SECURE energy services

MANAGEMENT'S DISCUSSION AND ANALYSIS

(all tabular amounts are expressed in thousands of CDN dollars, except per share amounts)

Three and Six Months ended June 30, 2010 and 2009

This management's discussion and analysis ("**MD&A**") has been prepared by management and reviewed and approved by the Board of Directors of Secure Energy Services Inc. ("**Secure**" or the "**Corporation**"). The discussion and analysis is a review of the financial results of the Corporation based upon accounting principles generally accepted in Canada ("GAAP"). Its focus is primarily a comparison of the financial performance for the three and six months ended June 30, 2010 and 2009 and should be read in conjunction with the audited consolidated financial statements and accompanying notes for the year ended December 31, 2009, which are included in the Corporation's prospectus, and are accessible on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com. The Corporation's management is responsible for the information disclosed in this MD&A and the accompanying unaudited interim consolidated financial statements, and has in place appropriate information systems, procedures and controls to ensure that information used internally by management and disclosed externally is materially complete and reliable. In addition, the Corporation's Audit Committee, on behalf of the Board of Directors, provides an oversight role with respect to all public financial disclosures made by the Corporation. The MD&A has been prepared as of August 11, 2010.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements". When used in this MD&A, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect", and similar expressions, as they relate to Secure, or its management, are intended to identify forward-looking statements. Such statements reflect the current views of Secure with respect to future events and operating performance and speak only as of the date of this MD&A. In particular, this MD&A contains forward-looking statements pertaining to: general market conditions, the oil and natural gas industry (and in particular, activity levels), commodity prices for oil and natural gas, debt service, capital expenditures, completion of facilities, future capital needs, access to capital, acquisition strategy and income tax considerations.

Forward-looking information concerning expected operating and economic conditions are based upon prior year results as well as assumptions that increases in market activity and growth will be consistent with industry activity and growth levels in similar phases of previous economic cycles. Forward-looking information concerning the availability of funding for future operations is based upon assumptions that sources of funding which the Corporation has relied upon in the past will continue to be available to the Corporation on terms favorable to the Corporation and that future economic and operating conditions will not limit the Corporation's access to debt and equity markets. Forward-looking information concerning the relative future competitive position of the Corporation is based upon assumptions that economic and operating conditions, including commodity prices, crude oil and natural gas storage levels, interest rates, the regulatory framework regarding oil and natural gas royalties, environmental matters, the ability of the Corporation to successfully market its services and drilling and production activity in the Western Canadian Sedimentary Basin, will lead to sufficient demand for the Corporation's services, that the current business environment will remain substantially unchanged, and that, present and anticipated programs and expansion plans of other organizations operating in the energy service industry will result in increased demand for the Corporation's services. Forward-looking information concerning the nature and timing of growth is based on past factors affecting the growth of the Corporation, past sources of growth and expectations relating to future economic and operating conditions. Forward-looking information in respect of the costs anticipated to be associated with the acquisition and maintenance of equipment and property are based upon assumptions that future acquisition and maintenance costs will not significantly increase from past acquisition and maintenance costs.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in these forward-looking statements, including but not limited to those factors referred to herein under "Risk Factors" and under the heading "Risk Factors" in the Corporation's AIF for the year ended December 31, 2009.

Although forward-looking statements contained in this MD&A are based upon what the Corporation believes are reasonable assumptions, the Corporation cannot assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements in this document are expressly qualified by this cautionary statement. Unless otherwise required by law, Secure does not intend, or assume any obligation, to update these forward-looking statements.

OVERVIEW

Secure is incorporated under the *Business Corporations Act* (Alberta) and is primarily engaged in clean oil terminalling, custom treating of crude oil, crude oil marketing, produced and waste water disposal, oilfield waste processing and landfill disposal. The Corporation's broad service offerings ensure that its customers have a complete solution for their oil terminalling, processing and disposal requirements. All facilities are complementary to one another and create synergies for the Corporation and its customers.

On March 30, 2010, the Corporation completed its initial public offering ("**IPO**") of common shares ("**Common Shares**"), which are now listed and posted for trading under the symbol "SES" on the Toronto Stock Exchange. The Company's prospectus is available on SEDAR (www.sedar.com). For a complete description of Secure's business assets and operations, please refer to the headings "Secure Energy Services Inc.", "Description of Business" and "Industry Overview" in the Corporation's annual information form ("**AIF**") for the year ended December 31, 2009.

SELECTED FINANCIAL HIGHLIGHTS

	Three Months Ended June 30,			Six Months Ended June 30,		
	2010	**2009**	**% Change**	**2010**	**2009**	**% Change**
($000's except share and per share data)						
(unaudited)						
Revenue	11,176	3,534	216	23,377	9,902	136
Operating margin [(1)]	5,117	1,672	206	12,751	5,804	120
EBITDA [(1)]	3,399	740	359	9,828	3,808	158
EBITDA [(1)] % of revenue	30%	21%	43	42%	38%	11
Per share ($), basic	0.05	0.02	150	0.18	0.10	80
Per share ($), diluted	0.05	0.02	150	0.18	0.09	100
Net income (loss)	(148)	(956)	(85)	1,291	(445)	(390)
Per share ($), basic	0.00	(0.02)	(100)	0.02	(0.01)	(300)
Per share ($), diluted	0.00	(0.02)	(100)	0.02	(0.01)	(300)
Funds from operations [(1)]	3,469	745	366	9,854	3,863	155
Per share ($), basic	0.05	0.02	150	0.18	0.10	80
Per share ($), diluted	0.05	0.02	150	0.18	0.09	100
Cash dividends per common share	nil	nil	-	nil	nil	-
Capital Expenditures	22,622	9,265	144	27,765	16,816	65
Total assets	167,025	99,337	68	167,025	99,337	68
Long term debt - including current portion	-	5,000	(100)	-	5,000	(100)
Total long term liabilities	6,444	3,268	97	6,444	3,268	97
Common Shares - end of period	63,695,648	41,620,292	53	63,695,648	41,620,292	53
Weighted average common shares						
basic	63,187,252	39,962,075	58	53,319,051	39,858,323	34
diluted	64,716,438	40,839,554	58	54,536,068	40,757,443	34

[(1)] Refer to "Non GAAP measures" on page 3 for futher information

2010 SECOND QUARTER FINANCIAL SUMMARY

Secure continued to demonstrate a strong financial performance in the second quarter of 2010. The Corporation's results are attributable to increased demand for the Corporations services, increased utilization and expansion of the Corporation's facilities, and the strategic acquisition of the Pembina Area Landfill Ltd ("Pembina Landfill"). As a result of these factors, revenue and EBITDA in the second quarter 2010 were significantly up from the same period in 2009, increasing by 216% and 359%, respectively. On May 1, 2010, Secure completed the Pembina Landfill acquisition for $11.8 million, adding a Class I and Class II disposal facility to its already existing South Grand Prairie and Willesden Green Class II landfills. The significant increase in financial results from Q2 2010 to Q2 2009 is also due to both the Fox Creek full service terminal ('FST') and the Obed stand-alone water disposal ('SWD') facilities becoming operational in mid 2009. In addition to these facilities, increased demand at Secure's facilities and higher activity levels in the energy services sector both contributed to the exceptional results.

