



**A Diversified Exploration
and Production Company**



Company Perspective and Overview

Forward Looking Statement

The statements contained in this presentation that are not historical are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including statements, without limitation, regarding our expectations, beliefs, intentions or strategies regarding the future. Such forward-looking statements relate to, among other things: (1) expected revenue and earnings growth; (2) estimates regarding the size of pre-drill reserve potential; (3) estimates regarding the size of post-drill reserve potential; (4) regulation of the Company’s industries and markets. These statements are qualified by important factors that could cause the Company’s actual results to differ materially from those reflected by the forward-looking statements. Such factors include but are not limited to: (1) the Company’s ability to locate and acquire suitable interests in oil and gas properties on terms acceptable to the Company, and (2) the Company’s ability to obtain working capital as and when needed and (3) the risks and factors described from time to time in the Company’s reports and registration statements filed with the Securities and Exchange Commission, including but not limited to the Company’s Pre-Effective Amendment No.2 to its Registration Statement on Form SB-2 Form filed on July 14, 2006. The Company cautions readers not to place undue reliance on any forward-looking statements. The Company does not undertake, and specifically disclaims any obligation, to update or revise such statements to reflect new circumstances or unanticipated events as they occur.



A Diversified Exploration
and Production Company



Capital Structure

Shares Outstanding:	19.7 million
Warrants:	7.7 million
Preferred Stock:	None
Debt:	None
AMEX Symbol	“PRC”



A Diversified Exploration
and Production Company



Balance Sheet As of September 30, 2006

	Assets	September 30, 2006	December 31, 2005
Current assets			
Cash and cash equivalents		\$ 6,874,868	\$ 3,417,510
Accounts receivable and accrued revenue		30,407	-
Prepaid insurance		36,522	-
Total current assets		\$ 6,941,797	\$ 3,417,510
Oil and gas properties (Successful Efforts Accounting)			
Unproved		3,330,559	1,488,505
Proved		797,039	-
		4,127,598	1,488,505
Accumulated depreciation and depletion		(50,922)	(212)
Net oil and gas properties		4,076,676	1,488,293
Investment in partnership		959,904	-
	Total Assets	\$ 11,978,377	\$ 4,905,803
Liabilities and Shareholders' Equity			
Current liabilities			
Advance from Chief Executive Officer		\$ -	\$ 2,500
Accounts payable		84,604	12,000
Note payable		20,100	-
Accrued expenses		1,525	96,764
Total current liabilities		\$ 106,229	\$ 111,264
Deferred tax		-	-
Asset retirement obligation		25,032	10,337
Total liabilities		\$ 131,261	\$ 121,601
Commitments and contingencies		-	-
Shareholders' equity			
Preferred stock, \$0.01 par value; 10,000,000 shares authorized, no shares issued		-	-
Common stock, \$0.01 par value; 50,000,000 shares authorized, 19,677,317 and 16,191,317 shares issued and outstanding as of September 30, 2006 and December 31, 2005 respectively		196,773	161,913
Additional paid in capital		13,993,177	5,038,037
Accumulated deficit		(2,342,834)	(415,748)
Total Shareholders' Equity		\$ 11,847,116	\$ 4,784,202
	Total Liabilities and Shareholder's Equity	\$ 11,978,377	\$ 4,905,803

Company Overview

Petro Resources Corporation is a relatively new, independent exploration and production company engaged in the drilling, acquisition, and production of natural gas and crude oil in the Gulf of Mexico, Texas, Louisiana, Colorado, Utah and Kentucky.

PRC's business strategy is predicated on the core tenets of:

- Low finding and development costs
- The creation of shareholder value primarily through drilling
- Exploration of prospects via the position as a non-operator
- Negotiated acquisitions based on exploitation potential of reserves
- Controlling geological and geophysical costs and general and administrative costs

Over the course of the first year in business, the company has been actively structuring a prospect portfolio and exploration program that is both geologically and geographically diversified in order to position the company for significant drilling activity and reserve growth over the next 24 to 36 months.



