

TYNER RESOURCES LTD.

INTERIM FINANCIAL STATEMENTS

SEPTEMBER 30, 2004

(Unaudited – Prepared by Management)

**TYNER RESOURCES LTD.
INTERIM BALANCE SHEETS**

(Unaudited – Prepared by Management)

	Six months ended Sept. 30, 2004	Year ended March 31, 2004
	\$	\$
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 1,271,472	\$ 2,044,847
Accounts receivable	\$ 5,283	\$ 2,644
Prepaid expense	\$ -	\$ -
Total Current Assets	\$ 1,276,755	\$ 2,047,491
Resource Properties (Note 3)	\$ 750,438	\$ 66,149
Total Assets	\$ 2,027,194	\$ 2,113,640
LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ 15,722	\$ 4,950
Due to directors (Note 4)	\$ -	\$ -
Total Current Liabilities	\$ 15,722	\$ 4,950
SHAREHOLDERS' EQUITY		
Share Capital (Note 5)	\$ 12,478,650	\$ 10,231,801
Special Warrant Subscription	\$ -	\$ 1,990,333
Deficit	\$ (10,467,178)	\$ (10,113,444)
Total Shareholders' (Deficit) Equity	\$ 2,011,471	\$ 2,108,690
	\$ 2,027,194	\$ 2,113,640

Approved on Behalf of the Board:

"Paul Larkin"
Director

"Ron Bourgeois"
Director

TYNER RESOURCES LTD.
INTERIM STATEMENTS OF OPERATIONS AND DEFICIT

(Unaudited – Prepared by Management)

	Three months ended Sept 30, 2004 \$	Three months ended Sept 30, 2003 \$	Six months ended Sept 30, 2004 \$	Six months ended Sept 30, 2003 \$
INCOME				
Interest	\$ 1,246	\$ 367	\$ 2,396	\$ 385
EXPENSES				
Accounting and audit	\$ 1,500	\$ -	\$ 1,500	\$ -
Consulting fees	12,722	30,248	76,579	36,248
Interest and bank charges	328	263	1,047	263
Legal	16,513	4,268	30,600	4,268
Management and administration fees (Note 6)	44,774	12,000	74,971	24,000
Office and miscellaneous	4,933	1,517	10,076	2,277
Rent (Note 6)	3,000	3,000	6,000	6,000
Finder's fee	12,449	-	100,000	-
Transfer agent and regulatory fees	8,985	4,829	12,007	28,029
Travel and promotion	33,760	316	43,350	2,628
	138,965	56,440	356,131	103,712
Net loss for the period	(137,718)	(56,073)	(353,734)	(103,327)
Deficit, beginning of period	(10,329,460)	(9,796,640)	(10,113,444)	(9,749,386)
Deficit, end of year	\$ (10,467,178)	\$ (9,852,713)	\$(10,467,178)	\$ (9,852,713)
Basic and Diluted Loss per Share	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.01)
Weighted Average Number of Shares Outstanding	14,343,883	9,849,162	16,093,140	9,849,162

TYNER RESOURCES LTD.
INTERIM STATEMENTS OF CASH FLOWS

(Unaudited – Prepared by Management)

	Three months ended Sept 30, 2004 \$	Three months ended Sept 30, 2003 \$	Six months ended Sept 30, 2004 \$	Six months ended Sept 30, 2003 \$
CASH PROVIDED BY (USED FOR)				
OPERATING ACTIVITIES				
Loss For the Period	\$ (137,718)	\$ (56,073)	\$ (353,734)	\$ (103,327)
Changes in Non Cash Working Capital Items				
Accounts receivable	(628)	(2,861)	(2,640)	(1,297)
Prepaid expense	-	-	-	5,000
Advances for exploration	-	-	-	-
Accounts payable	4,632	(3,020)	10,772	(1,969)
	4,004	(5,881)	8,132	1,734
INVESTING ACTIVITY				
Resource Properties	(161,129)	-	(684,289)	-
FINANCING ACTIVITIES				
Due to related parties	-	-	-	-
Loans payable	-	(27,730)	-	(11,730)
Special Warrants Subscriptions	-	-	(1,990,333)	-
Share Capital	(19,651)	360,240	2,246,849	360,240
	(19,651)	332,510	256,516	348,510
INCREASE (DECREASE) IN CASH	(314,494)	270,556	(773,375)	246,917
CASH, BEGINNING OF PERIOD	1,585,966	3,347	2,044,847	26,986
CASH, END OF PERIOD	\$ 1,271,472	\$ 273,903	\$ 1,271,472	\$ 273,903