Some key financial highlights for the three and six months ended June 30, 2010, are as follows:

- revenue of $11.2 million and $23.4 million for the three and six months of 2010 compared to $3.5 million and $9.9 million in the comparable periods of 2009. Total revenue includes revenue from core processing, recovery and disposal services and oil purchase/resale services. The Corporation recently began offering this new oil purchase/resale service at its Nose Hill SWD facility. Although this new service has no operating margin, the purpose of providing the service is to increase the overall volumes received, thereby increasing revenues derived from core business of produced water disposal, crude oil emulsion treating, terminalling and marketing;
- EBITDA of $3.4 million and $9.8 million for the three and six months of 2010 compared to $0.7 million and $3.8 million in the same periods of 2009. The most significant factor was operational growth and the addition of three facilities, however operating efficiencies achieved subsequent to the start up phase at each new facility and cost controls over general and administrative have also contributed to the increase;
- capital expenditures of $22.6 million in the second quarter primarily related to the acquisition of the Pembina Landfill and the construction of our new Dawson Creek SWD facility; and
- exited the quarter with working capital of $41.7 million and an undrawn credit facility of $26.5 million.

NON-GAAP MEASURES

Certain supplementary measures in this MD&A do not have any standardized meaning as prescribed under Canadian GAAP and, therefore, are considered non-GAAP measures. These measures are described and presented in order to provide shareholders and potential investors with additional information regarding the Corporation's financial results, liquidity and its ability to generate funds to finance its operations. These measures are identified and presented, where appropriate, together with reconciliations to the equivalent GAAP measure. However, they should not be used as an alternative to GAAP because they may not be consistent with calculations of other companies. These measures are further explained below.

Operating margin

Operating margin is used by management to evaluate the operating performance of its facilities, and is calculated as revenues less operating expenses. Management analyzes operating margin as a key indicator of operating efficiency and variable cost control.

Funds from operations and EBITDA

Funds from operations refers to cash flow from operations, excluding loss on disposal of property plant and equipment, before changes in non-cash working capital. Secure's management views cash flow from operating activities before changes in non-cash working capital balances, as a measure of liquidity, and believes that funds from operations is a metric used by many investors to assess the financial performance of the Corporation. Any use of cash from an increase in working capital in a particular period will be financed by existing cash or by the Credit Facility.

	Three Months Ended June 30,			Six Months Ended June 30,		
	2010	2009	% Change	2010	2009	% Change
($000's) (unaudited)						
Net income (loss)	(148)	(956)	(85)	1,291	(445)	(390)
Add:						
Depreciation, depletion and accretion	3,142	1,809	74	6,855	4,011	71
Stock-based compensation	318	116	174	422	219	93
Financing fees	-	51	(100)	113	103	10
Future income tax expense	157	(275)	(157)	1,173	(25)	(4,792)
Funds from operations	3,469	745	366	9,854	3,863	155
Add: interest expense (income)	(70)	(5)	1,300	(26)	(55)	(53)
EBITDA	3,399	740	359	9,828	3,808	158

EBITDA is not a recognized measure under GAAP. Management believes that in addition to net income, EBITDA is a useful supplemental measure as it provides an indication of the results generated by the Corporation's principal business activities prior to consideration of how those activities are financed or how the results are taxed. EBITDA excludes depreciation, depletion and accretion, stock-based compensation, interest, and taxes.

Expansion, growth, acquisition or sustaining capital

Expansion, growth or acquisition capital is capital expenditures with the intent to expand or restructure operations, enter into new locations or emerging markets, or complete a business acquisition.

Sustaining Capital refers to capital expenditures in respect of capital asset additions, replacements or improvements required to maintain ongoing business operations. The determination of what constitutes sustaining capital expenditures versus expansion capital involves judgment by management.

RESULTS OF OPERATIONS

	Three Months Ended June 30,			Six Months Ended June 30,		
	2010	2009	% Change	2010	2009	% Change
($000's except per share data)						
(unaudited)						
Revenue	11,176	3,534	216	23,377	9,902	136
Expenses						
Operating	6,059	1,862	225	10,626	4,098	159
General and administrative	1,369	902	52	2,407	1,922	25
Stock-based compensation	318	116	174	422	219	93
Business development	252	22	1,045	366	32	1,044
Interest and financing	97	60	62	314	147	114
Depreciation, depletion and accretion	3,142	1,809	74	6,855	4,011	71
Other revenue						
Interest income	70	6	1,067	77	57	35
Income (loss) before income taxes	9	(1,231)	(101)	2,464	(470)	(624)
Income taxes						
Future income tax expense (recovery)	157	(275)	(157)	1,173	(25)	(4,792)
Net income (loss) and comprehensive income (loss)	(148)	(956)	(85)	1,291	(445)	(390)
Earnings per share						
Basic	0.00	(0.02)		0.02	(0.01)	
Diluted	0.00	(0.02)		0.02	(0.01)	

Revenue

Secure's revenue increased dramatically for the three and six months ended June 30, 2010 to $11.2 million and $23.4 million from $3.5 million and $9.9 million in the comparative periods in 2009. The Corporation's Fox Creek FST and Obed SWD facilities were not operational until mid 2009, and both facilities contributed to the substantial increase in revenue of 216%. In addition, Secure added its tenth facility in May 2010 through the strategic acquisition of the Pembina Landfill. The contribution from these additional facilities, as well as the increased demand for the Corporation's services and the increase in energy sector activity levels, have all supported the solid revenue performance in the second quarter of 2010.

In order to gain a better understanding of the Corporation's business, total revenue has been split into two separate revenue streams; core processing, recovery and disposal services; and oil purchase/resale services (see the table presented on the next page). The Corporation recently began offering this new oil purchase/resale service at its Nose Hill SWD facility. The purpose of providing this new service is to increase the overall volumes received, thereby increasing revenues derived from produced water disposal, crude oil emulsion treating, terminalling and marketing. Although the facility is not pipeline connected, all crude oil volumes are shipped by tanker truck to the Corporation's Fox Creek FST. In addition, by offering this new service, Secure's customers can gain efficiencies in transportation and handling of their crude oil near the Nose Hill location. At the Nose Hill facility, Secure will meter the crude oil volumes and purchase the crude oil directly from its customers. The Corporation will then process, transport and handle the shipment of crude oil to its Fox Creek FST. The crude oil will then have direct access to be shipped down the pipeline. The price of crude oil received by the Corporation is paid to the customer following the production month in which it's sold. The fees earned in relation to processing, transportation, and marketing the crude oil are all included in the core processing, recovery, and disposal services revenue stream. During the second quarter of 2010, the oil purchase/resale revenue was $1.4 million compared to nil in the same period of 2009 as a result of Secure offering this new service. The revenue and corresponding expense of this service will fluctuate depending upon the volume of crude oil received in any given period and the price of crude oil for that period. As shown in the table on the next page, oil purchase/resale revenue is deducted to calculate the operating margin of core processing, recovery and disposal services (52%).

