

FORM 51-901F
QUARTERLY REPORT

Incorporated as part of: **SCHEDULE A**

ISSUER DETAILS:

Pacific Energy Resources Ltd.
(formerly Shamrock Resources Inc.)
825, 808 4th Avenue SW
Calgary, AB T2P 3C8

Telephone: (403) 264-3944
Fax: (403) 264-1461

| | |
|---------------------------|-----------------|
| Contact Person: | J. Gregg Speirs |
| Contact's Position: | Director |
| Contact Telephone Number: | (403) 264-3944 |
| For Quarter Ended: | June 30, 2003 |
| Date of Report: | August 29, 2003 |

CERTIFICATE:

The schedule(s) required to complete this quarterly report are attached and the disclosure contained therein has been approved by the Board of Directors. A copy of the quarterly report will be provided to any shareholder who requests it. Please note this form is incorporated as part of both the required filing of Schedule A and Schedules B & C.

| | |
|---------------------|--------------------------|
| Signed: | <i>"J. Gregg Speirs"</i> |
| Director Full Name: | J. Gregg Speirs |
| Date Signed: | August 29, 2003 |

| | |
|---------------------|-------------------------|
| Signed: | <i>"Vladimir Katic"</i> |
| Director Full Name: | Vladimir Katic |
| Date Signed: | August 29, 2003 |

Pacific Energy Resources Ltd.
(*formerly Shamrock Resources Inc.*)

Financial Statements

June 30, 2003

DE VISSER GRAY
CHARTERED ACCOUNTANTS

401 - 905 West Pender Street
Vancouver, BC Canada
V6C 1L6

Tel: (604) 687-5447
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NOTICE TO READER

We have compiled the balance sheet of Pacific Energy Resources Ltd. (formerly Shamrock Resources Inc.) as at June 30, 2003 and the statements of operations and deficit, cash flows and petroleum and natural gas interests for the six and three month periods ended June 30, 2003 from information provided by management. We have not audited, reviewed or otherwise attempted to verify the accuracy or completeness of such information. Readers are cautioned that these statements may not be appropriate for their purposes.

"De Visser Gray "

CHARTERED ACCOUNTANTS

Vancouver, British Columbia
August 29, 2003

PACIFIC ENERGY RESOURCES LTD.*(formerly Shamrock Resources Inc.)*

Balance Sheets

As at

(Unaudited - see Notice to Reader)

| | June 30, 2003 | December 31, 2002 <i>(audited)</i> |
|--|------------------|--|
| | \$ | \$ |
| A S S E T S | | |
| Current Assets | | |
| Cash | 23,856 | 7,640 |
| Accounts receivable | 8,015 | 1,841 |
| | <u>31,871</u> | <u>9,481</u> |
| Capital assets | 136 | 151 |
| Deferred charges (note 4) | 64,960 | 998,372 |
| Reclamation deposit | 1,000 | 1,000 |
| Petroleum and natural gas interests (note 3 and 4) | 3,080,454 | 1,137,527 |
| | <u>3,178,421</u> | <u>2,146,531</u> |
| L I A B I L I T I E S | | |
| Current Liabilities | | |
| Accounts payable and accrued liabilities | 57,496 | 16,024 |
| Due to related parties (notes 3, 4 and 5) | 1,322,430 | 201,624 |
| | <u>1,379,926</u> | <u>217,648</u> |
| Due to related party (notes 3 and 5) | 670,864 | 670,864 |
| | <u>2,050,790</u> | <u>888,512</u> |
| S H A R E H O L D E R S ' E Q U I T Y | | |
| Share capital (note 6) | 13,053,778 | 12,813,778 |
| Deficit | (11,926,147) | (11,555,759) |
| | <u>1,127,631</u> | <u>1,258,019</u> |
| Nature and Continuance of Operations (note 1) | <u>3,178,421</u> | <u>2,146,531</u> |

