

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

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FILER

SILLENGER EXPLORATION CORP.

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

(Mark One)

X

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarter period ended **November 30, 2012**

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number **000-53420**

SILLENGER EXPLORATION CORP.

(Name of registrant as specified in its charter)

NEVADA

45-3864001

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**1560 Bayview Ave., Suite 305, Toronto,
Ontario CANADA**

M4G 3B8

(Address of principal executive offices)

(Zip Code)

647-352-9090

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and formal fiscal year, if changed since last report)

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer _____

Accelerated filer _____

Non-accelerated filer _____ (Do not check if a smaller reporting company)

Small Reporting Company _____

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

89,381,000 common shares issued and outstanding as of January 14, 2013

SILLENGER EXPLORATION CORP.

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Sillenger Exploration Corp.
(An Exploration Stage Company)
Condensed Interim Balance Sheets

	November 30, 2012	February 29, 2012
	(Unaudited)	
ASSETS		
Current assets:		
Cash	\$ 566	\$ 88,337
Prepaid expenses	3,750	37,500
Advances (Note 4)	-	48,480
	<u>4,316</u>	<u>174,317</u>
Investment (Note 3)	598,336	2,088,723
Total Assets	<u>\$ 602,652</u>	<u>\$ 2,263,040</u>
LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY		
Current liabilities:		
Advances (Note 4)	\$ 138,610	\$ -
Accounts payable (Note 4)	1,463,257	1,279,358
Accrued liabilities	23,450	19,950
Total liabilities	<u>1,625,317</u>	<u>1,299,308</u>
Stockholders' (deficit) equity		
Common stock \$0.001 par value, 300,000,000 shares authorized 89,381,000 shares issued and outstanding (February 29, 2012 - 61,331,000)	89,381	61,331
Additional paid-in-capital	4,751,981	4,422,032
Shares to be issued (Note 5)	-	100,000
Stock subscriptions received (Note 5)	-	255,500
Accumulated other comprehensive (loss) income	(1,281,818)	208,569
Accumulated deficit	(4,582,209)	(4,083,700)
Total Stockholders' (deficit) equity	<u>(1,022,665)</u>	<u>963,732</u>
Total Liabilities and Stockholders' (Deficit) Equity	<u>\$ 602,652</u>	<u>\$ 2,263,040</u>

The Notes to the Condensed Interim Financial Statements are an integral part of these financial statements.

Sillenger Exploration Corp.
(An Exploration Stage Company)
Condensed Interim Statements of Comprehensive (Loss) Income

	Three Months Ended		Nine Months Ended		Cumulative From
	November	November	November	November	February 14,
	30,	30,	30,	30,	2007
	2012	2011	2012	2011	(Inception) to
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	November 30,
	\$	\$	\$	\$	2012
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenues	\$ -	\$ -	\$ -	\$ -	\$ -
Operating expenses:					
Contract fees	-	-	-	-	950,000
General and Administrative	17,118	102,148	75,392	215,119	1,339,485
Travel	17,626	47,541	133,085	80,544	800,390
Marketing and business development	-	161,137	969	287,252	977,928
Professional services	50,090	40,001	288,653	335,286	1,267,262
	<u>84,834</u>	<u>350,827</u>	<u>498,099</u>	<u>918,201</u>	<u>5,335,065</u>
Other income (expense):					
Income from sale of rights (Note 3)	-	-	-	4,369,208	4,369,208
Foreign exchange loss	-	(487)	(410)	(18,302)	(122,552)
	<u>-</u>	<u>(487)</u>	<u>(410)</u>	<u>4,350,906</u>	<u>4,246,656</u>
(Loss) income before income tax expense	(84,834)	(351,314)	(498,509)	3,432,705	(1,088,409)
Income tax expense	-	-	-	366,201	-
Net (loss) income	<u>(84,834)</u>	<u>(351,314)</u>	<u>(498,509)</u>	<u>3,066,504</u>	<u>(1,088,409)</u>
Other Comprehensive Loss					
Unrealized loss on investment (Note 3)	(184,993)	(383,956)	(1,490,387)	(559,652)	(1,281,818)
Comprehensive (loss) income	<u>\$ (269,827)</u>	<u>\$ (735,270)</u>	<u>\$ (1,988,896)</u>	<u>\$ 2,506,852</u>	<u>\$ (2,370,227)</u>
Net (loss) income per share:					
Basic and Diluted	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ 0.07	
Weighted average shares outstanding					
Basic and Diluted	89,381,000	56,454,516	85,376,818	47,114,855	

The Notes to the Condensed Interim Financial Statements are an integral part of these financial statements.

Sillenger Exploration Corp.
(An Exploration Stage Company)
Condensed Interim Statements of Cash Flows

	Nine Months Ended		Cumulative From
	November 30, 2012	November 30, 2011	February 14, 2007 (Inception) to November 30, 2012
	(Unaudited)	(Unaudited)	(Unaudited)
Cash Flows from Operating Activities			
Net (loss) income	\$ (498,509)	\$ 3,066,504	\$ (1,088,409)
Items not affecting cash			
Expenses paid by stock	-	152,583	270,500
Non-cash income from sale of rights	-	(4,369,208)	(4,369,208)
Write-off of equipment	-	-	27,522
	<u>-</u>	<u>-</u>	<u>-</u>
	(498,509)	(1,150,121)	(5,159,595)
Changes in non-cash working capital items			
Prepaid expenses	33,750	(25,000)	33,750
Advances	187,090	(37,635)	138,610
Accounts payable	183,898	409,272	4,197,109
Accrued liabilities	3,500	357,266	23,451
	<u>(90,271)</u>	<u>(446,218)</u>	<u>(766,675)</u>
Cash Flows Used in Operating Activities			
Cash Flows from Investing Activities			
Equipment acquired	-	-	(27,522)
	<u>-</u>	<u>-</u>	<u>(27,522)</u>
Cash Flows Used in Investing Activities			
Cash Flows from Financing Activities			
Stock subscriptions received	-	69,106	255,500
Proceeds from issuance of common stock	2,500	407,051	539,263
	<u>2,500</u>	<u>476,157</u>	<u>794,763</u>
Cash Flows Provided by Financing Activities			
Net (Decrease) Increase in Cash	(87,771)	29,939	566
Cash, Beginning of Period	88,337	509	-
	<u>\$ 566</u>	<u>\$ 30,448</u>	<u>\$ 566</u>
Cash, End of Period			
Supplemental Cash Flow Information			
Interest paid	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Income taxes paid	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Non-Cash Financing Transaction			
Increase in paid-in capital from stock dividend	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,458,862</u>
Increase in accumulated deficit for stock dividend	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,493,800</u>

The Notes to the Condensed Interim Financial Statements are an integral part of these financial statements.

Sillenger Exploration Corp.
(An Exploration Stage Company)
Notes To Condensed Interim Financial Statements
Unaudited

1 Basis of Presentation and Nature of Business

The accompanying unaudited condensed interim financial statements (“interim statements”) are denominated in US dollars and have been prepared pursuant to the rules and regulations for reporting on Form 10-Q. Accordingly, certain information and disclosures required by generally accepted accounting principles for complete financial statements are not included herein. The interim statements should be read in conjunction with the financial statements and notes thereto included in the Company’s latest Annual Report on Form 10-K. The results for the three and nine months ended November 30, 2012 may not be indicative of the results for the entire year.

Interim statements are subject to possible adjustments in connection with the annual audit of the Company’s accounts for the fiscal year ending February 28, 2013. In the Company’s opinion, all adjustments necessary for a fair presentation of these interim statements have been included and are of a normal and recurring nature.

Sillenger Exploration Corp. (“Sillenger” or the “Company”) was incorporated in Nevada on February 14, 2007. Sillenger is an exploration stage company and has not yet realized any revenues from its planned operations. During the period ended February 29, 2008, the Company had acquired a 100% interest in three mining claims in the Bulkley mining district of British Columbia, Canada for cash consideration of \$379. On May 15, 2009, the Company abandoned the mineral titles and re-staked them in order to reduce exploration costs. The Company’s rights to these claims expired in June 2011.

On May 26, 2010, Sillenger introduced its proprietary Claims Licensing Program (“CLP”) which is designed to help governments to provide a fast-track process for issuing the necessary documentation to resource companies. The system helps reduce risk to exploration companies and helps market a country as an attractive investment destination.