	Three Months Ended June 30,			Six Months Ended June 30,		
	2010	**2009**	**% Change**	**2010**	**2009**	**% Change**
($000's) (unaudited)						
Revenue						
Core processing, recovery and disposal services	**9,806**	3,534	177	**22,007**	9,902	122
Oil purchase/resale service	**1,370**	-	100	**1,370**	-	100
Total revenue	**11,176**	3,534	216	**23,377**	9,902	136
Operating Expenses						
Core processing, recovery and disposal services	**4,689**	1,862	152	**9,256**	4,098	126
Oil purchase/resale service	**1,370**	-	100	**1,370**	-	100
Total operating expenses	**6,059**	1,862	225	**10,626**	4,098	159
Operating Margin	**5,117**	1,672	206	**12,751**	5,804	120
Operating Margin as a % of core processing, recovery and disposal services	**52%**	47%	11	**58%**	59%	(2)
Operating margin as a % of total revenue	**46%**	47%	(2)	**55%**	59%	(7)

Core processing, recovery and disposal services revenue increased by 177% in Q2 2010 compared to Q2 2009. During the second quarter of 2010, processing crude oil volumes increased by 186% compared to the same period in 2009. Processing services are primarily performed at FST's and include waste processing, crude oil emulsion treating, terminalling and marketing. FST's are connected to oil pipelines through which Secure provides customers with an access point to process or terminal their crude oil for preparation for shipment to market. Typically this crude oil is delivered by customers to Secure's facilities by truck and is stored on site until it is shipped through the gathering or transmission pipelines. The substantial increase in the Corporation's processing volumes is primarily a result of the Corporation's Fox Creek FST, which began operations in mid 2009, however all facilities had increased volumes for the quarter.

Secure also earns revenue from the sale of oil recovered through waste processing. Total sales of recovered oil from waste increased by 181% in Q2 2010 compared to the same period in 2009. The higher price of crude oil in the second quarter of 2010 compared to the second quarter of 2009 was a significant factor to the increase in revenue as well as the increase in volume of waste processed year over year.

Disposal volumes include produced and waste water disposal services through a network of Class IB Disposal Wells and disposal of oilfield solid wastes at the Corporation's landfills. During the second quarter 2010, the Corporation's disposal volumes increased by 123% compared to the second quarter of 2009. The significant factors that increased the volume of waste were the addition of three new facilities as well as the increase in activity levels and demand for the Corporation's services.

Operating Expenses

Secure's operating expenses increased significantly for the three and six months ended June 30, 2010 to $6.1 million and $10.6 million from $1.9 million and $4.1 million in the comparative periods in 2009, respectively. Operating expenses are higher as a result of the addition of the Fox Creek FST, Obed SWD, and the Pembina Landfill facilities as well as the resulting increase in demand for the Corporation's services. Operating margin in the table above is split by the core processing, recovery and disposal services stream and the oil purchase/resale revenue stream in order to evaluate the operating performance of its facilities. Operating margin as a percentage of revenue from core processing, recovery and disposal services for the second quarter 2010 was 52%, up from 47% in the second quarter 2009. The increase in operating margin relates to the increase in activity levels and volumes received over the second quarter of 2009. The change in operating margin may fluctuate from quarter to quarter as a result of changes in volume affected by seasonality, as new facilities come online and activity levels increase, as the Corporation's sales mix or type of services received varies, and as commodity prices rise and fall.

General and Administrative

General and administrative expenses include salaries and benefits for office staff, professional fees, rent, utilities and communications in the Corporation's head office. The Corporation's general and administrative expenses increased for the three and six months ended June 30, 2010 to $1.4 million and $2.4 million from $0.9 million and $1.9 million in the same comparative periods in 2009, respectively. The increase in Q2 2010 relates to additional office staff and professional fees associated with being a reporting issuer at the start of the second quarter. General and administrative expense decreased to 10% of the Corporation's revenue for the six months

ended June 30, 2010, from 19% in the same comparative period in 2009. This decrease reflects the operational efficiencies gained as the Corporation expands its network of facilities.

Stock-based Compensation

Stock-based compensation expense is the amortization of the fair value of stock options granted to employees, officers, directors and key consultants of the Corporation. The fair value of all options granted is estimated at the date of grant using the Black-Scholes option pricing model. The fair value of options granted prior to January 1, 2010 was estimated at the date of grant using the minimum value method in the Black-Scholes option pricing model. Subsequent to December 31, 2009, the Corporation has incorporated a volatility factor of 52% in the Black-Scholes option pricing model. Accordingly, future option grants will likely be recorded at a higher amount, thereby increasing the Corporation's stock based compensation expense in future periods. The non-cash compensation expense for the three and six months ended June 30, 2010 increased by 174% and 93%, respectively, over the comparable periods in 2009. The increase relates to the stock options granted during the Corporations IPO in March 2010. Year to date, the Corporation has granted 1,999,725 stock options to employees, officers, directors and key consultants under the Corporation's stock option plan.

Business Development Expense

Business development expenses for the second quarter 2010 increased to $0.3 million. On January 1, 2010, Secure adopted the new business combinations accounting standard (CICA Handbook Section 1582) in preparation for the transition to IFRS in 2011. As a result of adopting this new accounting standard, transaction costs relating to an acquisition are no longer capitalized as part of the purchase price equation. Accordingly, transaction costs of $0.2 million associated with the Pembina Landfill acquisition were expensed as incurred. The remaining business development expense relates to a variety of costs incurred on future prospects. Year to date, business development costs are higher than the same period in 2009 as a result of the acquisition's transaction costs.

Interest and Financing

For the six months ended June 30, 2010, interest and financing costs increased 114% over the same period in 2009 as the Corporation had $4.8 million drawn on its credit facility during the first quarter 2010 compared to nil drawn in the same period of 2009. In December 2009, the Corporation entered into a secured credit facility consisting of a $35.0 million revolving term loan facility. The financing charges of $0.1 million associated with establishing the credit facility reduced the carrying amount of the loan and are charged to interest expense over the minimum term of the debt using the effective interest method, however with the repayment of all outstanding amounts under the credit facility in March 2010, the entire amount of financing charges were expensed in the first quarter of 2010. Also included in interest and financing costs are standby fees associated with the undrawn portion of the credit facility and charges relating to the letters of guarantee (see also note 4 to the interim financial statements). During the second quarter, no amounts were drawn on the loan, therefore the financing costs in the second quarter of 2010 relate to the standby fees as described above.