See notes to the financial statements

PACIFIC ENERGY RESOURCES LTD.*(formerly Shamrock Resources Inc.)*

Statements of Operations and Deficit

(Unaudited - see Notice to Reader)

| | For the three months ended June 30, | | For the six months ended June 30, | |
|-------------------------------|--|---------------------|--------------------------------------|---------------------|
| | 2003 \$ | 2002 \$ | 2003 \$ | 2002 \$ |
| Revenues | | | | |
| Interest income | - | 16 | - | 741 |
| Investment income | 27,179 | - | 27,179 | - |
| | <u>27,179</u> | <u>16</u> | <u>27,179</u> | <u>741</u> |
| Expenses | | | | |
| Amortization | 7 | 9 | 14 | 19 |
| Depletion | 192,853 | - | 192,853 | - |
| Consulting | - | 11,194 | - | 11,194 |
| General exploration | - | - | 10,000 | - |
| Legal and accounting | 55,812 | 24,144 | 55,812 | 26,144 |
| Meals and entertainment | - | - | 3,382 | - |
| Office and administration | 17,272 | 5,847 | 18,506 | 5,979 |
| Rent | 2,500 | 5,314 | 4,000 | 7,514 |
| Shareholder communication | 423 | 6,682 | 423 | 6,682 |
| Telephone | 4,428 | 4,737 | 4,753 | 4,788 |
| Travel and accommodation | - | 38,826 | 20,195 | 38,826 |
| Trust and filing | 15,569 | 5,374 | 19,736 | 5,374 |
| Wages and salaries | 32,976 | - | 67,623 | - |
| | <u>321,840</u> | <u>102,127</u> | <u>397,297</u> | <u>106,520</u> |
| Loss before other items | (294,661) | (102,111) | (370,118) | (105,779) |
| Foreign exchange loss | (270) | (322) | (270) | (1,506) |
| Net loss for the period | (294,931) | (102,433) | (370,388) | (107,285) |
| Deficit - beginning of period | (11,631,216) | (10,623,358) | (11,555,759) | (10,618,506) |
| Deficit - end of period | <u>(11,926,147)</u> | <u>(10,725,791)</u> | <u>(11,926,147)</u> | <u>(10,725,791)</u> |
| Loss per share | <u>\$ (0.01)</u> | <u>\$ (0.00)</u> | <u>\$ (0.01)</u> | <u>\$ (0.00)</u> |

See notes to the financial statements

PACIFIC ENERGY RESOURCES LTD.*(formerly Shamrock Resources Inc.)*

Statements of Cash Flows

(Unaudited - see Notice to Reader)

| | For the three months ended | | For the six months ended | |
|--|----------------------------|-----------|--------------------------|-----------|
| | June 30, | | June 30, | |
| | 2003 | 2002 | 2003 | 2002 |
| | \$ | \$ | \$ | \$ |
| Cash Provided by (Used for): | | | | |
| Operating Activities | | | | |
| Net loss for the period | (294,931) | (102,433) | (370,388) | (107,285) |
| Add: depletion and amortization | 192,860 | 9 | 192,868 | 19 |
| | (102,071) | (102,424) | (177,520) | (107,266) |
| Net changes in non-cash working capital | | | | |
| Accounts receivable | (5,709) | 2,219 | (6,174) | 2,064 |
| Accounts payable | 54,906 | (3,845) | 41,472 | (10,942) |
| Due to related parties | 14,415 | 41,325 | 56,309 | 39,220 |
| Prepaid expenses | - | (4,790) | - | (4,790) |
| | (38,459) | (67,515) | (85,913) | (81,714) |
| Investing Activities | | | | |
| Petroleum and natural gas: | | | | |
| Acquisition | (137,871) | (244,205) | (137,871) | (308,639) |
| Exploration | - | (110,782) | - | (152,123) |
| | (137,871) | (354,987) | (137,871) | (460,762) |
| Financing Activities* | | | | |
| Cash received for unissued share capital | - | 123,245 | - | 123,245 |
| Cash received for issued share capital | 200,000 | 75,000 | 240,000 | 75,000 |
| | 200,000 | 198,245 | 240,000 | 198,245 |
| Net cash (used) provided during the period | 23,670 | (224,257) | 16,216 | (344,231) |
| Cash - beginning of the period | 186 | 310,137 | 7,640 | 430,111 |
| Cash - end of the period | 23,856 | 85,880 | 23,856 | 85,880 |

