to the Chairman.
- Foreign currency translation relates to the impact of fluctuations in the Canadian/US Dollar exchange rates on USD denominated purchases as well as cash held in USD. Exchange rates were less volatile during the Current Period resulting in a foreign currency loss of \$25,154. For the Prior Period, the majority of the \$81,782 foreign currency loss relates to losses incurred on USD denominated purchases during a period where the US Dollar was increasing in value against the Canadian Dollar.
- Professional fees include audit and accounting of \$12,010 (Prior Period - \$32,534) and legal of \$23,445 (Prior Period - \$13,489).
- In January 2009, the Company moved into new office premises where it started paying rent of \$1,000 per month on a month-by-month basis.
- The Company uses the fair value based method of accounting for all stock-based awards. The Company recorded \$280,110 (Prior Period - \$Nil) of non-cash compensation cost as a result of the grant, and partial vesting, of 2,610,000 stock options (Prior Period - \$Nil).
- The Company incurred travel costs of \$17,640 (Prior Period - \$17,906) during the Current Period principally due to management travelling to Texas to investigate the Wolfberry Project and meet with the project operator.

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Other Items

- The Company has earned interest income as a result of investing cash on hand in guaranteed investment certificates and from cash deposits. The Company earned \$13,893 (Prior Period - \$138,379) of interest during the Current Period. The Company reported less interest income because it had less cash on hand during the Current Period and interest rates were lower.
- As at March 31, 2010, the Company has a 47.99% interest in Abajo. The Company accounts for this investment using the equity method. The Company's share of Abajo's loss was \$348,631 (Prior Period - \$317,787) for the Current Period.
- The Company wrote off \$556,411 (Q3/2009 - \$Nil) of deferred P&NG property interests during Q3/2010 to reflect expired Paradox Basin Project leases.

Financial Condition, Liquidity and Capital Resources

As at March 31, 2010, the Company had working capital of \$4,530,944 compared to working capital of \$4,744,001 as at June 30, 2009, a decrease in working capital of \$213,057.

Major sources of cash during the Current Period were 1) interest income of \$13,893; 2) the receipt of P&NG sales of \$541,091 net of royalties, transportation and marketing costs, and production taxes; and 3) \$4,461,767 of net proceeds from the completion of a private placement.

Major uses of cash during the Current Period were 1) \$4,908,800 of exploration, development and land acquisition costs; and 2) approximately \$500,000 of operating costs.

It is expected that current working capital will be principally used for the advancement of the Wolfberry and Paradox Basin projects.

In late May, the Company's fifth Wolfberry well was spudded. The well is expected cost to the Company of approximately \$750,000. Capital expenditures on the Wolfberry Project for the Fiscal 2011 have not yet been determined, however, it is anticipated that several additional Wolfberry wells will be drilled.

The next phase of work on the Paradox Basin Project has not been determined at this time (see discussion of Paradox Basin Project above).

Given the pace of expenditures in prior years, the Company will need to seek additional funding in Fiscal 2011 to fund capital expenditures on the Paradox Basin Project, Wolfberry Project and to fund general and administrative expenses.

Financial Instruments

The Company's financial instruments consist of cash, receivables and accounts payable and accrued liabilities.

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash and receivables are exposed to credit risk. The credit risk on cash is small because the counterparties are highly rated banks. The majority of the Company's receivables are with customers in the P&NG industry and are subject to normal industry credit risks. The Company generally extends unsecured credit to these customers and therefore the collection of accounts receivable may be affected by changes in economic or other conditions. The Company believes the risk is mitigated by the size and reputation of the companies to which they extend credit. The Company has not experienced any material credit loss in the collection of accounts receivable to date.

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The Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility of those rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risks.

The Company's P&NG properties and revenues are exposed to the fluctuations in P&NG prices. The Company currently does not use derivative financial instruments to mitigate this risk as the Company feels the risks are small based on the small amounts of production the Company currently has.

Off-Balance Sheet Arrangements

The Company has not engaged in any off-balance sheet arrangements such as obligations under guarantee contracts, a retained or contingent interest in assets transferred to an unconsolidated entity, any obligation under derivative instruments or any obligation under a material variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to the Company or engages in leasing or hedging services with the Company.

Summary of Quarterly Information

The following selected financial data has been prepared in accordance with Canadian generally accepted accounting principles and should be read in conjunction with the Company's audited financial statements. All dollar amounts are in Canadian dollars.

Fiscal Quarter Ended	P&NG Sales	Interest Income	Loss	Basic & Diluted Earnings/(Loss)/Share
March 31, 2010	\$ 507,203	\$ 3,374	\$ (656,984)	\$ (0.01)
December 31, 2009	\$ -	\$ 4,733	\$ (536,123)	\$ (0.01)
September 30, 2009	\$ -	\$ 5,786	\$ (222,590)	\$ -
June 30, 2009	\$ -	\$ 30,895	\$ (331,971)	\$ -
March 31, 2009	\$ -	\$ 35,573	\$ (261,126)	\$ -
December 31, 2008	\$ -	\$ 44,262	\$ (511,804)	\$ (0.01)
September 30, 2008	\$ -	\$ 58,544	\$ (93,790)	\$ -
June 30, 2008	\$ -	\$ 44,358	\$ (1,288,121)	\$ (0.02)

The quarterly earnings/losses vary considerably mainly due to foreign currency fluctuations, granting of stock options and write-down of P&NG property interests and P&NG sales. The Company's general and administrative expenditures generally fluctuate with the level of activity on its projects and/or financing activities that are being undertaken. The three months ended March 31, 2010 was the first quarter in which the Company reported revenues from its Wolfberry Project. The Company also wrote-off \$556,411 of deferred P&NG costs due to expired leases during this same period. The majority of the loss for the three months ended December 31, 2009 relates to stock-based compensation of \$250,953 pursuant to the granting of stock options and equity loss on investment of \$117,381. The majority of the loss for the three months ended June 30, 2008 relates to stock-based compensation of \$948,742 pursuant to the granting of stock options and the write-down of the Bittern Lake property of \$428,129. The amount of interest has decreased over the last eight quarters as the Company expended funds on its P&NG projects and general and administrative expenditures and as a result of decreasing interest rates.