Depreciation, Depletion and Accretion

Depreciation, depletion and accretion expense for the three and six months ended June 30, 2010 increased to $3.1 million and $6.9 from $1.8 million and $4.0 million for the three and six months ended June 30, 2009, respectively. The increase was primarily due to the additional depreciation and depletion related to the addition of the Fox Creek FST, Obed SWD and Pembina Landfill facilities. In addition, the higher activity levels year over year contributed to higher volumes at the landfills, which are depleted on a unit of capacity basis.

Income Taxes

The Corporation follows the liability method of accounting for income taxes. Future income tax expense (recovery) for the three and six months ended June 30, 2010 increased to $0.2 million and $1.2 from a future tax expense (recovery) of ($0.3) million and ($0.03) million for the three and six months ended June 30, 2009, respectively. The main reason for the increase in future tax expense for the six months ended June 30, 2010 is a result of increased activity which resulted in an increase in net income before taxes of $2.5 million, compared to a loss of $0.5 million in the first half of 2009. The future income tax expense increase also includes the tax effect of rate changes on the Corporation's non-capital losses and timing differences. Secure does not have any current tax expense for the quarter ended June 30, 2010, as it has non-capital loss carry forwards of $17.9 million available for future use.

Significant Projects

Secure's 2010 capital expenditure program includes a number of significant projects that are expected to continue to expand the network of Secure's facilities. For a discussion of the Corporation's 2010 capital expenditure program, see "***Liquidity and Capital Resources***".

SUMMARY OF QUARTERLY RESULTS

Seasonality

Seasonality impacts Secure's operations. In Canada, the level of activity in the oilfield services industry is influenced by seasonal weather patterns. As warm weather returns in the spring, the winter's frost comes out of the ground (commonly referred to as "spring break-up"), rendering many secondary roads incapable of supporting heavy loads and as a result road bans are implemented prohibiting heavy loads from being transported in certain areas. As a result, the movement of the heavy equipment required for drilling and well servicing activities may be restricted, and the level of activity of the Corporation's customers may be consequently reduced and as such the level of oilfield waste processing and landfill disposal is therefore reduced accordingly. In addition, the transportation of heavy waste loads is restricted resulting in smaller loads and a general reduction in the volume of waste delivered to the Corporation's facilities. Accordingly, while the Corporation's facilities are open and accessible year-round, spring break-up reduces the Corporation's activity levels. In the areas in which the Corporation operates, the second quarter has generally been the slowest quarter as a result of spring break-up. Historically, the Corporation's first, third and fourth quarters represent higher activity levels and operations. The table below summarizes unaudited quarterly information for each of the eight most recently completed fiscal quarters.

($000s except share and per share data)	**2010**		2009				2008	
(unaudited)	**Q2**	**Q1**	Q4	Q3	Q2	Q1	Q4	Q3
Revenue	**11,176**	**12,201**	7,520	4,954	3,534	6,369	3,844	1,663
Net income (loss)	**(148)**	**1,439**	(970)	(1,343)	(956)	511	(224)	(481)
Earnings (loss) per share - basic	**0.00**	**0.03**	(0.02)	(0.03)	(0.02)	0.01	(0.01)	(0.02)
Earnings (loss) per share - diluted	**0.00**	**0.03**	(0.02)	(0.03)	(0.02)	0.01	(0.01)	(0.02)
Weighted average shares - basic	**63,187,252**	**43,341,202**	41,624,234	41,620,292	40,074,801	39,962,075	31,954,775	28,080,275
Weighted average shares - diluted	**64,716,438**	**44,242,584**	42,600,342	42,568,727	40,995,562	40,839,554	32,798,930	28,907,369
EBITDA	**3,399**	**6,428**	2,761	1,444	741	3,051	1,063	(66)

Quarterly Review Summary

As described above, quarterly performance is affected by seasonal variation; however, with Secure's significant growth during 2008, 2009 and the first half of 2010, variations in quarterly results extend beyond seasonal factors. Each quarter was impacted by the date at which any one of the constructed FST, SWD or landfills commenced operations. For a complete description of Secure's business assets and operations, please refer to the headings "Secure Energy Services Inc.", "Description of Business" and "Industry Overview" in the Corporation's annual information form ("**AIF**") for the year ended December 31, 2009 which will also include a description of the date on which each of Secure's facilities commenced operations. In addition to when the facility commenced operating activities or was acquired, the quarters were also impacted by the length of time required for several oil and natural gas producers to conduct their own individual audits of the facilities to ensure Secure meets all required internal specifications for disposal of oilfield wastes. This process is conducted at all landfills, FSTs and SWDs before the producer will begin sending waste. Depending on the producer, this process can take several months.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity risk is the risk that the Corporation will not be able to meet financial obligations at the point at which they are due. The Corporation manages its liquidity risk through cash and debt management. Management's assessment of its liquidity reflects estimates, assumptions and judgments relating to current market conditions. The Corporation has historically funded its operations and capital program primarily with equity financing, cash flow from operations and its credit facility. The Corporation's objective in capital program management is to ensure adequate sources of capital are available to carry out its capital plan, while maintaining operational growth and increased cash flow so as to sustain future development of the business.

Sources of Cash

a) ***Funds from operations***

	Three Months Ended June 30,			Six Months Ended June 30,		
	2010	**2009**	**% Change**	**2010**	**2009**	**% Change**
($000's) (unaudited)						
Funds from operations	3,469	745	366	9,854	3,863	155

Funds from operations increased significantly for the three and six months ended June 30, 2010 to $3.5 million and $9.9 million from $0.7 million and $3.9 million in the comparative periods in 2009, respectively. The substantial change is a result of the growth in operations, the addition of three facilities over the prior period, and the increase in the commodity price and volume of crude oil received.

b) ***Issue of common shares***

	Three Months Ended June 30,			Six Months Ended June 30,		
	2010	**2009**	**% Change**	**2010**	**2009**	**% Change**
($000's) (unaudited)						
Issue of common shares, net of issue costs	7,885	4,374	80	61,519	4,334	1,319

Proceeds received on the issue of common shares increased in Q2 2010 by 80% over the same period in 2009. On March 30, 2010, the Corporation completed the IPO, pursuant to which it issued 19.2 million Common Shares for net proceeds of $53.6 million to fund the development of the business and for capital expenditures. The issue of common shares of $7.9 million in the second quarter relates to the additional 2.9 million Common Shares issued as part of the over-allotment option granted to the Agents in connection with the IPO.