On June 1, 2010, Sillenger, through its business partnership with FCMI Global Inc. (“FCMI”), whereby FCMI assigned trademarks, intellectual properties, contracts and agreements to Sillenger in exchange for 5% (percent) of Sillenger’s annual net income per Sillenger’s audited financial statements, entered into a contract with the government of the Republic of Equatorial Guinea to conduct an airborne geophysical survey of certain specific areas of Equatorial Guinea. The survey was to provide the Ministry of Mines, Industry and Energy of Equatorial Guinea a geological database of the region highlighting the locations where there may be the presence of mineral, hydrocarbon or groundwater deposits, and a preliminary identification of subsurface structures which may present exploration potential, and to identify the likeliest exploration targets within those deposits. In exchange, Sillenger was granted the mineral and hydrocarbon rights to 15% of the claim blocks in the entire area surveyed, as chosen by Sillenger, as well as a preferential right to any other claims that Sillenger desires. The business partnership with FCMI entailed fully reimbursing FCMI for expenses it incurred in negotiating trademarks, intellectual properties, contracts and agreements that were assigned to Sillenger.

On June 11, 2010, Sillenger retained Fugro Airborne Surveys, a subsidiary of Fugro Group, to conduct the airborne geophysical survey of the Rio Muni region of Equatorial Guinea. The survey would have helped to reveal the locations of potential deposits, and provide a detailed reading of the subsurface structures.

In October 2011, the Company entered into negotiations to finance the cost of this survey. As part of these negotiations, Sillenger fully assigned its commitment with Fugro Airborne Surveys to a third party. On April 28, 2011, Sillenger executed an agreement with Ivory Resources Inc. (“Ivory”), Brilliant Resources Inc. [formerly Brilliant Mining Corp.] (“Brilliant”) and others, whereby Sillenger agreed to accept and receive 7,407,407 units of Brilliant (“unit”) [with a 4 month escrow] (Note 3) in exchange for Ivory acquiring from Sillenger the agreement with the government of the Republic of Equatorial Guinea, which included certain preferential rights to request mining and/or oil concessions. Each unit consists of one common share of Brilliant and one common share purchase warrant. Each warrant will entitle the holder thereof to acquire one common share of Brilliant upon the payment of \$0.45 per warrant at any time until 24 months following the date of issuance. As part of the agreement, amounts payable to FCMI were forgiven. On July 12, 2011, the Company closed its transaction with Ivory, Brilliant and others.

Sillenger Exploration Corp.
(An Exploration Stage Company)
Notes To Condensed Interim Financial Statements
Unaudited

1 Basis of Presentation and Nature of Business (continued)

On September 16, 2011, Sillenger entered into an agreement with First African Exploration Corp. ("First African"), whereby First African will serve as the Company's exclusive representative for obtaining, negotiating and performing contracts with countries in Africa and the Middle East, in connection with mining, hydrocarbons, water, and other natural resource projects. Sillenger's obligations under this agreement include: use First African on an exclusive basis, pay set-up (Note 4) and execution fees to First African for the services provided and for country contracts successfully procured, include First African in any local, regional or international ventures as a 10% shareholder.

On November 25, 2011, Sillenger entered into an agreement with the Republic of Benin ("Benin Agreement"). Pursuant to the terms of the Benin Agreement, Sillenger will conduct an airborne geophysical survey of the landmass of Benin and the offshore territory in the Gulf of Guinea. The purpose of the survey is to compile a geophysical information database of Benin's mining, hydrocarbon and water deposits, and analyze such data to identify the likeliest exploration targets within those deposits for potential mining and exploration opportunities. The government is particularly interested in the potential size of some of their base metal deposits, which can often be determined when utilizing some of these technologies. The term of the Benin Agreement is two (2) years from the date of the Benin Agreement, which can be extended by agreement of the parties. The Benin agreement provides for the Government to have an open option to cancel the agreement at their discretion in the event that the Company has not commenced work on the airborne survey by May 25, 2012 ("the option"). To date Sillenger has been unable to commence the necessary work due to a lack of financing. Since there is no provision in the agreement that allows Sillenger to have the option removed, it will be necessary for Sillenger to renegotiate the agreement once the company has the financing in place and the ability to commence work on the airborne survey.

The Company is currently in the process of exploring potential sources of financing for the Benin Agreement.

2 Going Concern

Sillenger has negative working capital of \$1,621,001 and an accumulated deficit during the exploration stage of \$4,582,209 as of November 30, 2012. Sillenger's financial statements are prepared using generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, Sillenger has not realized any revenues from operations. Without raising additional capital or realization of its investments, there would be substantial doubt about Sillenger's ability to continue as a going concern. Sillenger's management plans on raising capital from public or private debt or equity financing, on an as needed basis, and in the longer term, from revenues from the acquisition and exploration and development of mineral interests, if found. Sillenger's ability to continue as a going concern is dependent on these additional financings, and, ultimately, upon achieving profitable operations through the development of mineral interests.

3 Investment

Investment represents 7,407,407 Units ("Units") of Brilliant, a publicly traded entity on the Toronto Venture Stock Exchange. Each Unit, with a fair market value of approximately of \$0.25CDN at the time of initial recognition, consists of one common share of Brilliant and one common share purchase warrant. Each warrant will entitle the holder thereof to acquire one common share of Brilliant upon the payment of \$0.45CDN per warrant at any time until 24 months following the date of issuance (April 28, 2011).

The shares have been valued using observable market prices for the shares as quoted on the Toronto Venture Stock Exchange and the warrants have been valued using the Black-Scholes option-pricing model.

Sillenger Exploration Corp.
(An Exploration Stage Company)
Notes To Condensed Interim Financial Statements
Unaudited

3 Investment (continued)

The Units were received during the year ended February 29, 2012, as part compensation to Sillenger for giving up its rights pertaining to Sillenger's agreement with the government of the Republic of Equatorial Guinea. In addition, as part of this agreement, amounts payable by Sillenger to FCMI of \$2,489,054 were forgiven.

On November 30, 2012, the fair value of the Units of Brilliant was \$598,336. The fair value of the Units consists of the fair market value of the shares of \$596,385 and the fair value of warrants valued using the Black-Scholes option-pricing model of \$1,951. The decrease in the value of the Units from February 29, 2012 of \$1,490,387 was recorded as a component of other comprehensive income as "Unrealized loss on investment".

The key inputs used in the November 30, 2012 and February 29, 2012 fair value calculations of the warrants are as follows:

	November 30, 2012	February 29, 2012
Current exercise price	\$ 0.45CDN	\$ 0.45CDN
Time to expiration (in years)	0.50	1.25
Risk-free interest rate	1.00%	1.10%
Estimated volatility	98%	93%
Dividend	Nil	Nil
Stock price at period end date	\$ 0.08CDN	\$ 0.23CDN

4 Related Party Transactions

On April 28, 2011, Sillenger entered into an agreement with a former director to compensate him for his role in procuring the agreements with the government of the Republic of Equatorial Guinea. Under the terms of the agreement, Sillenger has agreed to pay \$150,000 and issue 2,000,000 Sillenger common shares (note 5). The \$150,000 payment was contingent upon raising \$400,000 of equity financing. The \$150,000 was recognized as an expense for the year ended February 29, 2012.

As of February 29, 2012, the Company had received advances of \$49,598 from First African in accordance with the terms of the agreement signed with First African ("First African Agreement") on September 16, 2011. Pursuant to the same agreement, as of February 29, 2012, the Company had advanced \$48,480 to First African. The advance was for short-term working capital financing and was interest free. A former non-executive director of Sillenger is a part shareholder of First African.

Under the terms of the First African Agreement, First African has two primary obligations: one, assist Sillenger to procure and set-up country contracts in Africa and the Middle East and two, assist with the execution phase of the contracts procured. First African is entitled to a fee for the successful completion of each of the two phases. On June 5, 2012, the Company and First African agreed to a fee of \$950,000 for successful implementation of the set-up phase of the contract with the Republic of Benin dated November 25, 2011. The fee of \$950,000 is included in accounts payable as of November 30, 2012 and is payable on demand.

On June 5, 2012, the Company engaged the services of First African to assist in securing the project financing for the Company's Airborne Geophysical Survey project in Benin. The engagement specifies that Sillenger will pay a yet to be determined fee to First Africa upon successful closing of the financing.

On September 11, 2012, the Company entered into an employment agreement with John Gillespie to serve as its President and Chief Executive Officer. The term of the agreement is for one year, effective June 1, 2012. The agreement renews automatically on a year to year basis thereafter, unless terminated by the parties upon 90 days notice at the end of each term. Mr. Gillespie is entitled to receive an annual salary of CDN \$120,000, plus customary vacation, medical, dental and life insurance benefits as such become available from the Company and reimbursement of certain business expenses. He may also receive an annual bonus (in cash and/or stock) as determined by the Board or the Compensation Committee of the Company. For his efforts over

the past two years in bringing the Company through a difficult phase, without pay, Mr. Gillespie is also entitled to receive a bonus of CDN \$100,000; such bonus to be paid when funds are available to the Company to do so. The salary of \$60,000 for the six months ended November 30, 2012 and bonus of \$100,000 have been included in accounts payable as of November 30, 2012.