TYNER RESOURCES LTD.
INTERIM NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2004

(Unaudited – Prepared by Management)

1. NATURE OF OPERATIONS AND GOING CONCERN

Tyner Resources Ltd. is a public company incorporated under the British Columbia Company Act. Its shares are listed on the TSX Venture Exchange. The Company's principal business is oil and gas exploration and development.

The recoverability of amounts shown as resource properties is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying claims, the ability of the Company to obtain necessary financing to complete development, and future profitable production or proceeds from the disposition thereof.

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

The ability of the Company to continue as a going concern is dependent upon the Company's ability to generate profitable operations and/or obtaining future financing to settle outstanding debts and to fund future operations. The operations of this company were primarily funded by the issuance of share capital and financial support from affiliated companies.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Resource Properties

The Company is engaged in the exploration of oil and gas properties, and records interests at cost or at an ascribed amount if consideration is treasury shares. The Company includes, in costs, the option payments and project funding costs relating to properties in which the Company holds an interest.

The Company uses the successful efforts method of accounting for oil and gas property and exploration costs. Under this method, all costs relating to exploration and development of petroleum and natural gas are capitalized, and then expensed against revenues from the related property when realized. Such costs include geological and geophysical expenditures, land acquisition costs and costs of drilling productive and non-productive wells, and general and administrative costs directly related to exploration and development activities. In the event that it is determined that the property is of no further value, the carrying value is written down to properly reflect the value of expenditures relating to that property.

The amounts shown for resource properties represent accumulated or nominal costs and do not necessarily represent present or future values. The recoverability of these amounts is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their development and upon subsequent profitable production.

TYNER RESOURCES LTD.
INTERIM NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2004

(Unaudited – Prepared by Management)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

b) Use of Estimates

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

c) Foreign Currency

Transactions in foreign currencies are translated at rates prevailing on the dates of the transaction. Monetary assets and liabilities denominated in foreign currencies have been translated into Canadian dollars at the exchange rate in effect at the balance sheet date. Any gains or losses on currency translation adjustments are included in current costs.

d) Financial Instruments

The Company's financial instruments consist of cash and short-term deposits, accounts receivable, and accounts payable and accrued liabilities.

Unless otherwise noted, it is management's opinion that this Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximate their carrying values, unless otherwise noted.

e) Loss Per Share

Basic and diluted loss per share amounts are computed using the weighted average number of common shares outstanding during the year.

The Company uses the treasury stock method to determine the dilutive effect of stock options and other dilutive instruments. Under the treasury stock method, only instruments with exercise amounts less than market prices impact the diluted calculations. No adjustments were required to reported loss from operations in computing diluted per share amounts.

TYNER RESOURCES LTD.
INTERIM NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2004

(Unaudited – Prepared by Management)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

f) Income Taxes

The Company uses the liability method of accounting for income taxes. Under this method, current income taxes are recognized for the estimated income taxes payable for the current year. Future income tax assets and liabilities are recognized for temporary differences between the tax and accounting bases of assets and liabilities, as well as for the benefit of losses available to be carried forward to future years for tax purposes. Future income tax assets are evaluated and if realization is not considered more likely than not, a valuation allowance is provided.

g) Stock Based Compensation

Effective April 1, 2002, the Company adopted the new Canadian Institute of Chartered Accountants (“CICA”) Handbook Section 3870 “Stock-Based Compensation and Other Stock-Based Payments”, which recommends a fair value based method of accounting for compensation costs. The new section also permits the use of the intrinsic value-based method, which recognizes compensation cost for awards to employees only when the market price exceeds the exercise price at date of grant, but requires pro-forma disclosure of earnings and earning per share as if the fair value method had been adopted. From April 1, 2002 to March 31, 2003, the Company has elected to adopt the intrinsic value-based method for employee awards.