Uses of Cash

a) ***Capital Expenditures***

	Three Months Ended June 30,			Six Months Ended June 30,		
	2010	**2009**	**% Change**	**2010**	**2009**	**% Change**
($000's) (unaudited)						
Capital Expenditures						
Expansion and Growth Capital expenditures	22,496	9,265	143	27,512	16,816	64
Sustaining Capital Expenditures	126	-	-	253	-	-
Total Capital Expenditures	22,622	9,265	144	27,765	16,816	65

For the three and six months ended June 30, 2010, the Corporation's expansion and growth capital expenditures increased to $22.5 million and $27.5 million from $9.3 million and $16.8 million for the three and six months ended June 30, 2009, respectively. Expansion and growth capital are capital expenditures with the intent to expand or restructure operations, enter into new locations or emerging markets, or complete a business acquisition. In Q2, expansion and growth capital expenditures includes the acquisition of the Pembina Landfill for $11.8 million. In addition, Secure's 2010 capital expenditure program includes constructing new facilities and the expansion of services at existing locations. In the second quarter, $7.0 million of the expenditures related to costs to construct Secure's Dawson Creek SWD Facility and $2.0 million related to cell expansion at our Willesden Green Landfill. The remaining costs and costs year to date 2010 relate to purchasing assets that are expected to be used in the construction of the Drayton Valley FST and Brazeau SWD facilities and other upcoming projects for 2010.

Secure's planned Drayton Valley FST and Brazeau SWD facilities will be located in the centre of the Pembina oilfield, one of the largest and most prolific oilfields in the Western Canadian Sedimentary Basin. This area presents an excellent opportunity for Secure as the area has both a long history of stable oil and natural gas production, and a significant amount of current drilling activity driven by the success of the application of modern horizontal drilling technology in the area. Construction of Brazeau SWD commenced in late June of 2010 and it is expected to be completed by the start of the fourth quarter.

The expansion of services at existing locations is expected to include the addition of oilfield waste processing services at the South Grand Prairie, Alberta and Obed, Alberta SWD facilities. During the second quarter, the Corporation also began construction of a second cell at Willesden Green Landfill and preliminary work on a second cell at the South Grande Prairie Landfill. Both new cells are expected to be completed by the end of the third quarter.

Sustaining capital or maintenance capital refers to capital expenditures in respect of capital asset additions, replacements or improvements required to maintain ongoing business operations. The determination of what constitutes sustaining capital expenditures versus expansion and growth capital involves judgment by management. In the second quarter of 2010, sustaining capital was $0.1 million compared to nil in the same period of 2009. Sustaining capital in the first two years of operation of a facility is expected to be minimal because each facility is constructed with new equipment or refurbished equipment, however as a facility matures the amount of sustaining capital required will increase.

b) Credit Facility

	Three Months Ended June 30,			Six Months Ended June 30,		
	2010	2009	% Change	2010	2009	% Change
($000's) (unaudited)						
Use of secured Credit Facility	-	(5,000)	(100)	4,900	(5,000)	(198)

In December 2009, the Corporation entered into a secured credit facility with a Canadian financial institution consisting of a $35.0 million committed revolving term facility (the "Credit Facility"). The Credit Facility has an extendible revolving period, followed by a one year non-revolving term period. The initial revolving period is renewable on May 31, 2011. If the Credit Facility is not renewed prior to May 31, 2011, then a non-revolving term period shall commence immediately thereafter and shall end one year later on May 31, 2012. During March 2010, the Corporation repaid the entire outstanding balance of its Credit Facility.

The Credit Facility is a multi-use facility and is intended to provide capital project financing, fund working capital requirements and for the issuance of letters of guarantee in support of financial security requirements. The Credit Facility has a $10,000,000 sublimit for the issue of letters of guarantee which bear interest at 1.50% while issued. The aggregate dollar amounts of the outstanding letters of guarantee are not categorized in the consolidated financial statements as long term debt; however, the issued letters of guarantee reduce the amount available under the Credit Facility. The Credit Facility provides that the Corporation may borrow, repay, reborrow and convert between types of borrowings at any time. The Credit Facility bears interest ranging from 1.5% to 2.5% above the prime rate depending on the applicable funded debt to EBITDA ratio, with any unused amounts subject to standby fees. Funded debt includes all outstanding debt, including capital leases, and any outstanding letters of guarantees. At the option of the Corporation, the Credit Facility may be utilized by way of guaranteed notes with interest calculated at the lenders base rate for such notes plus 3.0% to 4.0% based on the funded debt to EBITDA ratio. EBITDA as defined in the Credit Facility has the same meaning as ascribed in the Non GAAP measurement section of this MD&A. Under the terms and conditions of the Credit Facility, the Corporation is subject to certain covenants with respect to maintaining minimum financial ratios. As at June 30, 2010, the Corporation is in compliance with all of its covenants.

As security for the Credit Facility, the Corporation granted lenders a security interest over all of its present and after acquired property. A $200.0 million debenture provides a first fixed charge over the Corporation's real properties and a floating charge over all present and after acquired property not subjected to the fixed charge.

At June 30, 2010, the Corporation had issued approximately $8.5 million in letters of guarantee to various environmental regulatory authorities in Alberta and British Columbia. The Energy Resource and Conservation Board ("ERCB"), is implementing amendments to the *Energy Statutes Amendment Act, 2009* (Alberta) with respect to the Oilfield Waste Liability ("OWL") program. The OWL program is expected to replace the current fully funded liability management program for oilfield waste facilities with a facility specific asset to liability risk based assessment that is backed by the existing upstream oil and natural gas industry liability management program. The amount of letters of guarantee issued will fluctuate based on the growth of the Corporation and future refunds under the OWL program, which are undeterminable at this time. As at June 30, 2010, the Corporation has $26.5 million available under its credit facility.

	June 30, 2010	Dec 31, 2009	% Change
($000's) (unaudited)			
Committed secured Credit Facility	35,000	35,000	-
Letters of guarantee issued	(8,494)	(8,380)	1
Available amount	26,506	26,620	(1)

OUTLOOK

In the first half of 2010, commodity prices remained relatively stable and as a result, oil and natural gas activity increased. On April 29, 2010 the Petroleum Services of Canada ('PSAC') released a second quarter update forecasting an increase in Canadian drilling activity for 2010. PSAC revised the 2010 forecast upwards to 7,590 wells drilled in Alberta, a 31% increase over 2009 drilling activity. The Corporation expects this increase in drilling activity will drive demand for our services at our waste processing and disposal facilities. Most of the Secure facilities are situated in either liquids-rich natural gas producing areas or mature oilfields. The increased volumes continue to be driven by advances in horizontal drilling and completion techniques. The strength of crude oil and natural gas liquids prices has revitalized key markets as new wells are drilled and old wells are worked over to enhance production. The use of multistage fracturing in both mature fields and new fields is expected to increase demand for all of the corporation's services.

