

FORM 11
As amended March 5, 2007
NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of CNQ Issuer: **Petroworth Resources Inc.** (the "Issuer").

Trading Symbol: PTWR

Date: March 1, 2007 as amended March 5, 2008 (adding Jack Stock and Diane Stoch to the list of grantees – see details below)

1. New Options Granted:

Date of Grant: February 28, 2007

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Jim Trainor	Chairman of the Board & CFO	Yes	100,000	\$0.62	Feb. 28, 2010	None
Neal Mednick	Director	Yes	125,000	\$0.62	Feb. 28, 2010	None
Femina Jiwan	Administrative Assistant	No	25,000	\$0.62	Feb. 28, 2010	None
Pat Herne	Consultant	No	70,000	\$0.62	Feb. 28, 2010	None
Don Young	Consultant/Founder	No	25,000	\$0.62	Feb. 28, 2010	None
Kendall Forbes	Government Relations	No	60,000	\$0.62	Feb. 28, 2010	None
Tom Faulkner	East Coast Business Advisor	No	75,000	\$0.62	Feb. 28, 2010	None
Alex Falconer	Director	Yes	100,000	\$0.62	Feb. 28, 2010	None
Bill Forster	Director	Yes	50,000	\$0.62	Feb. 28, 2010	None
Joe Maher	Consultant	No	50,000	\$0.62	Feb. 28, 2010	None
David Fisher	Contractor	No	100,000	\$0.62	Feb. 28, 2010	None
Peter Tuovi	Legal Advisor	Yes	50,000	\$0.62	Feb. 28, 2010	None
John McLeod	Director	Yes	50,000	\$0.62	Feb. 28, 2010	None
Richard Hawes	Director	Yes	25,000	\$0.62	Feb. 28, 2010	None
Tom Meredith	Consultant	No	50,000	\$0.62	Feb. 28, 2010	None

**FORM 11NOTICE OF PROPOSED STOCK OPTION GRANT
OR AMENDMENT**

September 09, 2003

Jack Stoch	Consultant	No	25,000	\$0.62	Feb. 28, 2010	None
Diane Stoch	Consultant	No	25,000	\$0.62	Feb. 28, 2010	None

Total Number of optioned shares proposed for acceptance: 1,005,000

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares	Exercise Price	Original Date of Grant	Expiry Date
Jim Trainor	100,000	\$0.50	1-Oct-04	30-Sep-09
Jim Trainor	100,000	\$1.50	15-Sep-05	14-Sep-10
Neal Mednick	75,000	\$0.50	1-Oct-04	30-Sep-09
Mike Harris	100,000	\$0.50	1-Oct-04	30-Sep-09
Doug Neilson	10,000	\$0.50	1-Oct-04	30-Sep-09
Femina Jiwan	50,000	\$0.50	1-Oct-04	30-Sep-09
Darcie Douglas	5,000	\$0.50	1-Oct-04	30-Sep-09
Bill Scott	152,974	\$0.50	1-Oct-04	30-Sep-09
Pat Herne	130,000	\$0.50	1-Oct-04	30-Sep-09
Don Young	75,000	\$0.50	1-Oct-04	30-Sep-09
Kendall Forbes	40,000	\$0.50	1-Oct-04	30-Sep-09
Ken Feenan	80,000	\$0.50	1-Oct-04	30-Sep-09
David Nordin	20,000	\$0.50	1-Oct-04	30-Sep-09
Duncan McInnis	60,000	\$0.50	1-Oct-04	30-Sep-09
Nauman Rasheed	10,000	\$0.50	1-Oct-04	30-Sep-09
Tom Faulkner	25,000	\$0.50	1-Oct-04	30-Sep-09

3. Additional Information

(a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held:

Not applicable

(b) State the date of the news release announcing the grant of options: February 28, 2007

(c) State the total issued and outstanding share capital at the date of grant or amendment:

21,938,720 common shares

(d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

9.98%

FORM 11NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

September 09, 2003

(e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

5,898

(f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

\$0.55 per common share

(g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

Not applicable

5. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNQ that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNQ Requirements (as defined in CNQ Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: March 5, 2007

Jim A. Trainor

Chairman of the Board of Directors

Jim Trainor

Signature