In November 2003, the CICA amended the CICA Handbook Section 3870 to require the fair value-based method be applied to awards granted to employees, which previously had not been accounted for at fair value. The changes to section 3870 are applicable for years beginning on or after January 1, 2004; however, the Company has chosen to early adopt the changes effective April 1, 2003, using the prospective application transitional provision. Therefore, effective April 1, 2003, all options awarded by the Company are recorded in the financial statements of the Company.

Any consideration paid by the option holders to purchase shares is credited to share capital.

h) Asset Impairment

On an annual basis or when impairment indicators arise, the Company evaluates the future recoverability of its resource property costs. Impairment losses or write downs are recorded in the event the net book value of such assets exceeds the estimated indicated future cash flows attributable to such assets.

TYNER RESOURCES LTD.
INTERIM NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2004

(Unaudited – Prepared by Management)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

i) Comparative Figures

Certain of the comparative figures have been reclassified to conform to the current year's presentation.

3. RESOURCE PROPERTIES

	Balance			Balance			Balance
	31-Mar-04	Expenditures	Refund	30-Jun-04	Expenditures	30-Sep-04	
Czech Project	\$ 66,149	\$ 582,948	-	\$ 649,097	\$ 161,129	\$ 810,226	
Tri-Valley Project	-	-	\$ (59,788)	\$ (59,788)	-	\$ (59,788)	
	\$ 66,149	-	\$ (59,788)	\$ 589,309	\$ 161,129	\$ 750,438	

	Balance			Balance
	30-Sep-03	Expenditures	Write downs	30-Jun-04
Hoskins Mound Project	\$ 114,493	-	\$ (114,493)	-

a) **Czech Project**

The Company issued 250,000 common shares to Foree as partial consideration for the acquisition and placed US \$300,000 in trust towards the Authority for Expenditure drilling budget. The Company also issued 250,000 common shares as a finder's fee for arranging the acquisition with Foree. The shares were subject to a hold period expiring September 27, 2004. The licensed areas are Mariánské Radčice, Chomutov and Bilina. Under the terms of the acquisition agreement, Tyner acquired its interest in the Mariánské Radčice license, comprising 13,157 acres at closing for US \$254,100. In early August 2004, Foree delivered a new license at Chomutov extending its term to January 2007. Accordingly, Tyner paid a further US \$68,450 to acquire a 70% ownership in the 2,738-acre license. Additionally, should Foree deliver a new license for Bilina with similar expiration terms, Tyner will have the right to acquire a 70% ownership by paying an additional US \$27,450.

TYNER RESOURCES LTD.
INTERIM NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2004

(Unaudited – Prepared by Management)

3. RESOURCE PROPERTIES (Continued)

b) Tri-Valley Project

During the quarter ended June 30, 2004, the Company received a refund of an abandonment deposit.

c) Hoskins Mound Project

During the year ended March 31, 2004, the Company abandoned its interest in the Hoskins Mound Project and the entire project cost has been written down.

4. DUE TO DIRECTORS

There were no amounts due to directors at September 30, 2004.

5. SHARE CAPITAL

a) Authorized

100,000,000 common, voting, no par value shares

b) Issued and Outstanding

	NUMBER OF SHARES	AMOUNT
Balance, March 31, 2002	5,764,162	\$9,540,001
Exercise of warrants for cash	1,683,400	\$252,511
Balance, March 31, 2003	7,447,562	\$9,792,511
Exercise of warrants for cash	2,816,600	\$422,490
Exercise of stock options for cash	48,000	\$16,800
Balance, March 31, 2004	10,312,162	\$10,231,801
Exercise of stock options for cash	190,000	\$66,500
Issued as partial consideration for the acquisition	250,000	\$100,000
Issued in connection with a private placement	5,000,000	\$1,885,849
Issued as a finder's fee	250,000	\$100,000
Balance June 30, 2004	16,002,162	\$12,384,150
Exercise of stock options for cash	270,000	\$94,500
Balance September 30, 2004	16,272,162	12,478,650

TYNER RESOURCES LTD.
INTERIM NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2004

(Unaudited – Prepared by Management)

5. SHARE CAPITAL (Continued)

c) Stock Options

A summary of stock option activities for the period is as follows:

	2004	
	NUMBER	EXERCISE PRICE
Outstanding at beginning of period	1,347,000	\$ 0.35/0.32
New options granted	640,000	0.99
Exercised	(270,000)	(0.35)
Outstanding at end of Period	1,717,000	

All stock options outstanding at September 30, 2004 are subject to the terms of the Company's stock option plan.