In mid-July, Secure completed its 11th facility in the Dawson Creek market area. Secure's Dawson Creek Disposal Well Facility is located in the centre of the Montney unconventional shale natural gas play where the development of horizontal drilling and multi-stage frac technology have made the production of natural gas economic despite relatively low natural gas prices. The new facility is approved to accept third party sweet and sour produced and waste waters (Class Ib) for deep well injection into a disposal well. The facility was commissioned and operational at the end of July 2010. Secure's 2010 capital program will continue with the Brazeau Disposal Well Facility which has commenced construction in late Q2 2010 and is expected to be operational toward early Q4 2010. Obed's Disposal Well facility is currently being expanded to offer waste services for the Edson-Hinton market area. The Corporation expects the waste facility to be operational by Q4 2010. Secure's Drayton Valley FST is currently in the regulatory approval stage.

Overall, the first six months of the year have produced strong financial results for Secure. Demand for the Corporation's services continues to grow as does Secures' network of facilities. Overall, demand for the corporation's services is expected to continue to grow based on a trend of greater outsourcing by oil and gas producers, and the increasing volume of byproducts requiring treatment and disposal from producing oil and gas wells. In the second half of 2010, Secure will continue to execute its growth plans and business strategy while maintaining a strong balance sheet. Most importantly, Secure will continue to provide customers with excellent service as the Corporation continues to expand its business.

BUSINESS RISKS

The Corporation's business is subject to certain risks and uncertainties including, without limitation: industry activity; the general stability of the economic and political environment; effect of market conditions on demand for the Corporation's products and services; access to capital markets; seasonality; the ability to obtain qualified staff, equipment and services in a timely and cost efficient manner; the ability to operate its business in a safe, efficient and effective manner; the performance and characteristics of various business services; third party credit risk; the CCS Action (as defined below); the effect of current plans; the timing and costs of capital expenditures; future oil and natural gas prices; interest rates; the regulatory framework regarding royalties, environmental regulation, and taxes. In addition, actual results could differ materially from those anticipated as a result of the risk factors set forth under the section entitled "Risk Factors" in the Corporation's AIF dated March 31, 2010, which is available on SEDAR at www.sedar.com.

OUTSTANDING SHARE CAPITAL

As at August 11, 2010, there were 63,702,648 Common Shares issued and outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

At June 30, 2010, the Corporation had no off-balance sheet arrangements.

CONTRACTUAL OBLIGATIONS

The Corporation's contractual obligations as at June 30, 2010 were as follows:

		Payments due by period	
	Total	1 year or less	1 - 3 years
($000's) (unaudited)			
Capital leases	1,541	693	848
Operating leases	1,011	488	523
Total Commitments	2,552	1,181	1,371

All of the Corporation's contractual obligations range from less than one year to three years. The most significant are capital lease commitments totaling $1.5 million.

The Corporation also has commitments for estimated future costs for asset retirement obligations. The net present value of its total asset retirement obligations as at June 30, 2010 are approximately $5.6 million (December 31, 2009: approximately $3.1 million) based on a total future liability as at June 30, 2010 of approximately $11.2 million (December 31, 2009: approximately $7.3 million). These costs are expected to be incurred over the next two to twenty-five years.

TRANSACTIONS WITH RELATED PARTIES

In March 2007, the Corporation entered into an interest bearing promissory note and pledge agreement with three of its shareholders, who are also officers and/or employees of the Corporation. The notes bear interest at a rate of 5% per annum. The proceeds of the loan were used to purchase shares in the Corporation. As security for the loan, the shareholders have pledged a representative portion of their shares of the Corporation. The notes are repayable on demand and are due on March 23, 2012. As at June 30, 2010, the aggregate amount outstanding under the loans is $0.5 million**.**

In addition, during the second quarter the Corporation incurred approximately $0.2 million of expenses with companies that have common directors, officers, employees and shareholders. For the six months ending June 30, 2010, the total expenses are $0.4 million compared to $0.2 million in 2009. These transactions are in the normal course of operations and have been valued at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The nature of the expenses relate to service work on the Corporation's disposal wells and promotional items.

PROPOSED TRANSACTIONS

As of the date of this MD&A, there is no proposed asset or business acquisitions or dispositions expected to have a material effect on the financial condition, results of operations or cash flows of Secure.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

All of the Corporation's financial instruments as at June 30, 2010 relate to standard working capital and Credit Facility items, with the exception of notes receivable. There are no significant differences between the carrying value of these financial instruments and their estimated fair values. There are no off-balance sheet arrangements and the Corporation does not use any financial instruments such as derivatives. Of the Corporation's financial instruments, only accounts receivable represent credit risk. The Corporation provides credit to its customers in the normal course of operations. The Corporation's credit risk policy includes performing credit evaluations on its customers. Substantially all of the Corporation's accounts receivable are due from companies in the oil and natural gas industry and are subject to normal industry credit risks. Management views the credit risk related to accounts receivable as low. Funds drawn under the Credit Facility bear interest at a floating interest rate. Therefore, to the extent that the Corporation borrows under this facility, the Corporation is at risk to rising interest rates. The Corporation is also exposed to credit risk with respect to its cash and cash equivalents. However, the risk is minimized as cash is held at a major Canadian financial institution.

CRITICAL ACCOUNTING POLICES AND ESTIMATES

In the preparation of the Corporation's consolidated financial statements, management has made estimates that affect the recorded amounts of certain assets, liabilities, revenues and expenses. Estimates and judgments used are based on management's experience and the assumptions used are believed to be reasonable given the circumstances that exist at the time the consolidated financial statements are prepared. Actual results could differ from these estimates. Please refer to the Corporation's prospectus on SEDAR, which includes the notes to the consolidated financial statements for the year ended December 31, 2009 for a description of the accounting policies of the Corporation. The Corporation considers the following to be its critical accounting policies and estimates:

Depreciation and depletion

Secure has significant estimates related to the depreciation policies for property, plant and equipment. Factors that are included in the estimates include, but are not limited to, the economic life of the asset and the salvage value of the asset at the end of its economic life. The Corporation makes an estimate based on the best information on these factors that it has at the time these estimates are performed. The Corporation also has significant estimates related to the depletion policy for landfill cells. Factors included in the estimation include the capacity of the cell when constructed, and the units of total capacity utilized in a period. Actual results could differ materially if any of these factors for estimating depreciation or depletion are different in the future than the current estimates.