A Diversified Exploration
and Production Company



Overview – Management and Board of Directors

Strong Management Team and Board of Directors:

The Board of Directors is a team of extremely well qualified professionals with a multitude of advanced degrees and professional designations. Management and Directors collectively have more than 200 years of experience in exploration and energy related fields.

Wayne Hall – CEO

More than 25 years exploration industry experience primarily as the co-founder and President of Hall-Houston Oil Company in 1983.

Hall-Houston established an excellent track record by drilling more than 300 exploratory wells in the Gulf of Mexico with a success rate in excess of 81% while discovering more than 2.2 Tcf of natural gas reserves.

Donald L. Kirkendall – President

More than 26 years of exploration and energy industry experience.

Interstate pipeline experience, co-founded and managed a successful natural gas marketing company and an independent exploration company drilling more than 100 wells along the Texas Gulf Coast and southern Texas.



Advantages to Non-Operator Business Model

PRC has chosen to begin its presence in exploration and production from the position of a “non-operator” in order to gain certain advantages that include:

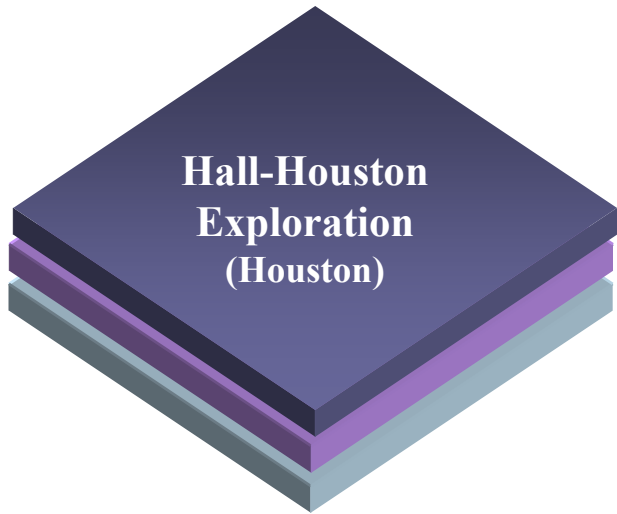
1. Ability to start the company relatively quickly by not having to spend time recruiting a large highly qualified geological and engineering staff.
2. Significantly reduced geological and geophysical costs and general and administrative overhead allowing a greater allocation of funds to drilling.
3. Allows PRC to quickly build a more diversified prospect portfolio by participating in prospects generated and drilled by a selected group of operators each being an expert in a specific region or type of exploration and drilling.
4. PRC enjoys greater business flexibility as a non-operator.



A Diversified Exploration
and Production Company



Two Key Industry Relationships



PRC



- Gulf of Mexico Experts
- Success > 81% Over 25 years
- 2.2 Tcf of Discoveries
- Great Prospect Base

- “Tight Rock” Experts
- NE Ozona Field - TX
- New Albany Shale - KY
- Success Rate 95% (+)