As at September 30, 2004, the following stock options were outstanding:

NUMBER OF SHARES	EXERCISE PRICE	EXPIRY DATE
127,000	\$ 0.35	February 19, 2007
950,000	\$ 0.32	October 22, 2008
640,000	\$ 0.99	August 29, 2009
1,717,000		

d) Warrants

During the quarter there were no warrants exercised. As at September 30, 2004, there were 5,000,000 Warrants and 384,075 Agent's Warrants, issued in connection with the private placement. The Warrants entitle the holders to purchase a total of 5,000,000 common shares of the Company for two years at a price of \$0.54 (US\$0.40) in the first year and \$0.66 (US\$0.50) in the final year. Each Agent's Warrant entitles the holders to purchase a total of 384,075 common shares of the Company at a price of \$0.40 (US\$0.30) for a period of one year.

TYNER RESOURCES LTD.
INTERIM NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2004

(Unaudited – Prepared by Management)

e) Private placement

During the year ended March 31, 2004, the Company negotiated, a private placement totalling \$2,000,000 (US\$1,500,000) to be received in exchange for the Company issuing up to 5,000,000 units at a price of \$0.40 per unit (US\$0.30), each unit consisting of one common share and one share purchase warrant. Each warrant entitles the holder thereof to acquire one additional common share of the Company for a period of two years at a price of \$0.54 per share (US\$0.40) for the first year and \$0.66 per share (US\$0.50) for the second year.

On May 27, 2004, the Company received Exchange acceptance and closed the private placement totalling \$2,000,000. The Company paid finder's fees totalling \$114,230 and also issued 384,075 Agent's Warrants which entitle the holders to purchase a total of 384,075 common shares of the Company at a price of \$0.40 (US\$0.30) for a period of one year.

6. RELATED PARTY TRANSACTIONS

The Company incurred the following expenses charged by directors or companies controlled by the directors in the quarter ended September 30, 2004 and 2003:

	2004	2003
Management fees and Administration	\$ 44,774	\$ 12,000
Rent	3,000	3,000
	\$ 47,774	\$ 15,000

7. INCOME TAXES

The Company has accumulated non-capital losses for Canadian tax purposes of approximately \$1,219,000, which may be carried forward and used to reduce taxable income in future years. The accumulated non-capital losses expire as follows:

2005	\$	201,000
2006		93,000
2007		191,000
2008		145,000
2009		145,000
2010		194,000
2011		250,000
	\$	1,219,000

The Company has accumulated capital losses for Canadian tax purposes of \$56,840, which may be carried forward and used to reduce capital gains in future years. The Company also has Canadian resource deductions of approximately \$5,917,000 with no specified expiry date.

The future income tax asset related to these losses have not been recorded in the financial statements as it is more likely than not that the assets will not be realized and a full valuation allowance has been made.

TYNER RESOURCES LTD.
INTERIM NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2004

(Unaudited – Prepared by Management)

9. CONTINGENCY

The Company was subject to legal action being brought against it in December 1999 in the Supreme Court of British Columbia for breach of contract and misrepresentation. The lawsuit was set for trial on September 10, 2001, but was postponed. Management is of the opinion that the claim is without merit and, accordingly, no provision has been recorded in the accounts at September 30, 2004.