Sillenger Exploration Corp.
(An Exploration Stage Company)
Notes To Condensed Interim Financial Statements
Unaudited

5 Stockholders' Equity

At inception, Sillenger issued 3,000,000 shares of stock to its founding shareholder for \$3,000 cash. During the period ended February 29, 2008, Sillenger issued 2,823,600 shares of stock for \$48,150 cash. During the year ended February 28, 2010, the Company issued 50,000 shares of stock for \$10,000 cash. Also, during the year ended February 28, 2010, the Company declared a 6 to 1 stock dividend valued at \$0.10 per share at the grant date resulting in the issuance of 34,938,000 shares and a non-cash transaction recorded to additional paid-in capital of \$3,458,862 and accumulated deficit during exploration stage of \$3,493,800. There were no transactions affecting stockholders' deficit in the year ended February 28, 2011 other than the net loss, being the comprehensive loss. During the year ended February 29, 2012, the Company issued shares pursuant to the following transactions:

On July 27, 2011, the Company issued and sold an aggregate of 4,400,000 common stock units at a purchase price of \$0.05 per unit receiving proceeds of \$230,544. Each unit is comprised of (i) one share of the Company's common stock and (ii) a two-year ½ warrant to purchase 0.50 shares of the Company's common stock. The exercise price applicable to the warrants is \$0.10 per share.

On August 5, 2011, the Company issued 4,000,000 shares of its common stock for a one year consulting services agreement at \$0.04 per share. The agreement is with an independent energy consultant specializing in the prospect evaluation, reserve assessment, risk evaluation, subsurface geological and geophysical interpretation, and database management. On August 8, 2011, the Company issued 2,000,000 shares of its common stock at \$0.04 per share to a director as part consideration for his efforts in closing the contract with the government of the Republic of Equatorial Guinea.

On September 12, 2011, the Company issued and sold an aggregate of 3,500,000 common stock units at a purchase price of \$0.05 per unit receiving proceeds of \$176,508. Each unit is comprised of (i) one share of the Company's common stock and (ii) a two-year ½ warrant to purchase 0.50 shares of the Company's common stock. The exercise price applicable to the warrants is \$0.10 per share.

On September 14, 2011, the Company issued 200,000 shares of its common stock at \$0.04 per share to a consulting firm as one time consideration for advice regarding financing matters.

On September 23, 2011, the Company issued 1,500,000 shares of its common stock at \$0.04 for a sixteen month administrative services agreement commencing September 1, 2012. The agreement is with an independent consultant for bookkeeping, contracts proofing and administration services.

On November 7, 2011, the Company executed debt settlement agreement with one of its creditors. The Company issued 3,620,000 shares at \$0.04 to settle a payable balance amounting to \$144,800.

On December 6, 2011, the Company issued and sold an aggregate of 1,300,000 common stock units at a purchase price of \$0.05 per unit receiving proceeds of \$68,561. Each unit is comprised of (i) one share of the Company's common stock and (ii) a two-year ½ warrant to purchase 0.50 shares of the Company's common stock. The exercise price applicable to the warrants is \$0.10 per Share.

On January 30, 2012, the Board of Directors approved the increase in the Company's authorized shares from 75,000,000 to 300,000,000.

On February 2, 2012, the Company executed debt settlement agreement with one of its creditors. The Company issued 2,500,000 shares at \$0.04 to settle a payable balance amounting to \$100,000. As of February 29, 2012, the \$100,000 amount settled had been included as "shares to be issued" on the balance sheet; the shares were issued on March 3, 2012.

On April 13, 2012, the Company issued and sold an aggregate of 25,550,000 common stock units at a price of \$0.01 per unit receiving proceeds of \$258,000. \$255,500 of these proceeds were received in February 2012, and were shown as "stock subscriptions received" on the balance sheet as of February 29, 2012.

6 Subsequent Event

In December 2012, the Company received an advance of \$20,000 towards a common stock subscription.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Forward Looking Information

This section includes a number of forward- looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this Form 10Q. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

The Company does not intend to, and the Company disclaims any obligation to, update any forward-looking information (including any financial outlooks), whether written or oral, or whether as a result of new information, future events or otherwise, except as required by law.

Business Environment

The disruptions in the credit and financial markets and the current economic situation in Europe have had a significant material adverse impact on a number of financial institutions and have limited access to capital and credit for many companies. While 2011 seemingly was a turnaround period for stock markets, and a muted positive improvement in consumer optimism and general business conditions, the global economy, still appears to be somewhat tepid, and it is still difficult for many junior resource companies to obtain financing. These market conditions could continue to make it difficult for us to obtain, or increase our cost of obtaining, capital and financing for our operations. Our access to additional capital on the equity markets also may not be available on terms acceptable to us or at all.

We are a start-up, pre-exploration-stage company, and have not yet generated or realized any revenues from our business operations. We must raise additional capital in order to continue to implement our plan and stay in business. Sillenger has acquired a 100% interest in three mineral claims located in the Atlin Mining Division, British Columbia, Canada, in consideration for CDN\$379 (the "Bulkley mineral claims"). On May 15, 2009 the Company abandoned the mineral titles and re-staked them in order to reduce exploration costs. The Company's rights to these claims expired in June 2011.

On May 26, 2010, Sillenger introduced its proprietary Claims Licensing Program ("CLP") which is designed to help governments to provide a fast-track process for issuing the necessary documentation to resource companies. The system helps reduce risk to exploration companies and helps market a country as an attractive investment destination.

On June 1, 2010, Sillenger, through its business partnership with FCMI Global Inc. ("FCMI"), whereby FCMI assigned trademarks, intellectual properties, contracts and agreements to Sillenger in exchange for 5% (percent) of Sillenger's annual net income per Sillenger's audited financial statements, entered into a contract with the government of the Republic of Equatorial Guinea to conduct an airborne geophysical survey of certain specific areas of Equatorial Guinea. The survey was to provide the Ministry of Mines, Industry and Energy of Equatorial Guinea a geological database of the region highlighting the locations where there may be the presence of mineral, hydrocarbon or groundwater deposits, and a preliminary identification of subsurface structures which may present exploration potential, and to identify the likeliest exploration targets within those deposits. In exchange, Sillenger was granted the mineral and hydrocarbon rights to 15% of the claim blocks in the entire area surveyed, as chosen by Sillenger, as well as a preferential right to any other claims that Sillenger desires. The business partnership with FCMI entailed fully reimbursing FCMI for expenses it incurred in negotiating trademarks, intellectual properties, contracts and agreements that were assigned to Sillenger.

On June 11, 2010, Sillenger retained Fugro Airborne Surveys, a subsidiary of Fugro Group, to conduct the airborne geophysical survey of the Rio Muni region of Equatorial Guinea. The survey would have helped to reveal the locations of potential deposits, and provide a detailed reading of the subsurface structures.

In October 2010, the Company entered into negotiations to finance the cost of this survey. As part of these negotiations, Sillenger fully assigned its commitment with Fugro Airborne Surveys to a third party. On April 28, 2011, Sillenger executed an agreement with Ivory Resources Inc. ("Ivory"), Brilliant Resources Inc. (formerly Brilliant Mining Corp.) ("Brilliant") and others, whereby Sillenger agreed to accept and receive 7,407,407 units of Brilliant ("Unit") [with a 4 month escrow] in exchange for Ivory acquiring from Sillenger the agreement with the government of the Republic of Equatorial Guinea, which included certain preferential rights to request mining and/or oil concessions. Each Unit consists of one common share of Brilliant and one Common Share purchase warrant. Each Warrant will entitle the holder thereof to acquire one Common Share of Brilliant upon the payment of \$0.45 per Warrant at any time until 24 months following the date of issuance. As part of the agreement, amounts payable to FCMI were forgiven. On July 12, 2011, the Company closed its transaction with Ivory, Brilliant and others.

The transaction fits into Sillenger's business model as the Brilliant Units represent Sillenger's carried interest in the Equatorial Guinea project, and comprise a tangible asset with a value of over \$2,000,000 CDN. If the Brilliant shares perform well, the Units have the potential for significant value add for Sillenger's shareholders. The Brilliant transaction also serves as an endorsement of Sillenger's business plan, and enables Sillenger to replicate a proven concept for the next countries with which the Company is pursuing partnerships.

