

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's discussion and analysis ("MD&A") is dated August 10, 2011 and should be read in conjunction with the unaudited consolidated financial statements for the period ended June 30, 2011 and the audited consolidated financial statements for the year ended December 31, 2010 for a full understanding of the financial position and results of operations of Crescent Point Energy Corp. (the "Company" or "Crescent Point").

The unaudited consolidated financial statements and comparative information for the period ended June 30, 2011 have been prepared in accordance with International Financial Reporting Standards ("IFRS"), specifically IFRS 1, "First-time Adoption of International Financial Reporting Standards", and with International Accounting Standard 34, "Interim Financial Reporting". Previously, the Company prepared its consolidated financial statements in accordance with Canadian generally accepted accounting principles ("previous GAAP"). In accordance with IFRS 1, Crescent Point's transition date to IFRS was January 1, 2010 (the "Transition Date") and, therefore, the comparative information for 2010 has been prepared in accordance with the Company's IFRS accounting policies. The 2009 financial information contained within this MD&A has been prepared following previous GAAP and, as allowed by IFRS 1, has not been re-presented on an IFRS basis. Certain amounts in prior years have been reclassified to conform to the current year's IFRS presentation format.

STRUCTURE OF THE BUSINESS

The principal undertakings of Crescent Point are to carry on the business of acquiring, developing and holding interests in petroleum and natural gas properties and assets related thereto through a general partnership and wholly owned subsidiaries. Amounts reported in this report are in Canadian dollars unless noted otherwise; United States ("US") dollars are denoted as "US\$".

Non-GAAP Financial Measures

Throughout this MD&A, the Company uses the terms "funds flow from operations", "funds flow from operations per share", "funds flow from operations per share – diluted", "net debt", "netback", "market capitalization" and "total capitalization". These terms do not have any standardized meaning as prescribed by IFRS and, therefore, may not be comparable with the calculation of similar measures presented by other issuers.

Funds flow from operations is calculated based on cash flow from operating activities before changes in non-cash working capital, transaction costs and decommissioning expenditures. Funds flow from operations per share and funds flow from operations per share – diluted are calculated based on cash flow from operating activities before changes in non-cash working capital, transaction costs and decommissioning expenditures. Management utilizes funds flow from operations as a key measure to assess the ability of the Company to finance dividends, operating activities, capital expenditures and debt repayments. Funds flow from operations as presented is not intended to represent cash flow from operating activities, net earnings or other measures of financial performance calculated in accordance with IFRS.

The following table reconciles the cash flow from operating activities to funds flow from operations:

(Cdn\$000s)	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Cash flow from operating activities	323,532	207,070	56	627,073	376,407	67
Changes in non-cash working capital	(13,818)	(24,394)	(43)	(22,569)	4,595	(591)
Transaction costs	1,360	2,036	(33)	1,767	7,111	(75)
Decommissioning expenditures	418	423	(1)	1,749	1,104	58
Funds flow from operations	311,492	185,135	68	608,020	389,217	56

Net debt is calculated as current liabilities plus long-term debt less current assets, long-term investments and investment in associate, but excludes derivative asset, derivative liability and unrealized foreign exchange on translation of US dollar senior guaranteed notes. Management utilizes net debt as a key measure to assess the liquidity of the Company.

The following table reconciles long-term debt to net debt:

(Cdn\$000s)	June 30, 2011	June 30, 2010	% Change
Long-term debt	1,128,183	852,835	32
Current liabilities	372,342	253,909	47
Current assets	(204,096)	(180,070)	13
Long-term investments	(101,914)	(20,242)	403
Investment in associate	-	(206,987)	(100)
Excludes:			
Derivative asset	7,247	19,008	(62)
Derivative liability	(77,133)	(16,255)	375
Unrealized foreign exchange on translation of US dollar senior guaranteed notes	14,459	(10,693)	(235)
Net debt	1,139,088	691,505	65

Netback is calculated on a per boe basis as oil and gas sales, less royalties, operating and transportation expenses and realized derivative gains and losses. Netback is used by management to measure operating results on a per boe basis to better analyze performance against prior periods on a comparable basis.

Market capitalization is calculated by applying the period end closing share trading price to the number of shares outstanding. Market capitalization is an indication of enterprise value.

Total capitalization is calculated as market capitalization plus current liabilities and long-term debt, less current assets and long-term investments, but excludes derivative asset, derivative liability and unrealized foreign exchange on translation of US dollar senior guaranteed notes. Total capitalization is used by management to assess the amount of debt leverage used in the Company's capital structure. Refer to the Liquidity and Capital Resources section in this MD&A.