Asset retirement obligation and accretion

Secure is required to provide for the cost of restoring its facility sites to an acceptable condition, as determined by regulatory authorities. The Corporation estimates the cost to remediate, reclaim and abandon the Corporation's facilities based upon current regulations, costs, technology, and industry standards. Accretion expense is the increase in the asset retirement obligation over time.

Stock-Based Compensation

The Corporation provides stock-based compensation to certain employees in the form of stock options. The fair value of stock options is estimated at the grant date using the Black-Scholes option pricing model, which includes underlying assumptions related to the risk-free interest rate, average expected option life, estimated volatility of the Corporation's shares and anticipated dividends.

Income Taxes

The Corporation follows the liability method of accounting for income taxes, which evaluates the differences between the financial statement treatment and tax treatment of certain transactions, assets and liabilities. Future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement amounts of existing assets and liabilities and their respective tax bases. Estimates of the Corporation's future taxable income have been considered in assessing the utilization of available tax losses.

NEW ACCOUNTING STANDARDS ADOPTED

Business combinations, Consolidated financial statements and Non-controlling interests

Effective January 1, 2010 the Corporation has adopted the Canadian Institute of Chartered Accountants ("CICA") Handbook Sections 1582, Business Combinations, Section 1601, Consolidated Financial Statements, and Section 1602, Non-controlling Interests. The new Business Combinations standard provides guidance as to what an acquirer must measure when it obtains control, the basis of valuation and the date at which the valuation should be determined. The majority of acquisition-related costs must be expensed in the periods they are incurred. Section 1582 will be applicable for acquisitions that are completed on or after November 1, 2011 although early adoption in 2010 is permitted to facilitate the transition to IFRS in 2011. The Corporation has elected to early adopt Handbook Section 1582. The Consolidated Financial Statements standard provides clarification for preparing consolidated financial statements after the acquisition date. The Non-controlling Interests standard provides guidance on the accounting and presentation of non-controlling interest. All of these new standards must all be adopted concurrently. The adoption of these new standards has impacted the financial statements in relation to transaction costs association with the Pembina Landfill acquisition. Under the previous accounting standard, transaction costs were capitalized as part of the purchase price, however under the new standard all transaction costs are expensed as incurred.

FUTURE ACCOUNTING PRONOUNCEMENTS

International Financial Reporting Standards

In 2006, the Canadian Accounting Standards Board ("**AcSB**") published a new strategic plan that outlined the convergence of GAAP with International Financial Reporting Standards ("**IFRS**") over an expected five year transitional period. Over the past few years, the AcSB has adopted new GAAP standards that converge with that of IFRS in order to reduce the amount of differences upon transition.

On February 13, 2008, the AcSB confirmed 2011 as the official changeover date from current GAAP to IFRS. The Corporation will transition to IFRS on January 1, 2011, which will require, for comparative purposes, the restatement of amounts reported on the Corporation's opening IFRS balance sheet as at January 1, 2010 and amounts reported by the Corporation for the quarters and year ended in 2010.

Conversion Project

In the prior year, the Corporation commenced its IFRS Conversion Project (the "**Conversion Project**"). The Conversion Project consists of three phases:

1) impact assessment,
2) analysis and development; and
3) implementation.

1) Impact Assessment

The Corporation has currently completed the impact assessment which involved establishing a conversion timeline, project planning, assessment of IT systems and controls, and identification of differences between current GAAP and IFRS. In identifying the GAAP differences, management focused on areas having the most significant financial statement impact based on the IFRS standards existing at the time of review.

The following list illustrates the areas of accounting difference of highest potential impact to the Corporation on transition to IFRS. The quantitative impact on future financial position and results of operations is not fully determinable or estimable at this time.

Property, Plant and Equipment (PP&E)

The basic principles of accounting for property, plant and equipment under Canadian GAAP handbook section 3061 and International Accounting Standards (IAS) 16 are similar; however, differences in application do exist. IAS 16 requires the parts or components approach and depreciation is based on the expected useful life of the parts or components. This method of componentizing property, plant and equipment may result in an increased number of component parts that are recorded and depreciated. In addition, IAS 16 requires the capitalization of major inspections that were previously expensed under Canadian GAAP. As a result, this may impact the cost of the asset and the calculation of depreciation expense. The Corporation can also elect to use the cost model or the revaluation model to measure its property, plant and equipment. The Corporation intends to use the cost model.

Under IAS 17, accounting for property, plant and equipment capital leases takes a substance over form approach to classifying leases as either capital or operating, stating that the classification depends on the substance of the transaction rather than the form of the contract (risks and rewards transferred, etc.). Operating leases are recognized in the same manner as Canadian GAAP. As a result, this classification may result in operating leases becoming capital leases recorded under property, plant and equipment. The International Accounting Standards Board ("**IASB**") has released an Exposure Draft on lease accounting that could result in a significantly different accounting model; therefore, the final extent of the impact of IAS 17 may change pending the outcome of this project in 2011.

Impairment of Assets

Under IAS 36, Impairment of Assets, an asset is impaired when the recoverable amount is less than the carrying amount. The recoverable amount is the higher of fair value less costs to sell or value in use (Present Value of discounted cash flows) derived from the asset or cash generating unit ("**CGU**"). The Corporation has yet to define CGU's for this determination. The use of discounted cash flows under IAS 36 to test and measure asset impairment differs from Canadian GAAP where undiscounted future cash flows are used to compare against the asset's carrying value to determine if impairment exists. Impairment therefore can be more likely with discounted cash flows when calculating value in use; however IAS 36 does allow reversal of impairment losses with the exception of goodwill and indefinite life intangibles. This differs from Canadian GAAP, which prohibits the reversal of previously recognized impairment losses. The Corporation's assets will be subject to the new application for testing and measuring asset impairments which may result in some impairments being recognized or reversed under IAS 36 that would not have been required or permitted under Canadian GAAP.

Share-Based Payments

Under Canadian GAAP, section 3870, share options granted vest in installments (tranches) over the vesting period, where the total grant can be valued at grant date with the corresponding stock-based compensation expense recognized in a straight line method over the vesting period of the options. This differs under IFRS 2, Share-Based Payments, where share options granted vest in installments (tranches) over the vesting period, and each tranche is treated as a separate share option grant, and all tranches are valued at the grant date. Corresponding stock based compensation expense will be calculated at the start of each vesting period with fair value inputs that

exist at that time. IFRS 2 also requires the use of the fair value method for valuing options and companies are required to estimate forfeitures at the start of the vesting period. This may change the amount the Corporation recognizes as stock-based compensation as well as the timing of recognition. The Black-Scholes model is currently being used for option valuation, which is also permitted under IFRS. No change in option valuation method is required.