On September 16, 2011, Sillenger entered into an agreement with First African Exploration Corp. ("First African"), whereby First African will serve as the Company's exclusive representative for obtaining, negotiating and performing contracts with countries in Africa and the Middle East, in connection with mining, hydrocarbons, water, and other natural resource projects. A former non-executive director of the Company is also a shareholder of First African. The compensation payable under this agreement is dependent on and contingent upon the Company obtaining financing and entering into a contract with a target country, and the Company receiving financing for the performance of the contract.

On November 25, 2011, Sillenger entered into an agreement with the Republic of Benin ("Benin Agreement"). Pursuant to the terms of the Benin Agreement, Sillenger will conduct an airborne geophysical survey of the landmass of Benin and the offshore territory in the Gulf of Guinea. The purpose of the survey is to compile a geophysical information database of Benin's mining, hydrocarbon and water deposits, and analyze such data to identify the likeliest exploration targets within those deposits for potential mining and exploration opportunities. The government is particularly interested in the potential size of some of their base metal deposits, which can often be determined when utilizing some of these technologies. The term of the Benin Agreement is two (2) years from the date of the Benin Agreement, which can be extended by agreement of the parties.

Under the Benin Agreement, Sillenger will be granted certain exclusive preferential rights with respect to fifteen percent (15%) of the surface area of the Airborne Survey, but also has first right of refusal on all unclaimed resource concessions for the duration of the contract period. The Benin Agreement requires Benin to provide the required permits, licenses, etc. to conduct the survey and to pursue any mining and or exploration opportunities.

On June 5, 2012, the Company and First African agreed to a fee of \$950,000 for successful implementation of the set-up phase of the contract with the Republic of Benin dated November 25, 2011. The fee of \$950,000 is due immediately and has been included in accounts payable as of November 30, 2012. Since this fee was not paid by November 30, 2012, the unpaid amount is subject to an annual interest rate of 9%.

On June 5, 2012, the Company engaged the services of First African to assist in securing the project financing for the Company's Airborne Geophysical Survey project in Benin. The engagement specifies that Sillenger will pay a yet to be determined fee to First African upon successful closing of the financing.

Looking at the year ahead, management believes, Brilliant transaction and the Benin Agreement serves as an endorsement of Sillenger's business plan, and enables Sillenger to replicate a proven concept.

Sillenger will need to seek additional funding to continue pursuing its business plan. The Company is therefore in the process of exploring potential sources of financing for the Benin Agreement.

Subsequent Event

In December 2012, the Company received an advance of \$20,000 towards a common stock subscription.

Financial Condition and Liquidity

REVENUE – Sillenger has not generated revenue from its business operations and does not expect to generate any revenue in the near future.

COMMON STOCK –As of the date of November 30, 2012 and January 14, 2013, Sillenger has 89,381,000 common shares issued and outstanding.

LIQUIDITY - At November 30, 2012, Sillenger had assets of \$4, 316 consisting mostly of prepaid expenses (\$174,317 – February 29, 2012, consisting of cash, prepaid expenses and advances). Sillenger has \$1,625,317 in liabilities consisting of accounts payable, accrued liabilities and advances payable (\$1,299,308 – February 29, 2012, consisting of accounts payable and accrued liabilities).

Sillenger' internal sources of liquidity will be loans that may be available to Sillenger from management and other sources. Although Sillenger has no written arrangements with any of its directors and officers, Sillenger expects that the directors and officers will provide Sillenger with internal sources of liquidity, if it is required.

There are no assurances that Sillenger will be able to achieve further sales of its common stock or any other form of additional financing. If Sillenger is unable to achieve the financing necessary to continue its plan of operations, then Sillenger will not be able to continue its exploration programs and its business will fail.

Results of Operation

For the nine months ended November 30, 2012 and November 30, 2011, and the period from February 14, 2007 (inception) to November 30, 2012:

Expenses

SUMMARY – Total expenses were \$498,099 for the nine months ended November 30, 2012 (\$918,201 – November 30, 2011). Expenses have decreased as compared to the nine months ended November 30, 2011 by \$420,102. A total of \$5,335,065 in expenses has been incurred by Sillenger since inception on February 14, 2007 through to November 30, 2012. The costs can be subdivided into the following categories.

1. General and administrative: These primarily consist of salaries, office supplies and telecommunication expenses. \$75,392 of administrative expenses were incurred for the nine months ended November 30, 2012 as compared to \$215,119 for the nine months ended November 30, 2011 while a total of \$1,339,485 was incurred in the period from inception on February 14, 2007 to November 30, 2012.
2. Travel: \$133,085 of travel expenses were incurred for the nine months ended November 30, 2012 as compared to \$80,544 for the nine months ended November 30, 2011 while a total of \$800, 390 was incurred in the period from inception on February 14, 2007 to November 30, 2012.
3. Marketing and business development: \$969 of marketing and business development expenses were incurred for the nine months ended November 30, 2012 as compared to \$287,252 for the nine months ended November 30, 2011 while a total of \$977,928 was incurred in the period from inception on February 14, 2007 to November 30, 2012.
4. Professional services: These primarily consist of consulting, legal, accounting and audit fees. \$288,653 of professional fees were incurred for the nine months ended November 30, 2012 as compared to \$335,286 for the nine months ended November 30, 2011 while a total of \$1,267,262 was incurred in the period from inception on February 14, 2007 to November 30, 2012.

Sillenger continues to carefully control its expenses and overall costs as it transforms into a natural resource development company. In addition to Mr. Gillespie and Dr. Juhas (a consultant), Sillenger has 3 other consultants.

Other income (expense)

Total other income (expense) was \$(410) for the nine months ended November 30, 2012 (\$4,350,906 – November 30, 2011). The higher other income (expense) for the nine months ended November 30, 2011 was due to a one-off sale of rights transaction net of foreign exchange loss during that period. There were no such transactions in the nine months ended November 30, 2012. A total of \$4,246,656 in other income has been generated by Sillenger since inception on February 14, 2007 through to November 30, 2012.

Plan of Operations

Our business plan up until April 2010 was to proceed with the exploration of the Bulkley claims to determine whether there are commercially exploitable reserves of base and precious metals. Beginning in May 2010, we have concentrated our focus on pursuing opportunities in African countries.

We will also need to seek additional funding to pursue the new ventures in Africa identified by our new President and Chief Executive Officer Mr. John Gillespie. We anticipate that additional funding will be in the form of equity financing from the sale of our common stock. However, we cannot provide investors with any assurance that we will be able to raise sufficient funding from the sale of our common stock to fund new projects identified in Africa. We believe that debt financing may or may not be an alternative for funding any potential projects in Africa or elsewhere. The risky nature of these enterprises and lack of tangible assets places debt financing beyond the credit-worthiness required by most banks or typical investors of corporate debt until such time as an economically viable mine or project can be demonstrated.

Based on the nature of our business, we anticipate incurring operating losses in the foreseeable future. We base this expectation, in part, on the fact that very few mineral claims in the exploration stage ultimately develop into producing, profitable mines. Our future financial results are also uncertain due to a number of factors, some of which are outside our control. These factors include, but are not limited to:

- our ability to raise additional funding;
- the market price for mineral resources;
- the results of our proposed exploration programs on mineral properties acquired; and
- our ability to find joint venture partners for the development of our property interests

Due to our lack of operating history and present inability to generate revenues, our auditors have stated their opinion that there currently exists substantial doubt about our ability to continue as a going concern.

Off-balance sheet arrangements

As of November 30, 2012, Sillenger had no off-balance sheet arrangements.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

No disclosure is required hereunder as the Company is a “smaller reporting company,” as defined in Item 10(f) of Regulation S-K.

ITEM 4: CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Based on the management’s evaluation, our President and Chief Financial Officer has concluded that as of November 30, 2012, the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange of 1934 (the "Exchange Act") are effective to provide reasonable assurance that the information required to be disclosed in this quarterly report on Form 10-Q is recorded, processed, summarized and reported within the time period specified in Securities and Exchange Commission rules and forms and that such information is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure.

(b) Internal Controls over financial reporting

Management's quarterly report on internal control over financial reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Our internal control over financial reporting should include those policies and procedures that: pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable GAAP, and that receipts and expenditures are being made only in accordance with authorizations of management and the Board of Directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Under the supervision and with the participation of our management we have evaluated the effectiveness of our internal control over financial reporting and preparation of our quarterly financial statements as of November 30, 2012 and believe they are effective.

Based upon his evaluation of our controls our President, Chief Executive Officer and Chief Financial Officer has concluded that, there were no significant changes in our internal control over financial reporting or in other factors during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Attestation report of the registered public accounting firm

This quarterly report does not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management's report in this quarterly report.

Changes in internal control over financial reporting

There were no changes in our internal controls that occurred during the quarter covered by this report that have materially affected, or are reasonably likely to materially affect our internal controls.