Results of Operations

Production

	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Crude oil and NGL (bbls/d)	59,390	48,928	21	63,701	49,537	29
Natural gas (mcf/d)	40,329	35,919	12	42,694	35,689	20
Total (boe/d)	66,112	54,915	20	70,817	55,485	28
Crude oil and NGL (%)	90	89	1	90	89	1
Natural gas (%)	10	11	(1)	10	11	(1)
Total (%)	100	100	-	100	100	-

Production increased by 20 percent and 28 percent in the three and six months ended June 30, 2011, respectively, compared to the same 2010 periods, primarily due to 2010 acquisitions and the Company's successful drilling and fracture stimulation programs, partially offset by natural declines and flooding in southern Saskatchewan. Crescent Point budgeted for a more prolonged break-up period than usual, as extremely wet weather conditions were expected. Weather during the second quarter was severe and caused the shut-in of more than 8,000 boe/d of production for much of the quarter. The majority of the shut-in production is now back on stream. The Company's current production is more than 70,500 boe/d and remains on track to achieve annual guidance of 72,500 boe/d.

Crescent Point's successful drilling program contributed to the increase in production in both the three and six month periods ended June 30, 2011. In the three and six months ended June 30, 2011, the Company drilled 25 (9.7 net) wells and 171 (121.2 net) wells, respectively, focused primarily in the Viewfield Bakken resource play in southeast Saskatchewan and the Shaunavon resource play in southwest Saskatchewan.

The Company's weighting to oil in the three and six month periods ending June 30, 2011 at 90 percent remained consistent with the comparative 2010 periods.

Marketing and Prices

Average Selling Prices ⁽¹⁾	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Crude oil and NGL (\$/bbl)	94.87	71.14	33	87.78	73.57	19
Natural gas (\$/mcf)	4.11	4.13	-	4.09	4.53	(10)
Total (\$/boe)	87.73	66.08	33	81.42	68.60	19

(1) The average selling prices reported are before realized derivatives and transportation charges.

Benchmark Pricing	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
WTI crude oil (US\$/bbl)	102.55	77.99	31	98.42	78.39	26
WTI crude oil (Cdn\$/bbl)	99.56	80.40	24	96.49	80.81	19
AECO natural gas ⁽¹⁾ (Cdn\$/mcf)	3.87	3.89	(1)	3.83	4.42	(13)
Exchange rate (US\$/Cdn\$)	1.03	0.97	6	1.02	0.97	5

(1) The AECO natural gas price reported is the average daily spot price.

The Company's average selling price for oil increased from \$71.14 per bbl in the second quarter of 2010 to \$94.87 per bbl in the second quarter of 2011, primarily due to the 31 percent increase in the US\$ WTI benchmark price and improved market differentials for its Canadian light and medium crude partially offset by a stronger Canadian dollar. Crescent Point's oil differential for the three months ended June 30, 2011 was \$4.69 per bbl, or 5 percent, compared to \$9.26 per bbl, or 12 percent, for the same period in 2010. Narrower differentials in the second quarter of 2011 are due in part to an over-supply of crude at Cushing, Oklahoma, that has depressed WTI prices relative to other crude streams. The wide differentials in 2010 resulted from temporary supply/demand imbalances for Canadian crude types. Demand for Canadian crude was weak in 2010 due to North American refinery turnarounds while crude supply was strong due to later than normal spring break-up conditions.

In the six months ending June 30, 2011, the Company's average selling price for oil increased by 19 percent from the comparable 2010 period primarily as a result of the 26 percent increase in the US\$ WTI benchmark price, partially offset by a stronger Canadian dollar. The Company's oil differential for the six month period ending June 30, 2011 was \$8.71 per bbl, or 9 percent, consistent with the comparable 2010 period which was \$7.24 per bbl, or 9 percent.

The Company's average selling price for gas of \$4.11 per mcf for the second quarter of 2011 was consistent with the second quarter of 2010. The Company's average selling price for gas of \$4.09 per mcf for the six month period ending June 30, 2011 decreased 10 percent from the same 2010 period, corresponding to the decrease in AECO benchmark prices.

Derivatives

The following is a summary of the realized derivative gain (loss) on oil and gas derivative contracts:

(\$000, except volume amounts)	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Average crude oil volumes hedged (bbls/d)	31,000	22,250	39	30,914	22,164	39
Crude oil realized derivative gain (loss)	(30,181)	1,534	(2,067)	(49,510)	699	(7,183)
per bbl	(5.58)	0.34	(1,741)	(4.29)	0.08	(5,463)
Average natural gas volumes hedged (GJ/d) ⁽¹⁾	9,000	10,000	(10)	9,000	8,011	12
Natural gas realized derivative gain	1,972	1,930	2	3,900	2,369	65
per mcf	0.54	0.59	(8)	0.50	0.37	35
Average barrels of oil equivalent hedged (boe/d)	32,422	23,830	36	32,336	23,430	38
Total realized derivative gain (loss)	(28,209)	3,464	(914)	(45,610)	3,068	(1,587)
per boe	(4.69)	0.69	(780)	(3.56)	0.31	(1,248)

(1) GJ/d is defined as gigajoules per day.