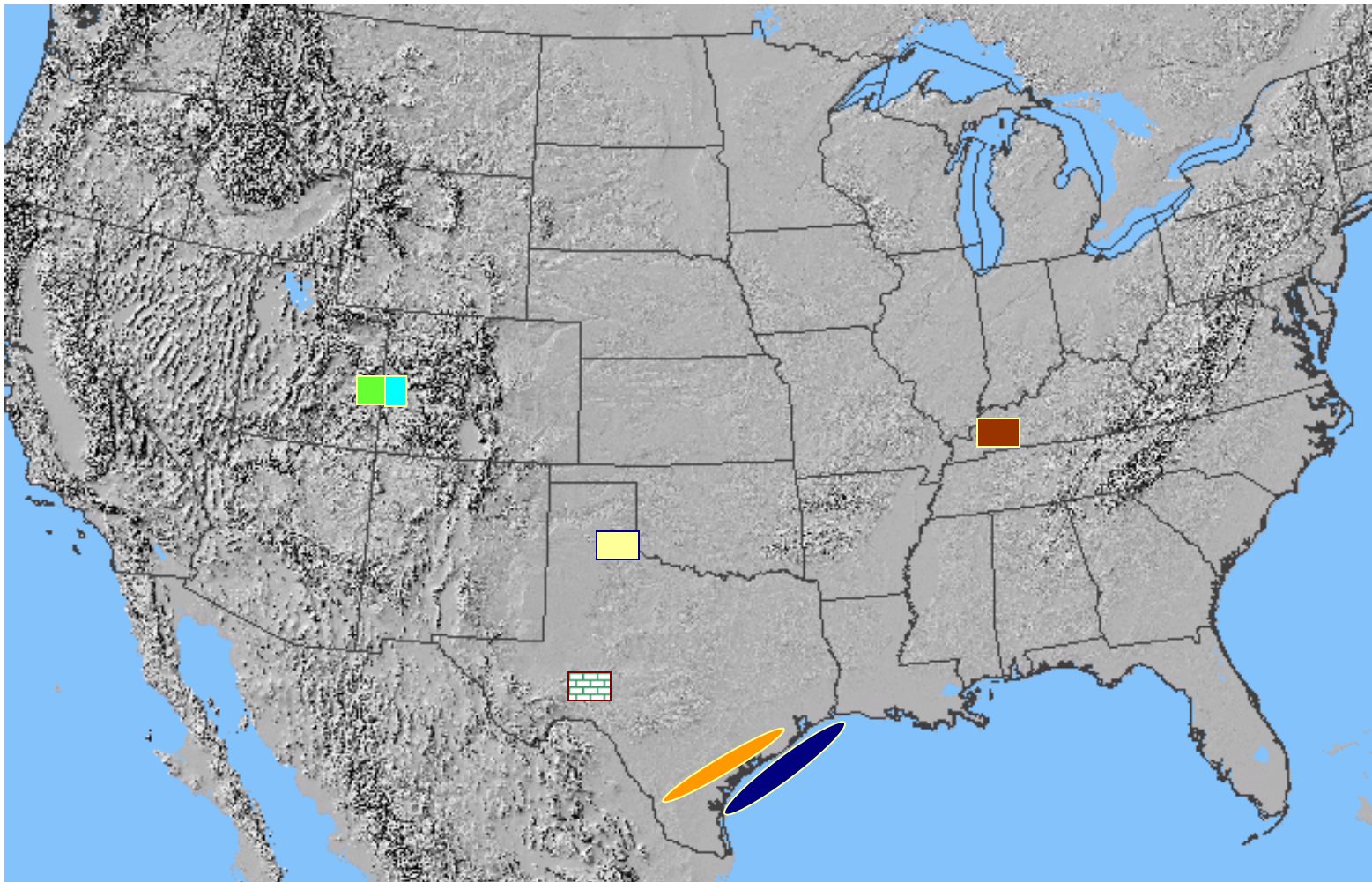


A Diversified Exploration
and Production Company



Prospect Portfolio

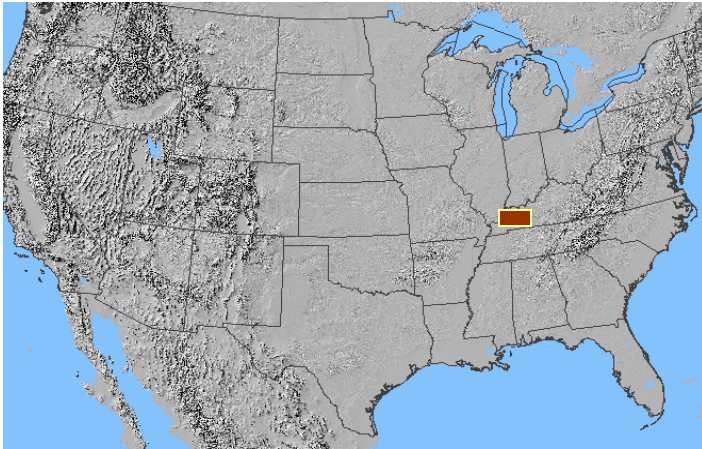
Approximately 221,900 Gross Acres



- Dark Blue** Gulf of Mexico
- Brown** Illinois Basin - New Albany Shale
- Orange** South Texas
- Cyan** Piceance Basin
- Red Hatched** Permian Basin
- Green** Uinta Basin
- Yellow** Palo Duro Basin