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Related Party Transactions

During the Current Period, administrative fees of \$97,500 (Prior Period - \$89,000) were paid or accrued to a company owned by Mr. Colin Watt, the Company's President, CEO and a director. Mr. Watt's company provides the services of several employees that provide accounting, secretarial and administrative services to the Company.

During the Current Period, legal fees of \$19,528 (Prior Period - \$12,874) were paid or accrued to a legal firm in which Mr. Ron Paton, a director of the Company, is an associate counsel. Of this amount, \$12,513 (Prior Period - \$12,874) was charged to legal fees and \$7,015 (Prior Period - \$nil) was charged to share capital as share issuance costs.

During the Current Period, consulting fees of \$17,292 (Prior Period - \$5,977) were paid or accrued to a company owned by Mr. Bob Bereskin, a director of the Company. Of this amount, \$4,281 (Prior Period - \$3,003) was charged to consulting fees and \$13,011 (Prior Period - \$2,974) was charged to property and equipment as consulting fees.

During the Current Period, consulting fees of \$2,935 (Prior Period - \$Nil) were paid or accrued to a company owned by Mr. John McLennan, a director of the Company. This amount was charged to consulting fees.

During the Current Period, consulting fees of \$199,300 (Prior Period - \$332,841) were paid or accrued to Mr. Richard Andrews, a director and Chairman of the Board of Directors of the Company.

Outstanding Share Data

As at May 27, 2010, the Company had the following securities issued and outstanding:

	Number	Exercise Price	Expiry Date
Common shares	73,279,094	n/a	n/a
Warrants	11,250	\$2.00	June 11, 2010
Warrants	354,000	\$0.50	February 16, 2011
Warrants	6,237,500	\$1.25	July 9, 2011
Warrants ¹	3,260,976	\$1.25	July 12, 2011
Warrants	2,048,700	\$1.50	September 21, 2011
Warrants	224,050	\$1.50	October 12, 2011
Warrants	9,350,000	\$0.50	February 10, 2012
Warrants	5,650,000	\$0.50	February 16, 2012
Warrants	2,500,000	\$1.25	April 15, 2012
Warrants	2,775,000	\$2.00	June 11, 2012
Stock options	400,000	\$0.51	July 21, 2010
Stock options	450,000	\$0.75	August 7, 2010
Stock options	9,000	\$0.75	September 1, 2010
Stock options	1,532,500	\$1.00	June 5, 2012
Stock options	790,000	\$1.30	July 22, 2012
Stock options	640,000	\$1.30	October 14, 2012
Stock options	865,000	\$1.40	April 27, 2013
Stock options	1,076,666	\$0.30	October 7, 2014
Stock options	1,500,000	\$0.55	March 16, 2015
Fully Diluted	112,953,736		

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¹ If the daily trading price of the Company's common shares is at least \$2.50 on 20 consecutive days, the warrants will be deemed to be exercised on the 20th day, subject to receipt of required regulatory approvals, if any.

International Financial Reporting Standards

In 2006, the Canadian Accounting Standards Board ("**AcSB**") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with International Financial Reporting Standards ("**IFRS**") over an expected five year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly accountable companies to use IFRS, replacing Canada's own GAAP. The changeover date applies to interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. For the Company, the transition date of July 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended June 30, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

The Company believes it will be able to manage the transition to IFRS from Canadian GAAP using internal resources with limited external assistance.

During 2010, the Company will be reviewing financial statement preparation, IT infrastructure, control environment and accounting policy choices available under IFRS in regards to the current operations of the Company.

During the Company's scoping of existing IFRS compared to Canadian GAAP, the following areas have been identified as having the highest potential impact on the Company's financial reporting: initial adoption of IFRS under the policies set forth in *IFRS 1 "First-Time Adoption of IFRS"*, exploration and development expenditures, full cost method of accounting for oil and gas properties, asset retirement obligations, property plant and equipment, and impairment of assets.

During Q1/2010, the International Accounting Standards Board issued an additional exemption for first time adopters of IFRS whereby companies using the full cost method of accounting for oil and gas properties may carry forward the amount determined under Canadian GAAP as the deemed cost under IFRS. This exemption will reduce potential adjustments to the Company's oil and gas properties upon adoption of IFRS.

This conversion project will consist of three phases: 1) general planning and scoping, 2) detailed assessment of accounting policy differences and detailed conversion planning, and 3) implementation, parallel reporting and review. The Company is still completing Phase 1 and Phase 2 and 3 are not expected to start until Fiscal 2011.

Directors and Officers

Richard Andrews	Director, Chairman
Colin Watt	Director, President, CEO and Secretary
Robert Bereskin	Director
Ron Paton	Director
John McLennan	Director
Laurie Sadler	CFO

Additional Information

Additional information relating to the Company's operations and activities can be found by visiting the Company's website at www.lyndenenergy.com or by visiting SEDAR at www.sedar.com.