Management of cash flow variability is an integral component of Crescent Point's business strategy. Changing business conditions are monitored regularly and reviewed with the Board of Directors to establish risk management guidelines used by management in carrying out the Company's strategic risk management program. The risk exposure inherent in movements in the price of crude oil, natural gas and power, fluctuations in the US/Cdn dollar exchange rate and interest rate movements on long-term debt are all proactively managed by Crescent Point through the use of derivatives with investment-grade counterparties. The Company considers these derivative contracts to be an effective means to manage cash flow.

The Company's crude oil and natural gas derivatives are referenced to WTI and AECO, unless otherwise noted. Crescent Point utilizes a variety of derivatives including swaps, collars and put options to protect against downward commodity price movements while providing the opportunity for some upside participation during periods of rising prices. For commodities, Crescent Point's risk management policy allows for hedging a forward profile of 3½ years, and up to 65 percent net of royalty interest production.

The Company recorded a total realized derivative loss of \$28.2 million and \$45.6 million for the three and six months ended June 30, 2011, respectively, as compared to gains of \$3.5 million and \$3.1 million, respectively, for the same periods in 2010.

The Company's realized derivative loss for oil was \$30.2 million and \$49.5 million for the three and six months ended June 30, 2011, respectively, compared to gains of \$1.5 million and \$0.7 million, respectively, for the same periods in 2010. The realized losses in 2011 are largely attributable to the increase in the Cdn\$ WTI benchmark price over 2010, partially offset by an increase in the Company's average derivative price. During the three months ended June 30, 2011, the Cdn\$ WTI benchmark price increased by 24 percent, while the Company's average derivative oil price increased by 9 percent or \$7.70 per barrel, from \$81.16 per barrel in 2010 to \$88.86 per barrel in 2011. In the six months ended June 30, 2011, the Cdn\$ WTI benchmark price increased by 19 percent, while the Company's average derivative oil price increased by 8 percent or \$6.66 per barrel, from \$80.98 per barrel in 2010 to \$87.64 per barrel in 2011.

Crescent's Point's realized derivative gain for gas was \$2.0 million and \$3.9 million for the three and six months ended June 30, 2011, respectively, compared to \$1.9 million and \$2.4 million, respectively, for the same periods in 2010. The increased realized gain in the three months ended June 30, 2011 is largely attributable to the increase in the Company's average derivative gas price and decrease in the AECO benchmark price, partially offset by the decrease in gas volumes hedged. During the three months ended June 30, 2011, the Company's average derivative gas price increased from \$5.81 per GJ in 2010 to \$6.08 per GJ in 2011 and the AECO benchmark price decreased by 1 percent. The increased realized gain in the six month ended June 30, 2011 is largely attributable to the decrease in the AECO benchmark price, an increase in the Company's average derivative gas price and the Company hedging additional gas volumes as a result of increased production volumes. During the six months ended June 30, 2011, the AECO benchmark price decreased by 13 percent and the Company's average derivative gas price increased from \$5.82 per GJ in 2010 to \$6.03 per GJ in 2011.

The Company has not designated any of its risk management activities as accounting hedges under International Accounting Standard 39, *Financial Instruments: Recognition and Measurement* and, accordingly, has fair valued its derivatives.

The Company's unrealized derivative gain for the second quarter of 2011 was \$157.5 million compared to a gain of \$76.8 million in the same period in 2010. The unrealized derivative gain in the second quarter of 2011 is primarily attributable to the decrease in the Cdn\$ WTI forward benchmark price at June 30, 2011 compared to March 31, 2011. This gain was partially offset by a \$7.1 million loss relating to the Company's Cross Currency Interest Rate Swaps ("CCIRS") entered into in conjunction with the issuance of the US senior guaranteed notes on March 24, 2010 and April 14, 2011. The CCIRS related loss is attributable to the strengthening of the Cdn\$ forward exchange rate relative to the US\$. The unrealized gain in 2010 includes a \$35.8 million gain relating to the CCIRS entered into in March 2010; this gain is primarily attributable to the weakening of the Cdn\$ forward exchange rate relative to the US\$ during that time period. The remaining unrealized derivative gain in the second quarter of 2010 is primarily attributable to the decrease in the Cdn\$ WTI forward benchmark price at June 30, 2010 compared to March 31, 2010.