TYNER RESOURCES LTD.

www.tynerresources.com

Management Discussion & Analysis

For the Quarter Ended September 30, 2004

TYNER RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS

INTRODUCTION

The management's discussion and analysis ("MD&A") provides a detailed analysis of the financial condition and results of operations of Tyner Resources Ltd. (hereinafter referred to as "Tyner") and compares the 3-month period ended September 30, 2004 financial results with those of the same period in the previous year. The MD&A should be read in conjunction with Tyner's interim Financial Statements and related notes for the three-month ended September 30, 2004, which have been prepared in accordance with generally accepted accounting principles in Canada.

Additional information about Tyner is available at www.sedar.com.

FORWARD LOOKING STATEMENTS

This report contains forward-looking statements, including statements regarding future success of our business, exploration and development strategies and future opportunities. Forward-looking statements include, but are not limited to, statements concerning estimates of expected capital expenditures, statements relating to expected future production and cash flows, statements relating to the continued advancement of Tyner's exploration, and development projects, and other statements which are not historical facts. When used in this document, the words such as "could", "plan", "estimate", "expect", "intend", "may", "potential", "should", and similar expressions are forward-looking statements. Although Tyner believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements. Important factors that can cause actual results to differ from these forward-looking statements include the potential that Tyner's projects will experience technological and mechanical problems, geological conditions in the coal beds and coal mine methane deposits may not result in commercial levels of methane production, change in wholesale natural gas prices, changes in political conditions, changes in the availability to obtain project financings and other risks. Forward-looking statements are based on the opinions and estimates of management at the date that the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in thru forward-looking statements. Tyner undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on forward-looking statements.

INDEX

	<u>Page</u>
1.1 Date	4
1.2 Overall Performance	4
1.3 Results of Operations	5
1.4 Summary of Quarterly Results	6
1.5 Liquidity	6
1.6 Capital Resources	6
1.7 Off-Balance Sheet Transactions	7
1.8 Transactions with Related Parties	7
1.9 Proposed Transactions	7
1.10 Changes in Accounting Policies	7
1.11 Financial Instruments	7
1.12 Other Information	8

1.1 Date

The effective date of this MD&A is November 29, 2004.

1.2 Overall Performance

Tyner is a public company incorporated under the British Columbia Company Act. The common shares of which trade on the TSX Venture Exchange under the symbol "TIP." The principal business is oil and gas exploration. Tyner is still a development stage company and has produced no revenues to date.

During the quarter ending on September 30, 2004, Tyner's focus was the advancement of the acquisition of a 70% working interest in three Coalbed Methane ("CBM") and Coal Mine Methane ("CMM") exploration licenses representing approximately 15,900 acres in the North Bohemia basin of the Czech Republic from Foree International LLC ("Foree").

The licensed areas are Marianske Radcice, Chomutov and Bilina. Under the terms of the acquisition agreement, Tyner acquired its interest in the Marianske Radcice license, comprising 13,157 acres at closing for US \$254,100. In early August 2004, Foree delivered a new license at Chomutov extending its term to January 2007. Accordingly, Tyner paid a further US \$68,450 to acquire a 70% ownership in the 2,738-acre license. Additionally, should Foree deliver a new license for Bilina with similar expiration terms, Tyner will have the right to acquire a 70% ownership by paying an additional US \$27,450.

On November 10th, 2004, Foree, as operator, confirmed that the first well was spudded and the drilling contractor anticipates that the hole will reach the coal seams by month end, at which time coring of the coal seams, which average 95 feet in thickness, will begin. The United States Geological Service has been contracted to conduct an onsite laboratory-testing program. This onsite laboratory will facilitate the initiation of desorption and absorption tests to establish the gas and water content contained in the coal seams and permit the concurrent testing of the coal seams' permeability.

There has been no material change in the Czech political, economic and energy sectors, since the previous management Discussion and Analysis that we perceive would have an impact on Tyner's North Bohemia project.

Tyner completed the September 30, 2004 quarter with working capital of \$1,261,033 and minimal debt as compared to working capital of \$185,544 at September 30, 2003. It anticipates expending between US\$400,000 and \$450,000 on the CBM/CMM evaluation three well program. Accordingly, discretionary capital is available, should the initial well results confirm our expectations, to undertake a pilot program.