Supplemental disclosure of non-cash Investing and Financing Activities:

* *The Company issued 400,000 common shares to settle an aggregate of \$40,000 in debt.*

Refer also to notes 3, 4, and 5

PACIFIC ENERGY RESOURCES LTD.*(formerly Shamrock Resources Inc.)*

Statement of Petroleum and Natural Gas Interests

For the Six Month Period Ended June 30, 2003

(Unaudited - see Notice to Reader)

| | Balance December 31, 2002 | Net Additions | Balance June 30, 2003 |
|--|------------------------------|------------------|-----------------------------|
| | \$ | \$ | \$ |
| Pacific Energy Resources (note 5) | | | |
| Acquisition | - | 2,103,837 | 2,103,837 |
| Depletion | - | (192,853) | (192,853) |
| | - | 1,910,984 | 1,910,984 |
| Forum Project | | | |
| Acquisition | 513,837 | - | 513,837 |
| Exploration | 3,459,669 | - | 3,459,669 |
| Depletion | (3,633,947) | - | (3,633,947) |
| Recovery | (39,559) | - | (39,559) |
| | 300,000 | - | 300,000 |
| Lost Hills Temblor Prospect | | | |
| Acquisition costs | 415,259 | - | 415,259 |
| Absaroka Ridge Project | | | |
| Acquisition costs | 80,322 | - | 80,322 |
| Russian Projects | | | |
| Acquisition costs | 82,555 | 30,590 | 113,145 |
| Rincon Creek Project (note 5) | | | |
| Acquisition costs | 136,487 | 1,353 | 137,840 |
| Sawtelle Project | | | |
| Exploration - drilling | 122,904 | - | 122,904 |
| Total petroleum and natural gas interests | 1,137,527 | 1,942,927 | 3,080,454 |

See notes to the financial statements

PACIFIC ENERGY RESOURCES LTD.

(formerly Shamrock Resources Inc.)

Notes to the Interim Financial Statements
For the Six Month Period Ended June 30, 2003
(Unaudited - see Notice to Reader)

1. NATURE AND CONTINUANCE OF OPERATIONS

The Company's major activity is the acquisition and exploration of petroleum and natural gas properties. The recoverability of amounts shown for these properties is dependent upon the discovery of economically recoverable reserves. The Company does not generate sufficient cash flow from operations to adequately fund its exploration activities and has therefore relied principally upon the issuance of securities for financing. The Company intends to continue relying upon the issuance of securities to finance its operations and exploration activities to the extent that such instruments are issuable under terms acceptable to the Company. Accordingly, the Company's interim financial statements are presented on a going concern basis, which assumes that the Company will continue to realize its assets and discharge its liabilities in the normal course of operations. If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case the realizable values of its assets may decline materially from current estimates.

2. METHODOLOGY OF FINANCIAL STATEMENT PREPARATION AND USE OF ESTIMATES

These unaudited interim financial statements are prepared in accordance with Canadian generally accepted accounting principles for interim financial statements and accordingly should be read in conjunction with the Company's annual audited financial statements dated December 31, 2002. All material adjustments which, in the opinion of management, are necessary for a fair presentation of the results for the interim periods, have been reflected. The results of the six months ended June 30, 2003 are stated utilizing the same accounting policies as those of the annual financial statements, but will not necessarily be indicative of the results to be expected for a full year.