The unrealized derivative loss for the six months ended June 30, 2011 was \$37.4 million compared to a gain of \$89.1 million for the same period in 2010. The unrealized derivative loss in the six month period ended June 30, 2011 is largely attributable to the increase in the Cdn\$ WTI forward benchmark price at June 30, 2011 as compared to December 31, 2010. The remaining unrealized loss in 2011 includes a \$12.5 million loss relating to the Company's CCIRS; this is primarily attributable to a strengthening in Cdn\$ forward exchange rate relative to the US\$. The unrealized gain in 2010 includes a \$23.2 million gain relating to the Company's CCIRS; this is primarily attributable to a weakening in Cdn\$ forward exchange rate relative to the US\$. The remaining unrealized derivative gain in the six month period ended June 30, 2010 is largely attributable to the decrease in the Cdn\$ WTI forward benchmark price at June 30, 2010 as compared to December 31, 2009.

Revenues

(\$000s) ⁽¹⁾	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Crude oil and NGL sales	512,734	316,725	62	1,012,070	659,661	53
Natural gas sales	15,090	13,499	12	31,590	29,293	8
Total oil and gas sales	527,824	330,224	60	1,043,660	688,954	51

(1) Revenue is reported before transportation charges and realized derivatives.

Crude oil and NGL sales increased 62 percent in the three months ending June 30, 2011, from \$316.7 million in the second quarter of 2010 to \$512.7 million in the second quarter of 2011 primarily due to the 21 percent increase in production and 33 percent increase in realized prices. The increased production in the second quarter of 2011 is due to the Company's successful drilling program and the acquisitions completed in 2010. The increase in realized prices is largely a result of the increase in US\$ WTI benchmark price as compared to 2010 and narrowing differentials, partially offset by a stronger Canadian dollar.

Crude oil and NGL sales increased 53 percent in the six months ended June 30, 2011, from \$659.7 million in 2010 to \$1.0 billion in 2011, primarily due to the 29 percent increase in production and 19 percent increase in realized prices. The increased production in 2011 is due to the Company's successful drilling program and the acquisitions completed in 2010. The increase in realized prices is largely a result of the increase in US\$ WTI benchmark price as compared to 2010, partially offset by a stronger Canadian dollar.

Natural gas sales increased 12 percent in the three month period ending June 30, 2011 compared to the same period in 2010. The increase in the second quarter of 2011 is due to the 12 percent increase in production, resulting from the successful drilling in Viewfield, the Viewfield gas plant expansion and gas production acquired through capital acquisitions completed in 2010.

Natural gas sales increased 8 percent in the six month period ending June 30, 2011 compared to the same period in 2010. The increase is primarily due to the 20 percent increase in production, partially offset by the 10 percent decrease in realized prices. The increased production in 2011 is primarily due to successful drilling in Viewfield, the Viewfield gas plant expansion and gas production acquired through capital acquisitions completed in 2010. The decrease in realized prices is largely a result of the decrease in the AECO benchmark price.

Royalty Expenses

(\$000, except % and per boe amounts)	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Royalties	90,367	64,628	40	173,105	135,199	28
As a % of oil and gas sales	17	20	(3)	17	20	(3)
Per boe	15.02	12.93	16	13.50	13.46	-

Royalties increased by 40 percent and 28 percent in the three and six months ended June 30, 2011, respectively, compared to the same periods in 2010. This increase is largely due to the 60 percent and 51 percent increase in oil and gas sales and higher realized prices in the three and six month periods ending June 30, 2011, respectively, partially offset by the decrease in royalties as a percentage of sales. Royalties as a percentage of sales decreased 3 percent for the three and six month periods ending June 30, 2011 primarily due to royalty holidays associated with new wells drilled in Saskatchewan. In the six month period ending June 30, 2011, 114.5 net wells were drilled in Saskatchewan.

Operating Expenses

(\$000, except per boe amounts)	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Operating expenses	61,706	53,999	14	146,594	107,071	37
Per boe	10.26	10.81	(5)	11.44	10.66	7

Operating expenses per boe decreased 5 percent in the three month period ending June 30, 2011 compared to the same period in 2010. This decrease is due to the poor weather conditions in southern Saskatchewan, which resulted in the deferral of well servicing and equipment maintenance activities to the remainder of the year. In addition, favorable prior period adjustments were recorded in the second quarter of 2011.

Operating expenses per boe increased 7 percent in the six month period ending June 30, 2011 compared to the same period in 2010. This overall increase is due to poor weather conditions in southern Saskatchewan, which, in first quarter 2011, resulted in increased road maintenance, well servicing and emulsion trucking costs, partially offset by the impacts in the second quarter of 2011 discussed above.