Changes in Internal Controls

Based on the evaluation as of November 30, 2012, our President, Chief Executive Officer and Chief Financial Officer has concluded that there were no significant changes in our internal controls over financial reporting or in any other areas that could significantly affect our internal controls subsequent to the date of his most recent evaluation, including corrective actions with regard to significant deficiencies and material weaknesses.

ITEM 4A(T): CONTROLS AND PROCEDURES

See Item 4A – Controls and Procedures above.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

To Sillenger's knowledge, no lawsuits were commenced against Sillenger during the nine months ended November 30, 2012, nor did Sillenger commence any lawsuits during the same period. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Unregistered Sales of Equity Securities

Not Applicable.

Use of Proceeds

Not Applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

Exhibits

The following Exhibits are furnished as part of this Form 10-Q, pursuant to Item 601 of Regulation S-B.

<u>Exhibit Number</u>	<u>Exhibit Title</u>
3.1	Articles of Incorporation (incorporated by reference from our Form S-1 Registration Statement, filed July 2, 2008)*
3.2	Bylaws (incorporated by reference from our Form S-1 Registration Statement, filed July 2, 2008)*
10.1	Buckley Declaration of Trust concerning our mineral claims (incorporated by reference from our Form 10-Q, filed on January 14, 2010)*
31.a	Section 906 Certificate of CEO
31.b	Section 906 Certificate of CFO
32.a	Section 302 Certificate of CEO and CFO
101	Interactive data files pursuant to Rule 405 of Regulation S-T.

*- Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SILLENGER EXPLORATION CORP.

Date: January 14, 2013

“John Gillespie”

By: John Gillespie, Director, President (Principal Executive Officer),
Principal Financial Officer and Principal Accounting Officer

Date: January 14, 2013

“John Gillespie”

By: John Gillespie, Director, President (Principal Executive Officer),
Principal Financial Officer and Principal Accounting Officer

EXHIBIT 31.1

CERTIFICATIONS

I, John Gillespie, certify that:

1. I have reviewed this 10-Q of Sillenger Exploration Corp.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer(s) 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 small business issuer 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 small business issuer, 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 small business issuer'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 small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
 - 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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: January 14, 2013

“John Gillespie”
John Gillespie, Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, John Gillespie, certify that:

1. I have reviewed this 10-Q of Sillenger Exploration Corp.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer(s) 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 small business issuer 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 small business issuer, 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 small business issuer'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 small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
 - 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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: January 14, 2013

“John Gillespie”
John Gillespie, Chief Financial Officer

Exhibit 32.1

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Sillenger Exploration Corp., a Nevada corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Form 10-Q for the three month period ended November 30, 2012 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: January 14, 2013

"John Gillespie"
John Gillespie, Chief Executive Officer

Date: January 14, 2013

"John Gillespie"
John Gillespie, Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

[Related Party Transactions](#)

[\[Abstract\]](#)

[Related Parties](#)

4

Related Party Transactions

On April 28, 2011, Sillenger entered into an agreement with a former director to compensate him for his role in procuring the agreements with the government of the Republic of Equatorial Guinea. Under the terms of the agreement, Sillenger has agreed to pay \$150,000 and issue 2,000,000 Sillenger common shares (note 5). The \$150,000 payment was contingent upon raising \$400,000 of equity financing. The \$150,000 was recognized as an expense for the year ended February 29, 2012.

As of February 29, 2012, the Company had received advances of \$49,598 from First African in accordance with the terms of the agreement signed with First African ("First African Agreement") on September 16, 2011. Pursuant to the same agreement, as of February 29, 2012, the Company had advanced \$48,480 to First African. The advance was for short-term working capital financing and was interest free. A former non-executive director of Sillenger is a part shareholder of First African.

Under the terms of the First African Agreement, First African has two primary obligations: one, assist Sillenger to procure and set-up country contracts in Africa and the Middle East and two, assist with the execution phase of the contracts procured. First African is entitled to a fee for the successful completion of each of the two phases. On June 5, 2012, the Company and First African agreed to a fee of \$950,000 for successful implementation of the set-up phase of the contract with the Republic of Benin dated November 25, 2011. The fee of \$950,000 is included in accounts payable as of November 30, 2012 and is payable on demand.

On June 5, 2012, the Company engaged the services of First African to assist in securing the project financing for the Company's Airborne Geophysical Survey project in Benin. The engagement specifies that Sillenger will pay a yet to be determined fee to First Africa upon successful closing of the financing.

On September 11, 2012, the Company entered into an employment agreement with John Gillespie to serve as its President and Chief Executive Officer. The term of the agreement is for one year, effective June 1, 2012. The agreement renews automatically on a year to year basis thereafter, unless terminated by the parties upon 90 days notice at the end of each term. Mr. Gillespie is entitled to receive an annual salary of CDN \$120,000, plus customary vacation, medical, dental and life insurance benefits as such become available from the Company and reimbursement of certain business expenses. He may also receive an annual bonus (in cash and/or stock) as determined by the Board or the Compensation Committee of the Company. For his efforts over the past two years in bringing the Company through a difficult phase, without pay, Mr. Gillespie is also entitled to receive a bonus of CDN \$100,000; such bonus to be paid when funds are available to the Company to do so. The salary of \$60,000 for the six months ended November 30, 2012 and bonus of \$100,000 have been included in accounts payable as of November 30, 2012.

Investment

**9 Months Ended
Nov. 30, 2012**

[Schedule of Investments](#)

[\[Abstract\]](#)

[Investment](#)

3 Investment

Investment represents 7,407,407 Units (“Units”) of Brilliant, a publicly traded entity on the Toronto Venture Stock Exchange. Each Unit, with a fair market value of approximately of \$0.25CDN at the time of initial recognition, consists of one common share of Brilliant and one common share purchase warrant. Each warrant will entitle the holder thereof to acquire one common share of Brilliant upon the payment of \$0.45CDN per warrant at any time until 24 months following the date of issuance (April 28, 2011).

The shares have been valued using observable market prices for the shares as quoted on the Toronto Venture Stock Exchange and the warrants have been valued using the Black-Scholes option-pricing model.

The Units were received during the year ended February 29, 2012, as part compensation to Sillenger for giving up its rights pertaining to Sillenger’s agreement with the government of the Republic of Equatorial Guinea. In addition, as part of this agreement, amounts payable by Sillenger to FCMI of \$2,489,054 were forgiven.

On November 30, 2012, the fair value of the Units of Brilliant was \$598,336. The fair value of the Units consists of the fair market value of the shares of \$596,385 and the fair value of warrants valued using the Black-Scholes option-pricing model of \$1,951. The decrease in the value of the Units from February 29, 2012 of \$1,490,387 was recorded as a component of other comprehensive income as “Unrealized loss on investment”.

The key inputs used in the November 30, 2012 and February 29, 2012 fair value calculations of the warrants are as follows:

	<u>November 30, 2012</u>	<u>February 29, 2012</u>
Current exercise price	\$ 0.45CDN	\$ 0.45CDN
Time to expiration (in years)	0.50	1.25
Risk-free interest rate	1.00%	1.10%
Estimated volatility	98%	93%
Dividend	Nil	Nil
Stock price at period end date	\$ 0.08CDN	\$ 0.23CDN

**Condensed Interim Balance
Sheets (USD \$)**

	Nov. 30, 2012	Feb. 29, 2012
<u>ASSETS</u>		
<u>Cash</u>	\$ 566	\$ 88,337
<u>Prepaid expenses</u>	3,750	37,500
<u>Advances (Note 4)</u>		48,480
<u>Total Current Assets</u>	4,316	174,317
<u>Investment (Note 3)</u>	598,336	2,088,723
<u>Total Assets</u>	602,652	2,263,040
<u>Current liabilities:</u>		
<u>Advances (Note 4)</u>	138,610	
<u>Accounts payable (Note 4)</u>	1,463,257	1,279,358
<u>Accrued liabilities</u>	23,450	19,950
<u>Total liabilities</u>	1,625,317	1,299,308
<u>Stockholders' (deficit) equity</u>		
<u>Common stock \$0.001 par value, 300,000,000 shares authorized 89,381,000 shares issued and outstanding (February 29, 2012 - 61,331,000)</u>	89,381	61,331
<u>Additional paid-in-capital</u>	4,751,981	4,422,032
<u>Shares to be issued (Note 5)</u>		100,000
<u>Stock subscriptions received (Note 5)</u>		255,500
<u>Accumulated other comprehensive (loss) income</u>	(1,281,818)	208,569
<u>Accumulated deficit</u>	(4,582,209)	(4,083,700)
<u>Total Stockholders' (deficit) equity</u>	(1,022,665)	963,732
<u>Total Liabilities and Stockholders' (Deficit) Equity</u>	\$ 602,652	\$ 2,263,040

**Basis of Presentation and
Nature of Business**

**9 Months Ended
Nov. 30, 2012**

Accounting Policies

[Abstract]

**Basis of Presentation and
Nature of Business**

1

Basis of Presentation and Nature of Business

The accompanying unaudited condensed interim financial statements (“interim statements”) are denominated in US dollars and have been prepared pursuant to the rules and regulations for reporting on Form 10-Q. Accordingly, certain information and disclosures required by generally accepted accounting principles for complete financial statements are not included herein. The interim statements should be read in conjunction with the financial statements and notes thereto included in the Company’s latest Annual Report on Form 10-K. The results for the three and nine months ended November 30, 2012 may not be indicative of the results for the entire year.