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 disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

3. CURRENT TRANSACTIONS INVOLVING PETROLEUM AND NATURAL GAS INTERESTS

During the year ended December 31, 2002, the Company announced that it had completed an agreement to acquire a 25% working interest in the oil and gas interests of Pacific Energy Resources ("PER"), located in Los Angeles County, California. As consideration, the Company agreed to pay Scanner Investments LLC ("Scanner"), a private company controlled by a director, an aggregate of U.S.\$1,362,500 (CND \$2,103,836) over two years (CND \$2,103,836 to June 30, 2003) including the issuance of a convertible debenture (having a three-year term and carrying interest at a rate of 10% per annum, payable semi-annually) to Scanner in payment of U.S.\$425,001 (CND \$670,864) of the option payments, due diligence costs, and certain other expenditures incurred to date. The debt may be converted into common shares of the Company at any time at a conversion value of \$0.25 per share. During the six-month period ended June 30, 2003, regulatory approval was obtained for the acquisition of the assets and the issuance of the convertible debenture.

4. DEFERRED CHARGES

During the six-month period ended June 30, 2003, the Company also incurred an aggregate of \$64,960 in property development costs for three different off-shore properties located in California.

Refer to note 5.

5. RELATED PARTY TRANSACTIONS

Transactions with related parties have occurred in the normal course of operations and are measured at their fair value as determined by management. The period end balances referred to below are non-interest bearing, unsecured, receivable or payable on demand and have arisen from the provision of services and expense reimbursements or advances described.

During the six-month period ended June 30, 2003, the Company accrued \$1,030,684 in net property acquisition costs with Scanner and owed this company \$1,701,548 at June 30, 2003, inclusive of a \$670,864 (US\$425,001) convertible debenture.

During the six-month period ended June 30, 2003, the Company incurred an aggregate of \$26,825 in deferred charges owed to a director.

During the six-month period ended June 30, 2003, the Company incurred \$69,216 in salary and expense reimbursements to its President and owed this individual \$280,511 at June 30, 2003.

During the six-month period ended June 30, 2003, the Company incurred \$34,080 in salary and expense reimbursements to a director and owed this individual \$82,080 at June 30, 2003.

During the six-month period ended June 30, 2003, the Company settled \$40,000 of debts owed to a director by the issuance to him of 400,000 common shares at \$0.10 per share.

Refer to note 6.

6. SHARE CAPITAL

Authorized share capital of the Company consists of 100,000,000 common shares without par value.

Issued

| | Price per Share | Number of Shares | \$ |
|-----------------------------|-----------------|---------------------|-------------------|
| Balance - December 31, 2002 | | 31,403,633 | 12,813,778 |
| Private placement | 0.10 | 2,000,000 | 200,000 |
| Shares for debt | 0.10 | 400,000 | 40,000 |
| Balance - June 30, 2003 | | <u>33,803,633</u> | <u>13,053,778</u> |

Summary of options and warrants outstanding at June 30, 2003:

| | Options Outstanding | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life |
|------------------------------|-------------------------|------------------------------------|--|
| | | \$ | |
| Balance at December 31, 2002 | 1,339,183 | 0.30 | 0.47 years |
| Expired | <u>(1,339,183)</u> | | |
| Balance at June 30, 2003 | <u><u>-</u></u> | | |
| | | \$ | |
| Balance at December 31, 2002 | - | - | - |
| Granted | <u>2,000,000</u> | 0.10 | 1.96 years |
| Balance at June 30, 2003 | <u><u>2,000,000</u></u> | 0.10 | 1.96 years |

7. SUBSEQUENT EVENTS

Subsequent to June 30, 2003, the Company proposed to issue by private placement an aggregate of 2,666,667 units at a price of \$0.15 per unit. Each unit is to consist of one common share and one share purchase warrant exercisable to acquire an additional common share at \$0.15 for a period of two years.