Transportation Expenses

(\$000, except per boe amounts)	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Transportation expenses	10,998	8,347	32	24,640	17,376	42
Per boe	1.83	1.67	10	1.92	1.73	11

Transportation expenses per boe increased 10 percent and 11 percent in the three and six month periods ending June 30, 2011, respectively, compared to the same periods in 2010. The increase is primarily due to increased tolls on the Enbridge Saskatchewan pipeline gathering system, partially offset by reduced clean oil trucking in second quarter 2011 due to the wet weather conditions experienced in southern Saskatchewan. The increased tolls are a result of several projects recently completed by Enbridge Saskatchewan to increase system capacity to accommodate growing production in the area. The National Energy Board has ruled that the toll increase is temporary until industry participants, including Crescent Point, review the validity of the increase.

Netbacks

	Three months ended June 30				
	2011			2010	
	Crude Oil and NGL (\$/bbl)	Natural Gas (\$/mcf)	Total (\$/boe)	Total (\$/boe)	% Change
Average selling price	94.87	4.11	87.73	66.08	33
Royalties	(16.46)	(0.39)	(15.02)	(12.93)	16
Operating expenses	(10.76)	(0.96)	(10.26)	(10.81)	(5)
Transportation	(1.93)	(0.16)	(1.83)	(1.67)	10
Netback prior to realized derivatives	65.72	2.60	60.62	40.67	49
Realized gain (loss) on derivatives	(5.58)	0.54	(4.69)	0.69	(780)
Netback	60.14	3.14	55.93	41.36	35

	Six months ended June 30				
	2011			2010	
	Crude Oil and NGL (\$/bbl)	Natural Gas (\$/mcf)	Total (\$/boe)	Total (\$/boe)	% Change
Average selling price	87.78	4.09	81.42	68.60	19
Royalties	(14.73)	(0.42)	(13.50)	(13.46)	-
Operating expenses	(11.92)	(1.18)	(11.44)	(10.66)	7
Transportation	(1.99)	(0.23)	(1.92)	(1.73)	11
Netback prior to realized derivatives	59.14	2.26	54.56	42.75	28
Realized gain (loss) on derivatives	(4.29)	0.50	(3.56)	0.31	(1,248)
Netback	54.85	2.76	51.00	43.06	18

The Company's netback for the three months ended June 30, 2011 increased 35 percent to \$55.93 per boe from \$41.36 per boe in the same period in 2010. The increase in the Company's netback is primarily the result of the increase in the average selling price related to the increase in the Cdn\$ WTI benchmark price, narrow differentials and the decrease in operating expenses, partially offset by the realized derivative loss and increases in royalties and transportation expenses.

The netback for the six months ended June 30, 2011 increased 18 percent to \$51.00 per boe from \$43.06 per boe in the same period in 2010. The increase in the Company's netback is primarily the result of the increase in the average selling price related to the increase in the Cdn\$ WTI benchmark price, partially offset by the realized derivative loss and increases in operating and transportation expenses.

General and Administrative Expenses

(\$000, except per boe amounts)	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
General and administrative costs	15,350	10,516	46	25,819	26,301	(2)
Capitalized	(2,570)	(2,792)	(8)	(5,897)	(5,445)	8
Total general and administrative expenses	12,780	7,724	65	19,922	20,856	(4)
Transaction costs	(1,360)	(2,036)	(33)	(1,767)	(7,111)	(75)
Recovery of uncollectible amounts from SemCanada Crude Company	-	1,424	(100)	-	1,424	(100)
General and administrative expenses	11,420	7,112	61	18,155	15,169	20
Per boe	1.90	1.42	34	1.42	1.51	(6)

General and administrative expenses increased 61 percent and 20 percent in the three and six month periods ended June 30, 2011, respectively, compared to the same periods in 2010. These increases are primarily due to increased employee-related costs as a result of the growth of the Company. In the six month period, the increase was partially offset by a \$3.8 million correction of an estimate recorded in the first quarter of 2011.

Interest Expense

(\$000, except per boe amounts)	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Interest expense	15,183	15,720	(3)	29,784	29,458	1
Per boe	2.52	3.15	(20)	2.32	2.93	(21)

Interest expense decreased 3 percent and increased 1 percent in the three and six month periods ending June 30, 2011, respectively, compared to the same periods in 2010. The second quarter decrease is largely attributable to a decrease in the Company's effective interest rate. The lower effective interest rate is primarily due to lower realized hedging losses and reduced fees relating to the renegotiation of the Company's credit facility, partially offset by higher interest expense from the issuance of fixed rate senior guaranteed notes on April 14, 2011. Interest expense for the six month period ending June 30, 2011 remained consistent with the same period in 2010.

Crescent Point actively manages exposure to fluctuations in interest rates through interest rate swaps, short term banker's acceptances and the issuance of fixed rate senior guaranteed notes; refer to Derivatives section above.