New Albany Shale – Kentucky “Boomerang Prospect”

Illinois Basin Kentucky



Acreage:	72,000 acres
Interest:	10%
Primary Objective:	New Albany Shale (Gas)
Secondary Objective:	Multiple
Gas Potential:	720 Bcf (Un-Risked)
Gas Net:	54 Bcf (Un-Risked)
Potential Wells:	1200
“In Ground” Value	\$135 Million*
2007 Plan:	50 - 100 Wells

“In Ground” Value* = Net Un-Risked x \$ 2.50/mcf Gas

“Boomerang” is a large (72,000 acre) New Albany Shale prospect in western Kentucky. The shale has been penetrated in immediate area and is known to be 250’ to 300’ thick. It is found at depths of 2,500’ to 3,500’. Natural gas production should consist of low rates with long reserve life. Three initial wells to be drilled in Q4 for evaluation. Results could lead to a “mining type” program with multiple rigs drilling for some years.

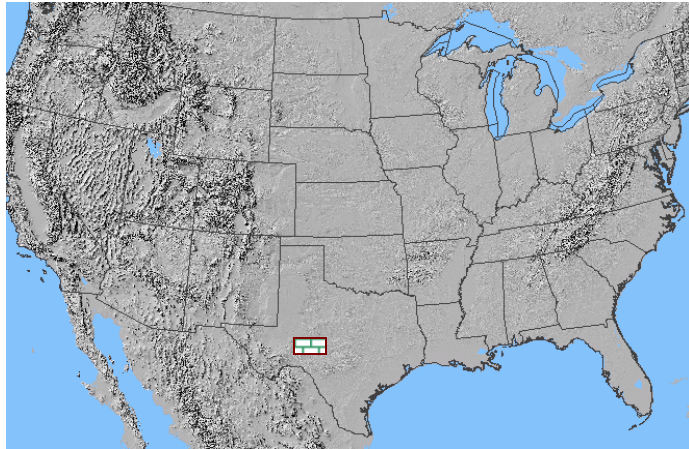


A Diversified Exploration
and Production Company



Permian Basin – Texas “Ozona Prospect”

Permian Basin Crockett County, Texas



Acreage:	18,000 acres
Interest:	10%
Primary Objective:	Canyon Sands (Gas)
Secondary Objective:	Clear Fork Oil (Oil)
Gas Potential:	315 Bcf (Un-Risked)
Gas Net:	23.6 Bcf (Un-Risked)
Oil Potential:	5,000 Mbbbls
Oil Net:	375 Mbbbls
Potential Wells:	450
“In Ground” Value	\$54.8 Million*
2007 Plan:	20 Wells

“In Ground” Value* = Net Un-Risked x \$ 2.50/mcf Gas
“In Ground” Value* = Net Un-Risked x \$ 15.00/Bbl Oil

Excellent operating partner with excellent results in analog field 11 miles to east. 99% success rate in 200+ wells drilled. Ozona has 2 successful wells completed. 3 wells planned for Q4. 20 wells planned for 2007. Could provide long term drilling with predictable results.

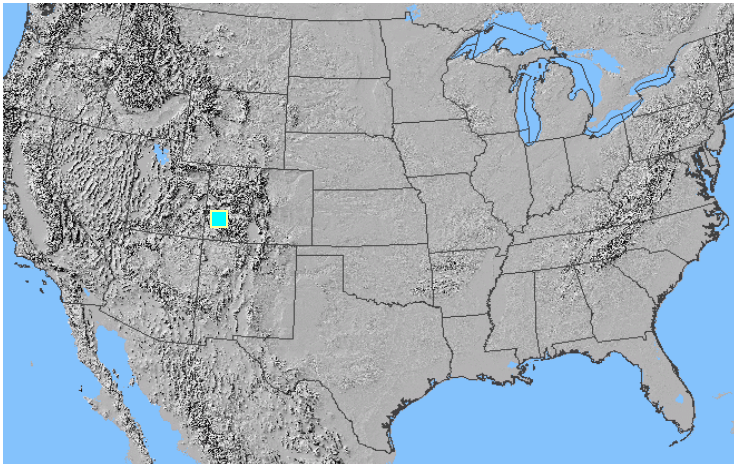


A Diversified Exploration
and Production Company



Piceance Basin – Colorado “Whitewater Prospect”

