

FINAL FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities1)**

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

Trading Symbol: **PTWR**

Date: **June 14, 2007**

Is this an updating or amending Notice: **Yes**

If yes provide date(s) of prior Notices: **Preliminary notice May 18, 2007**

Issued and Outstanding Securities of Issuer Prior to Issuance: **33,135,190 common shares**

Date of News Release Announcing Private Placement: **May 18, 2007**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$2.15**

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	Payment Date(1)	Describe relations -hip to Issuer (2)
Stone 2007 Flow Through LP	110,000	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Ian Johnston	8,690	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Gertrude McCarron	54,345	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Nova Trophy	2,175	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Anthony Metlege	21,740	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Arthur Leblanc	15,220	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Darlene Lapointe	10,870	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Greg Logan	21,740	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
William Ritchie	10,870	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Robert Morgan	10,870	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Monte Snow	10,870	2.30 (FT)	n/a	Section 2.3	June 15,	None

				MI 45-106	2007	
Mavrix A/C 216	43,500	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Mavrix A/C 207	125,000	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
1613240 Ontario Ltd.	12,500	2.00	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Luen Kiu NG	12,500	2.00	n/a	Section 2.3 MI 45-106	June 15, 2007	None
JVL Global Energy LP	42,075	2.00	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Navitas Fund, LP	22,500	2.00	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Belridge Energy Advisors, LP	100,000	2.00	n/a	Section 2.3 MI 45-106	June 15, 2007	None
JVL Global Energy (QP) LP	85,425	2.00	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Greg Steers	56,520	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Guy Laberge	100,000	2.00	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Scott Lawrence	13,587	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Andrew LeFeuvre	13,587	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Rob McInnes	13,587	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Stephen Nelson	13,587	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Belmont Capital Corporation	30,000	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Morquest Trading Company Ltd.	11,500	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Kenneth Leclair	8,500	2.30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Al Morishita	20,000	2,30 (FT)	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Pacific Atlantic Trust Limited	20,000	2.00	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Mansoorali Verjee	5,000	2.00	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Muhamud Verjee	7,000	2.00		Section 2.3 MI 45-106	June 15, 2007	None
Rizwan Verjee	7,500	2.00	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Shemin Verjee	5,000	2.00	n/a	Section 2.3 MI 45-106	June 15, 2007	None
Sprott Asset Management	1,000,000	2.00	n/a	Section 2.3 MI 45-106	June 15, 2007	None

Inc.						
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(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Amount to be raised: **\$4,280,543.40**

Shares are paid as compensation for their consultancy services to the respective individuals.

2. Provide full details of the use of the proceeds:

Proceeds of the Shares will be used for the following general purposes: to pay fees and expenses of the offering; and for such general working capital purposes as the board of directors may see fit (including, but not limited to payment of expenses for: legal, accounting, audit, general and administration expenses, corporate compliance, corporate finance initiatives, listing costs, office overheads, travel, marketing).

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:

None

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities: **Not applicable**

5. Description of securities to be issued:

- (a) Class: **Common Shares**
- (b) Number: TBA
- (c) Valuation per security: **\$2.00**
- (d) Voting rights: **Yes**

- (a) Class: **Common Shares (Flow-Through)**
- (b) Number: TBA
- (c) Valuation per security: **\$2.30**
- (d) Voting rights: **Yes**

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

Not applicable

- (a) Number
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options)
- (c) Exercise price .
- (d) Expiry date .

7. Provide the following information if debt securities are to be issued: **Not applicable**

- (a) Aggregate principal amount .
- (b) Maturity date .
- (c) Interest rate .
- (d) Conversion terms .
- (e) Default provisions .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **Up to 10% of the amounts to be raised**

(b) Cash: **None**

(c) Securities: **None**

(d) Other: **None**

(e) Expiry date of any options, warrants etc.: **Not applicable**

(f) Exercise price of any options, warrants etc.: **Not applicable**

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship: **None**

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.): Some of the shares to be issued will be defined as Flow-Through shares pursuant to section 66(15) of the Income Tax Act.

11. State whether the private placement will result in a change of control: **No**

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders: **N/A**

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102..

2. Acquisition: Not applicable

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: .

(b) Cash: .

(c) Securities (including options, warrants etc.) and dollar value:

(d) Other: .

(e) Expiry date of options, warrants, etc. if any: .

(f) Exercise price of options, warrants, etc. if any: .

(g) Work commitments:

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc): by resolution of the Board of Directors dated April 11, 2007

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer (1)

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
- (b) Cash .
- (c) Securities .
- (d) Other .
- (e) Expiry date of any options, warrants etc.
- (f) Exercise price of any options, warrants etc. .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.

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 on behalf of the Issuer.
2. As of the date hereof there is not 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 9 Notice of Private Placement is true.

Dated: June 14, 2007

Amy Stephenson

Name of Director or Senior
Officer

Signature

Director

Official Capacity