Foreign Exchange

(\$000s)	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Realized						
Foreign exchange gain (loss)	(242)	(184)	32	(274)	44	(723)
Unrealized						
Foreign exchange gain (loss) on translation of US dollar senior guaranteed notes	1,926	(11,849)	(116)	7,734	(10,693)	(172)
Other foreign exchange gain (loss)	(2)	13	(115)	255	1	25,400
Foreign exchange gain (loss)	1,682	(12,020)	(114)	7,715	(10,648)	(172)

In 2010 and 2011, the Company closed two private offerings of senior guaranteed notes raising gross proceeds of US\$425.0 million and Cdn\$100.0 million. The Company records unrealized foreign exchange gains or losses on the revaluation of the US denominated senior guaranteed notes and related accrued interest. During the three and six month periods ended June 30, 2011, the Company recorded an unrealized foreign exchange gain on translation of US dollar senior guaranteed notes of \$1.9 million and \$7.7 million, respectively, compared to a loss of \$11.8 million and \$10.7 million in the same 2010 periods. The unrealized foreign exchange gain in 2011 is due to the strengthened Canadian dollar relative to the US dollar at June 30, 2011. The unrealized foreign exchange loss in 2010 was primarily the result of the weakened Canadian dollar relative to the US dollar at June 30, 2010.

Restricted Share Bonus Plan

Share-based Compensation Expense (\$000, except per boe amounts)	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Share-based compensation costs	19,037	20,536	(7)	42,689	41,422	3
Capitalized	(4,629)	(4,987)	(7)	(9,143)	(9,443)	(3)
Share-based compensation expense	14,408	15,549	(7)	33,546	31,979	5
Per boe	2.39	3.11	(23)	2.62	3.18	(18)

The Company has a Restricted Share Bonus Plan. Under the terms of this plan, the Company may grant restricted shares to directors, officers, employees and consultants. Restricted shares vest at 33⅓ percent on each of the first, second and third anniversaries of the grant date or at a date approved by the Board of Directors.

Restricted shares have also been granted pursuant to the Company's Annual Performance Awards ("APA"). The amounts and vesting profile of these awards are at the discretion of the Board of Directors.

Restricted shareholders are eligible for monthly dividends on their restricted shares, immediately upon grant.

Under the Restricted Share Bonus Plan, the Company is authorized to issue up to 11,000,000 shares. The Company had 4,183,816 restricted shares outstanding at June 30, 2011 compared with 4,100,654 restricted shares outstanding at June 30, 2010.

The Company recorded share-based compensation costs of \$19.0 million in the second quarter of 2011, based on the fair value of the shares on the date of the grant. Share-based compensation costs decreased 7 percent for the three month period ended June 30, 2011 compared to the same period in 2010 primarily due to a decrease related to APA awards, partially offset by the increase in the number of employees and the increase in the Company's share price in 2011.

During the six month period ending June 30, 2011, the Company recorded share-based compensation costs of \$42.7 million, an increase of 3 percent compared to the same period in 2010. Share-based compensation costs increased primarily due to the variances between the actual and estimated forfeiture rates, the increase in the number of employees and the increase in the Company's share price during 2011, partially offset by the decrease related to APA awards.

The Company capitalized \$4.6 million and \$9.1 million of share-based compensation in the three and six month periods ended June 30, 2011, respectively, compared to \$5.0 million and \$9.4 million for the same periods in 2010 due to the relative decrease in the APA awards capitalized.

Depletion, Depreciation and Amortization

(\$000, except per boe amounts)	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Depletion and depreciation	154,433	112,168	38	327,624	223,368	47
Amortization of E&E undeveloped land	61,086	32,703	87	121,066	60,390	100
Depletion, depreciation and amortization	215,519	144,871	49	448,690	283,758	58
Per boe	35.82	28.99	24	35.01	28.25	24

The depletion, depreciation and amortization ("DD&A") rate increased by 24 percent to \$35.82 per boe for the three months ended June 30, 2011 from \$28.99 in the same period of 2010. In the six months ending June 30, 2011, the DD&A rate increased 24 percent to \$35.01 from \$28.25 in the comparable 2010 period. These increases were primarily the result of the Company's business combinations completed in 2010. The Company's selected IFRS accounting policies are to deplete over proved plus probable reserves and to amortize exploration and evaluation ("E&E") undeveloped land by major area over the average primary lease term.

Taxes

(\$000s)	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Current tax expense (recovery)	(79)	-	-	(551)	1	(55,200)
Deferred tax expense	58,243	11,983	386	13,477	25,376	(47)

Current Tax Expense

The Company reported a current tax recovery of \$0.1 million and \$0.6 million for the three and six month periods ending June 30, 2011, respectively, as compared to a current tax expense of less than \$0.1 million for the same periods in 2010. Current tax amounts relate to adjustments for business combinations completed in prior periods.