1.3 Results of Operations

We incurred a net loss of \$137,718 for the three months ended September 30, 2004, compared to a net loss of \$56,073 for the same period in 2003. During the three months ended September 30, 2004 there were no revenues, which was the situation for the similar period ended September 30, 2003, as Tyner was still investigating prospective projects of merit.

Our expenses were \$138,965 as compared to \$56,440 for the same period a year earlier. Management fees and administration were \$44,774, for the three months ended September 30, 2004 and \$12,000, for the same period ended September 30, 2003. The increase is due to the compensation contracts established with the President and the Chief Financial Officer, which were not in place during the same period a year prior. Transfer agent and regulatory fees increased to \$8,985 in 2004 from \$4,828 a year earlier. Consulting fees were \$12,722 during the period ended September 30, 2004 for geological consulting and corporate governance. Legal fees were \$16,513 in the quarter (2003-NIL).

Resource properties, on the balance sheet, of \$750,438 were composed of the acquisition costs of the 70% working interest in the exploration licenses (\$810,226) less the refund of a drilling and abandonment deposit (\$59,788) from the Tri-Valley California project, which had been written off in prior years. The comparative balance of \$114,493, a year earlier, at September 30, 2003 represents expenditures incurred on the Hoskins Mound project in East Texas. This balance was written down to nil in the 2004 fiscal year to reflect management's decision not to complete this acquisition.

The difference between a loss from operations of \$138,965 and a net loss for the period of \$137,718 is \$1,246 in interest income on short-term deposits. In the same period ended September 30, 2003, Tyner earned \$367 in interest income.

Tyner as an oil and gas company is subject to National Instrument 43-101, Standards of Disclosure for Oil & Gas Activities. As at the effective date of this MD&A, it has neither proven or probable reserves nor any production. Additionally, whereas the drilling program, in the Czech Republic is not yet completed, there is no specific disclosure of oil and gas activities as required per the aforementioned national instrument.

1.4 Summary of Quarterly Results

Quarter	Revenues	Income (loss) for the period	Basic income (loss) per share
30-Sep-04	Nil	-137,718	-0.01
30-Jun-04	Nil	-216,018	-0.02
31-Mar-04	Nil	-78,274	-0.01
31-Dec-03	Nil	-52,398	-0.01
30-Sep-03	Nil	-56,073	-0.01
30-Jun-03	Nil	-47,254	-0.01
31-Mar-03	Nil	-129,018	-0.02
31-Dec-02	Nil	-23,408	-

1.5 Liquidity

At September 30, 2004, Tyner had an accumulated deficit of \$10,467,178, working capital of \$1,261,033 and minimal liabilities. A further \$94,500 in equity was raised by the exercise of 270,000 existing stock options. Currently there is no source of revenue and a monthly administrative overhead of \$25,000 to \$30,000. We cannot give any assurance that we will soon make a profit or that we will ever make a profit. To achieve profitability, we must successfully develop and place into production the CBM and CMM potential of the leases in the North Bohemia basin. A pilot project would have to be undertaken, procurement of a mining license and then a multi-well drilling program followed by the construction of a gathering line/compression system. At September 30, 2004, we had a cash position of \$1,271,472. Whereas we anticipate that our cash reserves are adequate to undertake a pilot project, substantial additional financing is required to fund the cost of development drilling, construction of gathering lines and compressors.

A prospective source of additional funding may come from the exercise of outstanding stock options and warrants, which as at September 30, 2004 represents an additional \$3.8 million in equity capital. However there is no assurance that this source of capital is forthcoming.

1.6 Capital Resources

Tyner, with the exception of the 3 well drilling program in the North Bohemia basin, has no other major commitments for capital expenditures. This program is projected to cost between US\$325,000 and \$400,000. Working capital of \$1,263,031, as at September 30, 2004 is available to fund this commitment. Except as otherwise disclosed in this MD&A, there are no other identified sources of new capital. Additionally, Tyner has no established credit lines with any chartered banks or other financial institutions.

1.7 Off Balance Sheet Transactions

Tyner did not enter into any off balance sheet transactions during the quarter ended September 30, 2004, which would result in a material financial impact. Nor were there any such transactions in existence at September 30, 2003.