Interim statements are subject to possible adjustments in connection with the annual audit of the Company’s accounts for the fiscal year ending February 28, 2013. In the Company’s opinion, all adjustments necessary for a fair presentation of these interim statements have been included and are of a normal and recurring nature.

Sillenger Exploration Corp. (“Sillenger” or the “Company”) was incorporated in Nevada on February 14, 2007. Sillenger is an exploration stage company and has not yet realized any revenues from its planned operations. During the period ended February 29, 2008, the Company had acquired a 100% interest in three mining claims in the Bulkley mining district of British Columbia, Canada for cash consideration of \$379. On May 15, 2009, the Company abandoned the mineral titles and re-staked them in order to reduce exploration costs. The Company’s rights to these claims expired in June 2011.

On May 26, 2010, Sillenger introduced its proprietary Claims Licensing Program (“CLP”) which is designed to help governments to provide a fast-track process for issuing the necessary documentation to resource companies. The system helps reduce risk to exploration companies and helps market a country as an attractive investment destination.

On June 1, 2010, Sillenger, through its business partnership with FCMI Global Inc. (“FCMI”), whereby FCMI assigned trademarks, intellectual properties, contracts and agreements to Sillenger in exchange for 5% (percent) of Sillenger’s annual net income per Sillenger’s audited financial statements, entered into a contract with the government of the Republic of Equatorial Guinea to conduct an airborne geophysical survey of certain specific areas of Equatorial Guinea. The survey was to provide the Ministry of Mines, Industry and Energy of Equatorial Guinea a geological database of the region highlighting the locations where there may be the presence of mineral, hydrocarbon or groundwater deposits, and a preliminary identification of subsurface structures which may present exploration potential, and to identify the likeliest exploration targets within those deposits. In exchange, Sillenger was granted the mineral and hydrocarbon rights to 15% of the claim blocks in the entire area surveyed, as chosen by Sillenger, as well as a preferential right to any other claims that Sillenger desires. The business partnership with FCMI entailed fully reimbursing FCMI for expenses it incurred in negotiating

trademarks, intellectual properties, contracts and agreements that were assigned to Sillenger.

On June 11, 2010, Sillenger retained Fugro Airborne Surveys, a subsidiary of Fugro Group, to conduct the airborne geophysical survey of the Rio Muni region of Equatorial Guinea. The survey would have helped to reveal the locations of potential deposits, and provide a detailed reading of the subsurface structures.

In October 2011, the Company entered into negotiations to finance the cost of this survey. As part of these negotiations, Sillenger fully assigned its commitment with Fugro Airborne Surveys to a third party. On April 28, 2011, Sillenger executed an agreement with Ivory Resources Inc. (“Ivory”), Brilliant Resources Inc. [formerly Brilliant Mining Corp.] (“Brilliant”) and others, whereby Sillenger agreed to accept and receive 7,407,407 units of Brilliant (“unit”) [with a 4 month escrow] (Note 3) in exchange for Ivory acquiring from Sillenger the agreement with the government of the Republic of Equatorial Guinea, which included certain preferential rights to request mining and/or oil concessions. Each unit consists of one common share of Brilliant and one common share purchase warrant. Each warrant will entitle the holder thereof to acquire one common share of Brilliant upon the payment of \$0.45 per warrant at any time until 24 months following the date of issuance. As part of the agreement, amounts payable to FCMI were forgiven. On July 12, 2011, the Company closed its transaction with Ivory, Brilliant and others.

On September 16, 2011, Sillenger entered into an agreement with First African Exploration Corp. (“First African”), whereby First African will serve as the Company’s exclusive representative for obtaining, negotiating and performing contracts with countries in Africa and the Middle East, in connection with mining, hydrocarbons, water, and other natural resource projects. Sillenger’s obligations under this agreement include: use First African on an exclusive basis, pay set-up (Note 4) and execution fees to First African for the services provided and for country contracts successfully procured, include First African in any local, regional or international ventures as a 10% shareholder.

On November 25, 2011, Sillenger entered into an agreement with the Republic of Benin (“Benin Agreement”). Pursuant to the terms of the Benin Agreement, Sillenger will conduct an airborne geophysical survey of the landmass of Benin and the offshore territory in the Gulf of Guinea. The purpose of the survey is to compile a geophysical information database of Benin’s mining, hydrocarbon and water deposits, and analyze such data to identify the likeliest exploration targets within those deposits for potential mining and exploration opportunities. The government is particularly interested in the potential size of some of their base metal deposits, which can often be determined when utilizing some of these technologies. The term of the Benin Agreement is two (2) years from the date of the Benin Agreement, which can be extended by agreement of the parties. The Benin agreement provides for the Government to have an open option to cancel the agreement at their discretion in the event that the Company has not commenced work on the airborne survey by May 25, 2012 (“the option”). To date Sillenger has been unable to commence the necessary work due to a lack of financing. Since there is no provision in the agreement that allows Sillenger to have the option removed, it will be necessary for Sillenger to renegotiate the agreement once the company has the financing in place and the ability to commence work on the airborne survey.

The Company is currently in the process of exploring potential sources of financing for the Benin Agreement.

Going Concern

**9 Months Ended
Nov. 30, 2012**

[Organization, Consolidation
and Presentation of
Financial Statements](#)

[\[Abstract\]](#)

[Going Concern](#)

2

Going Concern

Sillenger has negative working capital of \$1,621,001 and an accumulated deficit during the exploration stage of \$4,582,209 as of November 30, 2012. Sillenger's financial statements are prepared using generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, Sillenger has not realized any revenues from operations. Without raising additional capital or realization of its investments, there would be substantial doubt about Sillenger's ability to continue as a going concern. Sillenger's management plans on raising capital from public or private debt or equity financing, on an as needed basis, and in the longer term, from revenues from the acquisition and exploration and development of mineral interests, if found. Sillenger's ability to continue as a going concern is dependent on these additional financings, and, ultimately, upon achieving profitable operations through the development of mineral interests.

**Condensed Interim Balance
Sheets (Parenthetical) (USD
\$)**

Nov. 30, 2012 Feb. 29, 2012

Statement of Financial Position [Abstract]

<u>Common stock - par value</u>	\$ 0.001	\$ 0.001
<u>Common stock - shares authorized</u>	300,000,000	300,000,000
<u>Common stock - shares issued</u>	89,381,000	61,331,000
<u>Common stock - shares outstanding</u>	89,381,000	61,331,000

Investment - Fair value calculations of the warrants (Details) (CAD)	9 Months Ended Nov. 30, 2012	12 Months Ended Feb. 29, 2012
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Schedule of Investments [Abstract]

<u>Current exercise price</u>	0.45	0.45
<u>Time to expiration (in years)</u>	5 months 0 days	1 year 2 months 5 days
<u>Risk-free interest rate</u>	1.00%	1.10%
<u>Estimated volatility</u>	108.00%	93.00%
<u>Dividend</u>		
<u>Stock price at period end date</u>	0.08	0.23

**Document and Entity
Information**

9 Months Ended

Nov. 30, 2012

Jan. 14, 2013

Document And Entity Information

<u>Entity Registrant Name</u>	Sillenger Exploration Corp.	
<u>Entity Central Index Key</u>	0001438882	
<u>Document Type</u>	10-Q	
<u>Document Period End Date</u>	Nov. 30, 2012	
<u>Amendment Flag</u>	false	
<u>Current Fiscal Year End Date</u>	--02-28	
<u>Is Entity a Well-known Seasoned Issuer?</u>	No	
<u>Is Entity a Voluntary Filer?</u>	No	
<u>Is Entity's Reporting Status Current?</u>	Yes	
<u>Entity Filer Category</u>	Smaller Reporting Company	
<u>Entity Common Stock, Shares Outstanding</u>		89,381,000
<u>Document Fiscal Period Focus</u>	Q3	
<u>Document Fiscal Year Focus</u>	2012	

Related Parties (Details Narrative)	12 Months Ended			12 Months Ended			
	Nov. 30, 2012 USD (\$)	Feb. 29, 2012 USD (\$)	Feb. 29, 2012 Former Director USD (\$)	Feb. 29, 2012 First Africa USD (\$)	Nov. 30, 2012 First Africa USD (\$)	May 31, 2013 President/ CEO CAD	Nov. 30, 2012 President/ CEO USD (\$)
Compensation Agreement			\$ 150,000 [1]			120,000	
Bonus						100,000	
Shares issued for services			2,000,000				
Advances				49,598			
Advances Receivable	48,480						
Accounts payable to related party					950,000		
Accrued Salaries							60,000
Accrued Bonus							\$ 100,000

[1] The \$150,000 payment was contingent upon raising \$400,000 of equity financing.