Piceance Basin Colorado



Acreage:	13,500 acres
Interest:	18.75%
Primary Objective:	Dakota (A&B Sands)
Secondary Objective:	Cedar Mountain
Gas Potential:	54 Bcf (Un-Risked)
Gas Net:	7.7 Bcf (Un-Risked)
Potential Wells:	170
“In Ground” Value	\$19.125 Million*
2007 Plan:	24 Wells
“In Ground” Value* = Net Un-Risked x \$ 2.50/mcf Gas	

“In-ground” estimates are only for the Dakota Sands and do not consider future drilling for deeper potential horizons.

PRC’s “Whitewater” prospect is located in Delta County Colorado. The primary objective is the Dakota A&B sands that are found at approximately 3300’. The Dakota appears to be a fairly blanket sand and can be tied to wells some 25 miles to the northeast. First wells are drilled, tested and drilling continues. The wells are shallow, inexpensive to drill and complete and have a good reserve to cost ratio. Development may be optimized by horizontal drilling.

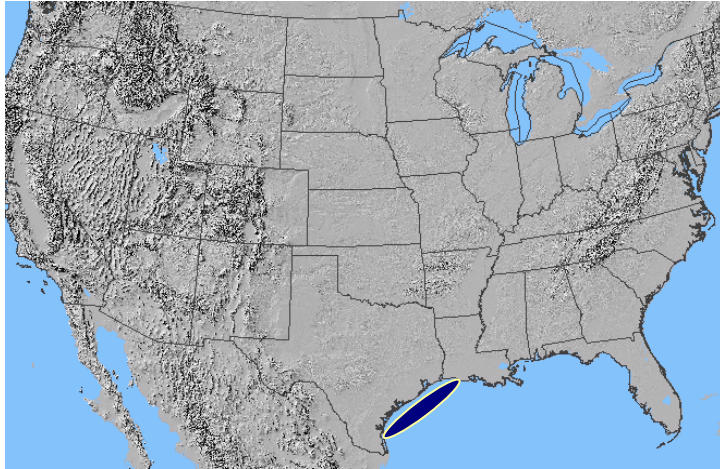


A Diversified Exploration
and Production Company



Gulf of Mexico

Gulf of Mexico Shallow Waters Texas and La.



Acreage:	65,000 (+) acres
Interest:	5.3% of HHE position
Primary Objective:	Varies by prospect
Secondary Objective:	Most have multiple targets
Gas Potential:	5 – 50 Bcf per prospect
Gas Net:	4 Bcf
“In Ground” Value	\$10 million
2007 Plan:	6 - 10 wells

“In Ground” Value* = Net Un-Risked x \$ 2.50/mcf Gas

Our partner has a 25 history of Gulf of Mexico discoveries with an 81% success rate in more than 300 exploration wells and discoveries resulting in more than 2.2 Tcf of natural gas reserves. Offshore production is characterized by high initial production rates and resulting cash flow but relatively short term reserve life. Offshore production is an excellent balance to long lived, onshore production. Success to date is three discoveries out of five prospects drilled. Initial production is expected in Q1 of 2007.