1.8 Related Party Transactions

During the three months ended September 30, 2004 Tyner paid \$3,000 in rent (2003-\$3,000) to a company owned and controlled by a director. Management fees of \$44,744 were paid to officers and directors (2003-\$18,248).

1.9 Proposed Transactions

Tyner has no proposed transactions, other than as disclosed, which would have a prospective material financial impact on the Company.

1.10 Changes in Accounting Policies

In November 2003, the CICA amended the CICA Handbook Section 3870 to require the fair value-based method be applied to awards granted to employees, which previously had not been accounted for at fair value. The changes to section 3870 are applicable for years beginning on or after January 1, 2004; however, the Company has chosen to early adopt the changes effective April 1, 2003, using the prospective application transitional provision. Therefore, effective April 1, 2003, all options awarded by the Company are recorded in the financial statements of the Company.

1.11 Financial Instruments

Tyner's financial instruments consist of cash and equivalents, Goods and Services Tax recoverable, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values, unless otherwise noted.

1.12 Other Information

During the quarter there were no warrants exercised. As at September 30, 2004, there were 5,000,000 Warrants and 384,075 Agent's Warrants, issued in connection with the private placement. The Warrants entitle the holders to purchase a total of 5,000,000 common shares of the Company for two years at a price of \$0.54 (US\$0.40) in the first year and \$0.66 (US\$0.50) in the final year. Each Agent's Warrant entitles the holders to purchase a total of 384,075 common shares of the Company at a price of \$0.40 (US\$0.30) for a period of one year.

As at September, 2004, the Company had the following Stock Options outstanding:

<u>NUMBER OF SHARES</u>	<u>EXERCISE PRICE</u>	<u>EXPIRY DATE</u>
127,000	\$ 0.35	February 19, 2007
950,000	\$ 0.32	October 22, 2008
640,000	\$ 0.99	August 29, 2009
<u>1,717,000</u>		

Share Capital data as at September 30, 2004:

	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
Balance, March 31, 2002	5,764,162	\$9,540,001
Exercise of warrants for cash	<u>1,683,400</u>	<u>\$252,510</u>
Balance, March 31, 2003	7,447,562	\$9,792,511
Exercise of warrants for cash	2,816,600	\$422,490
Exercise of stock options for cash	<u>48,000</u>	<u>\$16,800</u>
Balance, March 31, 2004	<u>10,312,162</u>	<u>\$10,231,801</u>
Exercise of stock options for cash	190,000	\$66,500
Shares issued pursuant to a private placement	5,000,000	\$1,912,449
Shares issued pursuant to an agreement with Foree International LLC	250,000	\$100,000
Shares issued pursuant to a Finders fee agreement	<u>250,000</u>	<u>\$100,000</u>
Balance, June 30, 2004	16,002,162	\$ 12,410,750
Exercise of stock options for cash	<u>270,000</u>	<u>\$ 94,500</u>
Balance September 30, 2004	<u><u>16,272,162</u></u>	<u><u>\$ 12,505,250</u></u>

FORM 52-109FT1

CERTIFICATION OF QUARTERLY FILINGS DURING TRANSITION PERIOD

I, Paul Larkin- President and CEO of Tyner Resources Ltd., certify that:

1. I have reviewed the interim filings (as this term is defined in Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*) of ***Tyner Resources Ltd.***, (the issuer) for the period ending ***September 30th 2004***;
2. Based on my knowledge, the annual filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the annual filings; and
3. Based on my knowledge, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date and for the periods presented in the filings.

Date: November 29th, 2004

"Paul Larkin"
Signature
President and CEO

FORM 52-109FT1

CERTIFICATION OF ANNUAL FILINGS DURING TRANSITION PERIOD

I, **Ron Bourgeois**, Chief Financial Officer of Tyner Resources Ltd., certify that:

1. I have reviewed the interim filings (as this term is defined in Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*) of **Tyner Resources Ltd.**, (the issuer) for the period ending **30th September 2004**;
2. Based on my knowledge, the annual filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings; and
3. Based on my knowledge, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date and for the periods presented in the filings.

Date: November 29th, 2004

“Ron Bourgeois”
Signature
Chief Financial Officer