Asset retirement obligation (ARO)

Unlike IFRS, Canadian GAAP includes accounting standards which specifically cover ARO's and which provide comprehensive guidance on accounting for ARO's. Within this guidance, Canadian GAAP requires the use of an entity's credit-adjusted risk free rate which is revised only when there is an upward revision in expected cash flows whereas IFRS requires that, at each reporting period, the discount rate used in calculating the present value of an ARO be updated to the current market-based rate.

IFRS 1, First-Time Adoption of International Financial Reporting Standards

The first-time adoption of IFRS states that, in general, an entity shall apply the principles under IFRS retrospectively. IFRS 1 provides the framework and specifies that, the adjustments that arise on retrospective conversion to IFRS from another GAAP should be recognized directly in retained earnings. There are certain optional exemptions and mandatory exceptions to retrospective application, both of which are clarified under IFRS 1. The Corporation has made preliminary decisions with regards to the elective exemptions available upon transition, however a final decision is pending.

- ***Fair Value or Revaluation as Deemed Cost:*** The Corporation has the elective option upon transitioning to IFRS to reset the cost of its property, plant and equipment based on fair value in accordance with the provisions of IFRS 1. The Corporation expects not to take this election upon transitioning to IFRS.
- ***Share-Based Payments:*** The Corporation has the option to elect under IFRS 1 to elect not to revalue options that have fully vested before January 1, 2010. Options that vest after this date are required to be revalued under IFRS 2, Share-Based Payments. The Corporation expects to apply this election upon transitioning to IFRS.
- ***Asset retirement obligation (ARO):*** IFRS 1 provides an optional exemption whereby an entity may measure an ARO at the transition date using the guidance in IAS 37. The entity must then determine the amount that would have been included in PP&E at the date the ARO first arose by discounting the ARO back to that date using a best estimate of the historical risk-adjusted rate(s) that would have applied for that ARO over the period from when it first arose to the transition date. Furthermore, the entity must calculate the accumulated depreciation on the amount included in PP&E, at the transition date, using the current estimate of the useful life of the PP&E item and the depreciation policy implemented under IFRS.

2) Analysis and development

The analysis and development phase is a significant stage in the transition to IFRS. It involves a detailed review and evaluation of the financial statement impact, review of possible options under specific IFRS polices, review of business processes and IT processes and initial staff training. At the end of the second quarter, the management has completed additional training, reviewed the options available and considered the financial statement impact.

The Corporation's review of internal controls over financial reporting and disclosure and business process controls will require some updating and testing when the Corporation converts to IFRS. The Corporation is anticipating to have completed this review by the end of the third quarter as the changes in these areas are driven by the decisions made in the implementation phase. It is anticipated that the adoption of IFRS will have minimal impact on information system requirements.

3) Implementation

The Corporation is in the early stages of drafting final memorandums on the Corporation's position relating to each significant financial statement impact, as well as documenting the options to be selected upon transition. Given the complexity involved in determining the most appropriate choice for the Corporation, no final decisions will be made until all memorandums on the key financial statement impact areas are completed. These memorandums are expected to be finalized and approved in the fourth quarter. The Corporation has also started establishing new templates for business processes for areas such as share-based payments and asset retirement obligations. The quantitative impact on the Corporation's future financial position and results of operations are not fully determinable or estimable at this time.

In addition, at the end of Q2, the Corporation has drafted a preliminary set of IFRS financial statements, however, the notes to the financials are at a very early stage. The approval of all the Corporation's memorandums is a significant step in determining the appropriate note disclosure. As the memorandums are completed, the impact to the financial statement notes will be better understood. Management expects there will be a significant increase in disclosure resulting from the adoption of IFRS. The Corporation continues

to identify and assess the impact of this additional disclosure, as well as implementing changes that will be necessary to compile the new disclosure requirements.

DISCLOSURE CONTROLS AND PROCEDURES

Management has designed disclosure controls and procedures to provide a reasonable level of assurance that material information relating to the Corporation is made known to the Chief Executive Officer and the Chief Financial Officer by others within the Corporation, particularly during the period in which the annual and interim filings of the Corporation are being prepared, in an accurate and timely manner in order for the Corporation to comply with its disclosure and financial reporting obligations. Consistent with the concept of reasonable assurance, the Corporation recognizes that the relative cost of maintaining these controls and procedures should not exceed their expected benefits. As such, the Corporation's disclosure controls and procedures can only provide reasonable assurance, and not absolute assurance, that the objectives of such controls and procedures are met.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Chief Executive Officer and Chief Financial Officer of the Corporation are responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. While management of the Corporation has put in place certain plans and procedures to mitigate the risk of a material misstatement in the Corporation's financial reporting, a system of internal controls can provide only reasonable, not absolute, assurance that the objectives of the control system are met, no matter how well conceived or operated. No changes were made to the Corporation's internal control over financial reporting during the three and six months ended June 30, 2010 that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

On December 21, 2007, CCS Inc. ("**CCS**") filed a statement of claim commencing Action No. 0701-13328 (the "**CCS Action**") in the Judicial District of Calgary of the Court of Queen's Bench of Alberta (the "**Court**") against the Corporation, certain of the Corporation's employees who were previously employed by CCS (collectively, the "**Secure Defendants**") and others in which CCS alleges that the defendants misappropriated business opportunities, misused confidential information, breached fiduciary duties owed to CCS, and conspired with one another. CCS seeks damages in the amount of $110 million, an accounting and disgorgement of all profits earned by the Corporation since its incorporation and other associated relief.

A statement of defence was filed by the Secure Defendants on November 10, 2008, after the Court ordered CCS to provide further particulars of its claim. On September 17, 2008, CCS obtained an *Anton Pillar* Order and seized various documents from the Corporation's offices. The Secure Defendants applied to the Court and were granted an order varying the *Anton Pillar* Order and the seized documents were returned to the Corporation's solicitors, with the exception of several documents which do not impact the business of Secure and which in respect thereof the order states that it shall in no way be interpreted as a finding of the Court or an acknowledgement or admission by the Secure Defendants that the documents constitute the property of CCS.

The Secure Defendants filed an Amended Statement of Defence (the "**Defence**"), and the Corporation filed an Amended Counterclaim (the "**Counterclaim**"), on October 9, 2009. In their Defence, the Secure Defendants deny all of the allegations made against them. In its Counterclaim, the Corporation claims damages in the amount of $37,860,000 against CCS, alleging that CCS has engaged in conduct constituting a breach of the *Competition Act* (Canada) and unlawful interference with the economic relations of the Corporation with the intent of causing injury to the Corporation.

Examinations for discovery began in the second quarter and will continue into 2011. The Corporation intends to continue to defend against the CCS Claim and to prosecute the Counterclaim.

ADDITIONAL INFORMATION

Additional information, including Secure's AIF, is available on SEDAR at www.sedar.com and on the Corporation's website at www.secure-energy.ca.