Condensed Interim Statements of Comprehensive (Loss) Income (USD \$)	3 Months Ended		9 Months Ended		21 Months Ended
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2011
<u>Income Statement [Abstract]</u>					
<u>Revenues</u>					
<u>Operating expenses:</u>					
<u>Contract fees</u>					950,000
<u>General and Administrative</u>	17,118	102,148	75,392	215,119	1,339,485
<u>Travel</u>	17,626	47,541	133,085	80,544	800,390
<u>Marketing and business development</u>		161,137	969	287,252	977,928
<u>Professional services</u>	50,090	40,001	288,653	335,286	1,267,262
<u>Total operating expenses</u>	84,834	350,827	498,099	918,201	5,335,065
<u>Other income (expense):</u>					
<u>Income from sale of rights (Note 3)</u>				4,369,208	4,369,208
<u>Foreign exchange loss</u>		(487)	(410)	(18,302)	(122,552)
<u>Total other income</u>		(487)	(410)	4,350,906	4,246,656
<u>(Loss) income before income tax expense</u>	(84,834)	(351,314)	(498,509)	3,432,705	(1,088,409)
<u>Income tax expense</u>				366,201	
<u>Net (loss) income</u>	(84,834)	(351,314)	(498,509)	3,066,504	(1,088,409)
<u>Other Comprehensive Loss</u>					
<u>Unrealized loss on investment (Note 3)</u>	(184,993)	(383,956)	(1,490,387)	(559,652)	(1,281,818)
<u>Comprehensive income (loss)</u>	\$ (269,827)	\$ (735,270)	\$ (1,988,896)	\$ 2,506,852	\$ (2,370,227)
<u>Net (loss) income per share:</u>					
<u>Basic and Diluted</u>	\$ 0.00	\$ (0.01)	\$ (0.01)	\$ 0.07	
<u>Weighted average shares outstanding</u>					
<u>Basic and Diluted</u>	89,381,000	56,454,516	85,376,818	47,114,855	

**Basis of Presentation and
Nature of Business (Policies)**

**9 Months Ended
Nov. 30, 2012**

Accounting Policies

[Abstract]

**Basis of Presentation and
Nature of Business**

1

Basis of Presentation and Nature of Business

The accompanying unaudited condensed interim financial statements (“interim statements”) are denominated in US dollars and have been prepared pursuant to the rules and regulations for reporting on Form 10-Q. Accordingly, certain information and disclosures required by generally accepted accounting principles for complete financial statements are not included herein. The interim statements should be read in conjunction with the financial statements and notes thereto included in the Company’s latest Annual Report on Form 10-K. The results for the three and nine months ended November 30, 2012 may not be indicative of the results for the entire year.

Interim statements are subject to possible adjustments in connection with the annual audit of the Company’s accounts for the fiscal year ending February 28, 2013. In the Company’s opinion, all adjustments necessary for a fair presentation of these interim statements have been included and are of a normal and recurring nature.

Sillenger Exploration Corp. (“Sillenger” or the “Company”) was incorporated in Nevada on February 14, 2007. Sillenger is an exploration stage company and has not yet realized any revenues from its planned operations. During the period ended February 29, 2008, the Company had acquired a 100% interest in three mining claims in the Bulkley mining district of British Columbia, Canada for cash consideration of \$379. On May 15, 2009, the Company abandoned the mineral titles and re-staked them in order to reduce exploration costs. The Company’s rights to these claims expired in June 2011.

On May 26, 2010, Sillenger introduced its proprietary Claims Licensing Program (“CLP”) which is designed to help governments to provide a fast-track process for issuing the necessary documentation to resource companies. The system helps reduce risk to exploration companies and helps market a country as an attractive investment destination.

On June 1, 2010, Sillenger, through its business partnership with FCMI Global Inc. (“FCMI”), whereby FCMI assigned trademarks, intellectual properties, contracts and agreements to Sillenger in exchange for 5% (percent) of Sillenger’s annual net income per Sillenger’s audited financial statements, entered into a contract with the government of the Republic of Equatorial Guinea to conduct an airborne geophysical survey of certain specific areas of Equatorial Guinea. The survey was to provide the Ministry of Mines, Industry and Energy of Equatorial Guinea a geological database of the region highlighting the locations where there may be the presence of mineral, hydrocarbon or groundwater deposits, and a preliminary identification of subsurface structures which may present exploration potential, and to identify the likeliest exploration targets within those deposits. In exchange, Sillenger was granted the mineral and hydrocarbon rights to 15% of the claim blocks in the entire area surveyed, as chosen by Sillenger, as well as a preferential right to any other claims that Sillenger desires. The business partnership with FCMI entailed fully reimbursing FCMI for expenses it incurred in negotiating

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On June 11, 2010, Sillenger retained Fugro Airborne Surveys, a subsidiary of Fugro Group, to conduct the airborne geophysical survey of the Rio Muni region of Equatorial Guinea. The survey would have helped to reveal the locations of potential deposits, and provide a detailed reading of the subsurface structures.

In October 2011, the Company entered into negotiations to finance the cost of this survey. As part of these negotiations, Sillenger fully assigned its commitment with Fugro Airborne Surveys to a third party. On April 28, 2011, Sillenger executed an agreement with Ivory Resources Inc. (“Ivory”), Brilliant Resources Inc. [formerly Brilliant Mining Corp.] (“Brilliant”) and others, whereby Sillenger agreed to accept and receive 7,407,407 units of Brilliant (“unit”) [with a 4 month escrow] (Note 3) in exchange for Ivory acquiring from Sillenger the agreement with the government of the Republic of Equatorial Guinea, which included certain preferential rights to request mining and/or oil concessions. Each unit consists of one common share of Brilliant and one common share purchase warrant. Each warrant will entitle the holder thereof to acquire one common share of Brilliant upon the payment of \$0.45 per warrant at any time until 24 months following the date of issuance. As part of the agreement, amounts payable to FCMI were forgiven. On July 12, 2011, the Company closed its transaction with Ivory, Brilliant and others.

On September 16, 2011, Sillenger entered into an agreement with First African Exploration Corp. (“First African”), whereby First African will serve as the Company’s exclusive representative for obtaining, negotiating and performing contracts with countries in Africa and the Middle East, in connection with mining, hydrocarbons, water, and other natural resource projects. Sillenger’s obligations under this agreement include: use First African on an exclusive basis, pay set-up (Note 4) and execution fees to First African for the services provided and for country contracts successfully procured, include First African in any local, regional or international ventures as a 10% shareholder.

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The Company is currently in the process of exploring potential sources of financing for the Benin Agreement.

Subsequent Events

9 Months Ended

Nov. 30, 2012

[Subsequent Events](#)

[\[Abstract\]](#)

[Subsequent Events](#)

6

Subsequent Event

In December 2012, the Company received an advance of \$20,000 towards a common stock subscription.