Deferred Tax Expense

In the second quarter of 2011, the Company reported deferred tax expense of \$58.2 million as compared to \$12.0 million for the same period in 2010. The deferred tax expense in the second quarter of 2011 relates primarily to the \$157.5 million unrealized derivative gain. The deferred tax expense in the second quarter of 2010 also relates to the unrealized derivative gain recognized during the quarter. For the six month period ended June 30, 2011, the Company reported a deferred tax expense of \$13.5 million compared to \$25.4 million for the same period in 2010 primarily due to an increase in taxable temporary differences, partially offset by the \$37.4 million unrealized derivative loss recognized in 2011 compared to a \$89.1 million unrealized derivative gain recognized in 2010.

Funds Flow, Cash Flow and Net Income

(\$000, except per share amounts)	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Funds flow from operations	311,492	185,135	68	608,020	389,217	56
Funds flow from operations per share – diluted	1.14	0.84	36	2.23	1.80	24
Cash flow from operating activities	323,532	207,070	56	627,073	376,407	67
Cash flow from operating activities per share – diluted	1.18	0.94	26	2.30	1.74	32
Net income	184,924	71,626	158	82,707	109,630	(25)
Net income per share – diluted	0.68	0.33	106	0.30	0.51	(41)

Funds flow from operations increased to \$311.5 million in the second quarter of 2011 from \$185.1 million in 2010 and increased to \$1.14 per share – diluted from \$0.84 per share – diluted. The increase in funds flow from operations is primarily the result of increases in production volumes and the netback. Production volumes increased due to 2010 acquisitions and the Company's successful drilling and fracture stimulation programs. The netback increased as a result of the higher average selling price related to the increase in the Cdn\$ WTI benchmark price, narrowing differentials and a decrease in operating expenses, partially offset by the realized derivative loss and increases in royalties and transportation expenses. Funds flow from operations per share – diluted increased for the second quarter of 2011 for the same reasons discussed above, partially offset by the impact of the October 2010 equity offering.

In the six month period ending June 30, 2011, funds flow from operations increased to \$608.0 million from \$389.2 million in the same period in 2010 and increased to \$2.23 per share – diluted from \$1.80 per share – diluted. The increase in funds flow from operations is primarily the result of increases in production volumes and the operating netback. The operating netback increased as a result of the higher average selling price related to the increase in the Cdn\$ WTI benchmark price, partially offset by the realized derivative loss and increases in operating and transportation expenses. Funds flow from operations per share – diluted increased for the six months ending June 30, 2011 for the same reasons discussed above, partially offset by the impact of the October 2010 equity offering.

Cash flow from operating activities increased 56 percent to \$323.5 million in the second quarter of 2011, compared to \$207.1 million in 2010, for the same reasons as discussed above, as well as fluctuations in working capital. Cash flow from operating activities per share – diluted increased 26 percent to \$1.18 per share – diluted in the second quarter of 2011 for the same reasons discussed above. In the six month period ending June 30, 2011, cash flow from operating activities increased 67 percent to \$627.1 million for the same reasons discussed above.

The Company recorded net income of \$184.9 million for the second quarter of 2011, compared to net income of \$71.6 million in 2010, primarily as a result of the increase in funds flow from operations and the unrealized derivative gain recorded in 2011 compared to 2010, partially offset by the increase in DD&A and deferred income tax expense.

In the six month period ending June 30, 2011, net income decreased to \$82.7 million, compared to net income of \$109.6 million in the same period in 2010. The decrease in net income is largely a result of the increase in DD&A and the unrealized loss on derivatives of \$37.4 million in 2011 as compared to an unrealized gain on derivatives of \$89.1 million in 2010, partially offset by increased funds flow from operations.

As noted in the Derivatives section, the Company has not designated any of its risk management activities as accounting hedges under International Accounting Standard 39, *Financial Instruments: Recognition and Measurement*, and, accordingly, has fair valued its derivatives.

Crescent Point uses financial commodity derivatives, including swaps, costless collars and put options, to reduce the volatility of the selling price of its crude oil and natural gas production. This provides a measure of stability to the Company's cash flows and dividends over time. The Company's commodity derivatives portfolio extends out 3½ years from the current quarter.

IFRS 9, *Financial Instruments*, gives guidelines for accounting for financial derivatives not designated as accounting hedges. Financial derivatives that have not settled during the current quarter are fair valued. The change in fair value from the previous quarter represents a gain or loss that is recorded in net income. As such, if benchmark oil and natural gas prices rise during the quarter, the Company records a loss based on the change in price multiplied by the volume of oil and natural gas hedged. If prices fall during the quarter, the Company records a gain. The prices used to record the actual gain or loss are subject to an adjustment for volatility, then the resulting gain (asset) or loss (liability) is discounted to a present value using a risk free rate adjusted for counterparty risk.