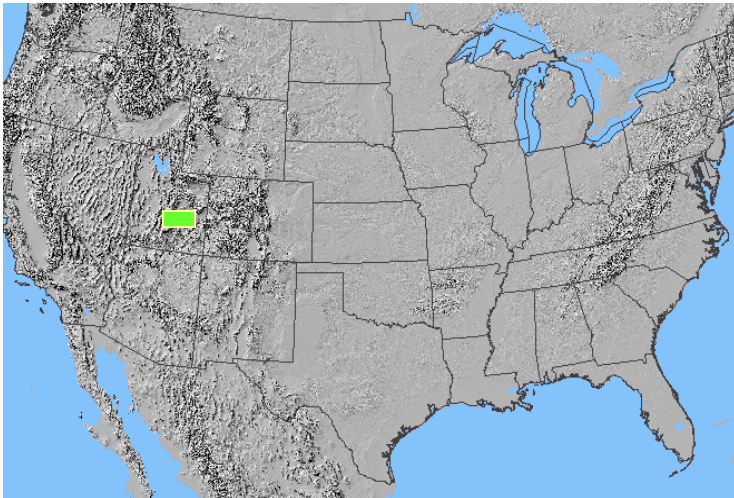


A Diversified Exploration
and Production Company



Uinta Basin – Utah “South San Arroyo Prospect”

Unita Basin Utah



Acreage:	20,300 acres
Interest:	100%
Primary Objective:	Dakota Sands
Secondary Objectives:	Cedar Mountain. Entrada
Gas Potential:	50 Bcfe (Un-Risked)
Gas Net:	10 Bcfe
Potential Wells:	85
“In Ground” Value	\$25 Million*
2007 Plan:	No Activity
“In Ground” Value* = Net Un-Risked x \$ 2.50/mcf Gas	

South San Arroyo is situated between the San Arroyo Field (350 Bcf) and the Cisco Field (40 Bcf). The objective horizons are shallow, easy to drill and gathering facilities are nearby. Both natural gas and oil were found in this area in the 1970’s and 1980’s. The South San Arroyo prospect should have a good reserve to development cost ratio in addition to providing a multi-year development program for the company.

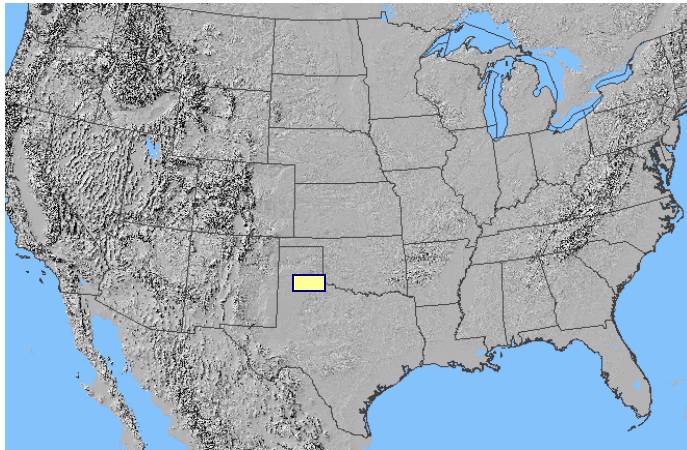


A Diversified Exploration
and Production Company



Palo Duro Basin - Texas

Palo Duro Basin Texas



Acreage:	33,000 acres
Interest:	12.5% - 25%
Primary Objective:	Atokan Shale (Gas)
Secondary Objectives:	Wolfcamp. Clearfork
Gas Potential:	150 Bcf (Un-Risked)
Gas Net:	30 Bcf (Un-Risked)
Oil Potential:	None given
Oil Net:	None given
Potential Wells:	150
“In Ground” Value	\$75 Million*
“In Ground” Value* = Net Un-Risked x \$ 2.50/mcf Gas	

The Palo Duro Basin area located northeast of Lubbock has been compared to the Barnett Shale. The Palo Duro is a relatively “under-drilled” part of the state although there have been a number of wells drilled over the past two years in an effort to unlock the production potential from the Atokan Bend Shale found between 8,000’ and 11,000’. The reserve potential is thought to be substantial in this area. PRC has recovered all its costs in this prospect and enjoys a carried interest in as many as 15 wells which reduces risk profile in the play.