Stockholders Equity (Details Narrative) (USD \$)	0 Months Ended					1 Months Ended	12 Months Ended					0 Months Ended				
	Apr. 13, 2012	Feb. 02, 2012	Dec. 06, 2011	Nov. 07, 2011	Sep. 12, 2011	Jul. 27, 2011	Feb. 28, 2010	Feb. 29, 2008	Feb. 28, 2007	Nov. 30, 2012	Feb. 29, 2012	Jan. 30, 2012	Sep. 23, 2011 Consulting Services	Sep. 14, 2011 Consulting Services	Aug. 05, 2011 Consulting Services	Aug. 08, 2011 Director
Common stock issued, amount	\$ 258,000		\$ 68,651		\$ 176,508	\$ 230,544	\$ 10,000	\$ 48,150	\$ 3,000							
Common stock issued, shares							50,000	2,823,600	3,000,000							
Stock dividend split							6:1									
Common stock issued for dividend							34,938,000									
Increase in additional paid-in capital for stock dividend							3,458,862									
Increase in accumulated deficit for stock dividend							3,493,800									
Common stock unit, shares	25,550,000 ^[1]		1,300,000 ^[1]		3,500,000 ^[1]	4,400,000 ^[1]										
Share price	\$ 0.01	\$ 0.04	\$ 0.05	\$ 0.04	\$ 0.05	\$ 0.05							\$ 0.04	\$ 0.04	\$ 0.04	\$ 0.04
Exercise price of warrant			0.10		0.10	0.10										
Common stock issued for services, shares													1,500,000	200,000	4,000,000	2,000,000
Common stock issued for debt settlement agreement, share		2,500,000		3,620,000												
Common stock issued for debt settlement agreement, amount		100,000		144,800												
Shares to be issued											(100,000)					
Stock subscriptions received											\$ 255,500					
Common stock, shares authorized previously												75,000,000				
Common stock, shares authorized												300,000,000				

[1] Each unit is comprised of (i) one share of the Company's common stock and (ii) a two-year 1/2 warrant to purchase 0.50 shares of the Company's common stock.

**Going Concern (Details
Narrative) (USD \$)**

Nov. 30, 2012

Going Concern Details Narrative

Negative working capital \$ 1,621,001

Accumulated deficit during the exploration stage \$ 4,582,209

Investment (Tables)

**9 Months Ended
Nov. 30, 2012**

Schedule of Investments [Abstract]

Fair value calculations of the warrants

	<u>November 30, 2012</u>	<u>February 29, 2012</u>
Current exercise price	\$0.45CDN	\$0.45CDN
Time to expiration (in years)	0.50	1.25
Risk-free interest rate	1.00%	1.10%
Estimated volatility	98%	93%
Dividend	Nil	Nil
Stock price at period end date	\$0.08CDN	\$0.23CDN

Basis of Presentation and Nature of Business (Details Narrative) (USD \$)	Feb. 28, 2008 Bulkley mining district	0 Months Ended	
		Jun. 01, 2010 FCMI	Sep. 16, 2011 First Africa
Acquisition cost	\$ 379		
Acquired interest	100.00%	15.00%	
Percent of net income FCMI acquired of Sillenger Shareholder of Sillenger		5.00%	10.00%

Investment (Details Narrative)	12 Months Ended	0 Months Ended	12 Months Ended	
	Feb. 29, 2012 USD (\$)	Apr. 28, 2011 Brilliant CAD	Feb. 29, 2012 Brilliant USD (\$)	Nov. 30, 2012 Brilliant USD (\$)
Investment Units		7,407,407		
Fair market value of unit		0.25	[1]	
Warrant per unit		0.45		
Debt Forgiven	\$ 2,489,054			
Investment				598,336
Fair market value of shares				596,385
Fair value of warrants				1,951
Unrealized loss on investment			\$ 190,387	

[1] at the time of initial recognition, consists of one common share of Brilliant and one common share purchase warrant

Condensed Interim Statements of Cash Flows (USD \$)	9 Months Ended		70 Months Ended
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012
<u>Cash Flows from Operating Activities</u>			
<u>Net (loss) income</u>	\$ (498,509)	\$ 3,066,504	\$ (1,088,409)
<u>Items not affecting cash</u>			
<u>Expenses paid by stock</u>		152,583	270,500
<u>Non-cash income from sale of rights</u>		(4,369,208)	(4,369,208)
<u>Write-off of equipment</u>			27,522
<u>Total</u>	(498,509)	(1,150,121)	(5,159,595)
<u>Changes in non-cash working capital items</u>			
<u>Prepaid expenses</u>	33,750	(25,000)	33,750
<u>Advances</u>	187,090	(37,635)	138,610
<u>Accounts payable</u>	183,898	409,272	4,197,109
<u>Accrued liabilities</u>	3,500	357,266	23,451
<u>Cash Flows Used in Operating Activities</u>	(90,271)	(446,218)	(766,675)
<u>Cash Flows from Investing Activities</u>			
<u>Equipment acquired</u>			(27,522)
<u>Cash Flows Used in Investing Activities</u>			(27,522)
<u>Cash Flows from Financing Activities</u>			
<u>Stock subscriptions received</u>		69,106	255,500
<u>Proceeds from issuance of common stock</u>	2,500	407,051	539,263
<u>Cash Flows Provided by Financing Activities</u>	2,500	476,157	794,763
<u>Net (Decrease) Increase in Cash</u>	(87,771)	29,939	566
<u>Cash, Beginning of Period</u>	88,337	509	
<u>Cash, End of Period</u>	566	30,448	566
<u>Supplemental Cash Flow Information</u>			
<u>Interest paid</u>			
<u>Income taxes paid</u>			
<u>Non-Cash Financing Transaction</u>			
<u>Increase in paid-in capital from stock dividend</u>			3,458,862
<u>Increase in accumulated deficit for stock dividend</u>			\$ 3,493,800

5 Stockholders' Equity

At inception, Sillenger issued 3,000,000 shares of stock to its founding shareholder for \$3,000 cash. During the period ended February 29, 2008, Sillenger issued 2,823,600 shares of stock for \$48,150 cash. During the year ended February 28, 2010, the Company issued 50,000 shares of stock for \$10,000 cash. Also, during the year ended February 28, 2010, the Company declared a 6 to 1 stock dividend valued at \$0.10 per share at the grant date resulting in the issuance of 34,938,000 shares and a non-cash transaction recorded to additional paid-in capital of \$3,458,862 and accumulated deficit during exploration stage of \$3,493,800. There were no transactions affecting stockholders' deficit in the year ended February 28, 2011 other than the net loss, being the comprehensive loss. During the year ended February 29, 2012, the Company issued shares pursuant to the following transactions:

On July 27, 2011, the Company issued and sold an aggregate of 4,400,000 common stock units at a purchase price of \$0.05 per unit receiving proceeds of \$230,544. Each unit is comprised of (i) one share of the Company's common stock and (ii) a two-year ½ warrant to purchase 0.50 shares of the Company's common stock. The exercise price applicable to the warrants is \$0.10 per share.

On August 5, 2011, the Company issued 4,000,000 shares of its common stock for a one year consulting services agreement at \$0.04 per share. The agreement is with an independent energy consultant specializing in the prospect evaluation, reserve assessment, risk evaluation, subsurface geological and geophysical interpretation, and database management. On August 8, 2011, the Company issued 2,000,000 shares of its common stock at \$0.04 per share to a director as part consideration for his efforts in closing the contract with the government of the Republic of Equatorial Guinea.

On September 12, 2011, the Company issued and sold an aggregate of 3,500,000 common stock units at a purchase price of \$0.05 per unit receiving proceeds of \$176,508. Each unit is comprised of (i) one share of the Company's common stock and (ii) a two-year ½ warrant to purchase 0.50 shares of the Company's common stock. The exercise price applicable to the warrants is \$0.10 per share.

On September 14, 2011, the Company issued 200,000 shares of its common stock at \$0.04 per share to a consulting firm as one time consideration for advice regarding financing matters.

On September 23, 2011, the Company issued 1,500,000 shares of its common stock at \$0.04 for a sixteen month administrative services agreement commencing September 1, 2012. The agreement is with an independent consultant for bookkeeping, contracts proofing and administration services.

On November 7, 2011, the Company executed debt settlement agreement with one of its creditors. The Company issued 3,620,000 shares at \$0.04 to settle a payable balance amounting to \$144,800.

On December 6, 2011, the Company issued and sold an aggregate of 1,300,000 common stock units at a purchase price of \$0.05 per unit receiving proceeds of \$68,561. Each unit is comprised of (i) one share of the Company's common stock and (ii) a two-year $\frac{1}{2}$ warrant to purchase 0.50 shares of the Company's common stock. The exercise price applicable to the warrants is \$0.10 per Share.

On January 30, 2012, the Board of Directors approved the increase in the Company's authorized shares from 75,000,000 to 300,000,000.

On February 2, 2012, the Company executed debt settlement agreement with one of its creditors. The Company issued 2,500,000 shares at \$0.04 to settle a payable balance amounting to \$100,000. As of February 29, 2012, the \$100,000 amount settled had been included as "shares to be issued" on the balance sheet; the shares were issued on March 3, 2012.

On April 13, 2012, the Company issued and sold an aggregate of 25,550,000 common stock units at a price of \$0.01 per unit receiving proceeds of \$258,000. \$255,500 of these proceeds were received in February 2012, and were shown as "stock subscriptions received" on the balance sheet as of February 29, 2012.

**Subsequent Events (Details
Narrative) Dec. 31, 2012**

[Subsequent Events \[Abstract\]](#)

[Common Stock Subscription](#) 20,000