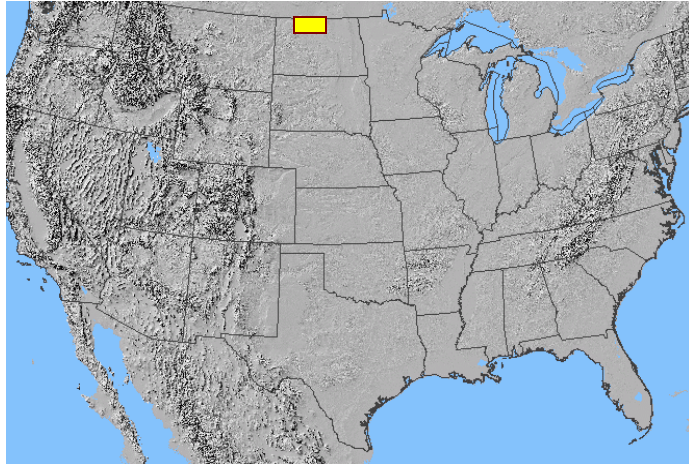


A Diversified Exploration
and Production Company



Williston Basin - Water Flood Project (Potential Acquisition)

Williston Basin North Dakota



Acreage:	15,000 acres
Interest:	50%
Primary Objective:	Madison Group (Oil)
Secondary Objective:	Bakken
Oil Potential:	25.0 MMBo (Un-Risked)
Oil Net:	9.4 MMbo (Un-Risked)
Potential Wells:	150 (Drilled and Producing)
"In Ground" Value	\$141 Million*
2007 Plan:	Begin secondary recovery
"In Ground" Value* = Net Un-Risked x \$ 15.0/ BO	

PRC's Williston Basin Project is an acquisition candidate of 50% working interest in 15 producing oil fields located in Bottineau, Renville and Burke counties North Dakota. Current production from these fields is between 500 and 600 bbls per day. The project is a secondary recovery (enhancement) via water flooding process. Other nearby water flood projects indicate secondary recovery of approximately 25 million bbls of oil from the existing 15 fields being considered.



A Diversified Exploration
and Production Company



PRC Un-Risked Reserve Potential

Drilling Prospects	Gross Acreage	Estimated Recoverable Per Well	Estimated Wells	Un-Risked Reserves	PRC Position	PRC's Un-Risked Reserves
New Albany Shale - KY	72,000	0.60 Bcf	1,200	720 Bcf	10.00%	54.0 Bcf
Ozona - TX (Gas)	18,100	0.70 Bcf	450	315 Bcf	10.00%	23.6 Bcf
Ozona - TX (Oil)		50 Mbbl	100	5,000 Mbbls	10.00%	375.0 Mbbls
Piceance Basin - CO	13,500	0.32 Bcf	170	54 Bcf	18.75%	7.7 Bcf
Gulf of Mexico	65,000	Varies	20	Varies	Varies	4.0 Bcf
Uinta Basin - UT	20,300	0.50 Bcf	100	50 Bcf	25.00%	10.0 Bcf
Palo Duro - TX	33,000	1.50 Bcf	100	150 Bcf	Varies	30.0 Bcf
Total (Natural Gas)	221,900		2,040	1,289 Bcf		129 Bcf
Total (Oil)				5,000 Mbbls		375 Mbbls

Prospective Acquisition	Gross Acreage	Estimated Recoverable Per Well	Max. # Wells	Gross Un-Risked Reserves	PRC Position	PRC's Un-Risked Reserves
Williston Basin Water Flood	15,000	156.3 Mbbl	160	25,000 Mbbls	50.00%	9,375 Mbbls
Total (Oil)	15,000		160	25,000 Mbbls		9,375 Mbbls

Total Drilling Prospects & Prospective Acquisition	Gross Acreage	Estimated Recoverable Per Well	Max. # Wells	Gross Un-Risked Reserves	PRC Position	PRC's Un-Risked Reserves
Total (Gas)	221,900		2,040	1,289 Bcf		129 Bcf
Total (Oil)	15,000		160	30,000 Mbbls		9,750 Mbbls



A Diversified Exploration
and Production Company



Valuation Model of Un-Risked Reserve Potential

Property	Gross Unrisked Reserves	PRC Position	PRC's Un-Risked Reserves	PRC's Un-Risked *Revenue	** In Ground Value
Drilling Prospect Portfolio					
New Albany Shale - KY	720 Bcf	10.00%	54 Bcf	\$ 324,000,000	\$ 135,000,000
Ozona - TX (Gas)	315 Bcf	10.00%	24 Bcf	\$ 141,750,000	\$ 59,062,500
Ozona - TX (Oil)	5,000 Mbbls	10.00%	375 Mbbls	\$ 18,750,000	\$ 5,625,000
Piceance Basin - CO	54 Bcf	18.75%	8 Bcf	\$ 45,900,000	\$ 19,125,000
Gulf of Mexico	Varies Bcf	Varies	4 Bcf	\$ 24,000,000	\$ 10,000,000
Uinta Basin - UT	50 Bcf	25.00%	10 Bcf	\$ 60,000,000	\$ 25,000,000
Palo Duro - TX	150 Bcf	25.00%	30 Bcf	\$ 180,000,000	\$ 75,000,000
Total (Natural Gas)	1,289 Bcf		129 Bcf	\$ 775,650,000	\$ 323,187,500
Total (Oil)	5,000 Mbbls		375 Mbbls	\$ 18,750,000	\$ 5,625,000
Prospective Acquisition					
Williston Basin Water Flood	25,000 Mbbls	50.00%	9,375 Mbbls	\$ 468,750,000	\$ 140,625,000
All Drilling Prospects and Prospective Acquisition					
Total (Natural Gas)	1,289 Bcf		129 Bcf	\$ 775,650,000	\$ 323,187,500
Total (Oil)	30,000 Mbbls		9,750 Mbbls	\$ 487,500,000	\$ 140,625,000
Grand Totals				\$ 1,263,150,000	\$ 463,812,500

* PRC's Un-Risked Revenue is a modeling of future revenue potential illustrated by multiplying PRC's Un-Risked Reserves by \$6.00 per Mcf for gas or \$50 per BO. This is simply used to illustrate value of Un-Risked Reserve potential as expressed in terms of production using current prices for natural gas and oil production as of the date prepared. This is not intended as a forecast of actual future revenues.

** In Ground Value ("IGV") is a calculation designed to place a potential value on the net unrisked reserves of projects or prospects in the ground. The IGV is calculated by multiplying the net unrisked reserves for a project or prospect, expressed in Mcf of BO as appropriate ("NUR") by a recent purchase price for reserves in the ground ("Price") paid by publicly traded companies. At present \$15 per BO and \$2.50 per Mcf are the Price assumptions. Therefore, the formula would be represented as $IGV = NUR \times Price$. For example: 1,000,000 BO un-risked reserves in the ground would yield an IGV of \$15,000,000. ($1,000,000 \text{ BO} \times \$15.00/\text{BO} = \$15,000,000$)

IGV and Un-Risked Revenue are calculations based on unrisked reserves (usually prior to drilling) and this un-risked value is subject to being reduced by a myriad of risk factors. Some of the risks include, but are not limited to, geological risks, reservoir size, reservoir quality, drilling, completion, engineering, cost overrun, commodity pricing, and goods and services pricing. Each prospect will have its unique set of risks.

CAPEX Forecast 2007

Estimated Capital Costs 2007					
Area / Project	#Wells	Gross / Well	PRC %	PRC Cost / Well	Total Year
Ozona - TX	20	\$ 800,000	10.00%	\$ 80,000	\$ 1,600,000
New Albany Shale - KY	100	\$ 750,000	10.00%	\$ 75,000	\$ 7,500,000
Gulf of Mexico	6-10				\$ 4,000,000
Piceance Basin - CO	24	\$ 250,000	18.75%	\$ 46,875	\$ 1,125,000
Uinta Basin - UT	0				\$ -
Palo Duro Basin - TX	0				\$ -
Other					\$ 2,500,000
Totals	152				\$ 16,725,000



A Diversified Exploration
and Production Company



Contact Information

Petro Resources Corporation



5100 Westheimer, Suite 200

Houston, TX 77056

Office: 713-968-9282

Fax: 713-968-9283

Website: www.petroresourcescorp.com

- **Wayne P. Hall – Chief Executive Officer**
whall@petroresourcescorp.com
- **Donald L. Kirkendall – President**
dkirk@petroresourcescorp.com



A Diversified Exploration
and Production Company