Crescent Point's underlying physical reserves are not fair valued each quarter, hence no gain or loss associated with price changes is recorded; the Company realizes the benefit/detriment of any price increase/decrease in the period which the physical sales occur.

The Company's financial results should be viewed with the understanding that the future gain or loss on financial derivatives is recorded in the current period's results, while the future value of the underlying physical sales is not.

Dividends

The following table provides a reconciliation of dividends:

(\$000, except per share amounts)	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Accumulated dividends, beginning of period	2,158,800	1,460,613	48	1,971,209	1,313,689	50
Dividends declared to shareholders	188,881	150,155	26	376,472	297,079	27
Accumulated dividends, end of period	2,347,681	1,610,768	46	2,347,681	1,610,768	46
Accumulated dividends per share, beginning of period	18.48	15.72	18	17.79	15.03	18
Dividends to shareholders per share	0.69	0.69	-	1.38	1.38	-
Accumulated dividends per share, end of period	19.17	16.41	17	19.17	16.41	17

The Company maintained monthly dividends of \$0.23 per share during the first half of 2011.

Dividends increased 26 percent in the second quarter of 2011 and 27 percent in the six month period ended June 30, 2011, compared to the same periods in 2010. The increase in dividends relates to an increase in the number of shares outstanding resulting from the 2010 acquisitions, the bought deal financings which closed in June and October 2010 and the Dividend Reinvestment Plan ("DRIP") program, whereby the Company issues shares to shareholders in lieu of cash dividends.

Crescent Point believes it is well positioned to maintain monthly dividends as the Company continues to exploit and develop its resource plays. Crescent Point's risk management strategy minimizes exposure to commodity price volatility and provides a measure of sustainability to dividends through periods of fluctuating market prices.

Investments in Marketable Securities

In the fourth quarter of 2007, Crescent Point received 1.5 million shares of a publicly traded exploration and production company for \$1.00 per share or \$1.5 million in connection with a disposition of properties. The investment is classified as a financial asset at fair value through profit and loss and is fair valued with the resulting gain or loss recorded in net income. The investment is recorded at fair value which is \$0.7 million less than the original cost of the investment.

Long-Term Investments

The Company holds common shares in publicly traded and private oil and gas companies. The investments are classified as financial assets at fair value through profit and loss and are fair valued with the resulting gain or loss recorded in net income. The investments are recorded at fair value which is \$9.3 million more than the original cost of the investments.

Reclamation Fund

Crescent Point established a reclamation fund for future decommissioning costs and environmental emissions reduction costs. The Company currently contributes \$0.45 per produced boe to the fund, of which \$0.15 per boe is for future decommissioning costs and \$0.30 per boe is for environmental emissions reduction costs.

The reclamation fund increased by \$2.0 million during the second quarter of 2011 due to contributions of \$2.7 million, partially offset by expenditures of \$0.7 million. The expenditures of \$0.7 million pertained primarily to environmental work completed in southeast Saskatchewan.

Related Party Transactions

All related party transactions are recorded at the exchange amount.

During the three and six months ended June 30, 2011, Crescent Point recorded \$0.3 million and \$0.6 million, respectively, (June 30, 2010 - \$0.4 million and \$0.8 million, respectively) of legal fees in the normal course of business to a law firm of which a partner is also a director of the Company and a second partner was the Company's Corporate Secretary.

Capital Expenditures

(\$000s)	Three months ended June 30			Six months ended June 30		
	2011	2010	% Change	2011	2010	% Change
Capital acquisitions (net) ⁽¹⁾	35,790	(3,952)	1,006	35,250	550,113	(94)
Development capital expenditures	108,899	189,446	(43)	430,261	363,545	18
Capitalized administration ⁽²⁾	2,570	2,792	(8)	5,897	5,445	8
Office equipment	386	1,339	(71)	563	3,076	(82)
Total	147,645	189,625	(22)	471,971	922,179	(49)

(1) Capital acquisitions represent total consideration for the transactions including net debt and excluding transaction costs.

(2) Capitalized administration excludes capitalized share-based compensation.

Capital Acquisitions

Shelter Bay

On July 2, 2010, Crescent Point completed the acquisition, by way of plan of arrangement, of all remaining issued and outstanding common shares of Shelter Bay, a private oil and gas company with properties contiguous with Crescent Point's existing core areas in southern Saskatchewan. Total consideration of approximately \$1.2 billion included the issuance of approximately 24.4 million shares, assumed long-term debt, working capital, long-term investment and the historical cost of Crescent Point's previously held equity investment of \$200.4 million (a combined \$1.2 billion was allocated to property, plant and equipment ("PP&E") and E&E assets). The goodwill recognized on acquisition is attributed to the expected future cash flows derived from unbooked possible reserves.

Private Company

On July 5, 2010, Crescent Point completed the acquisition, by way of plan of arrangement, of all issued and outstanding common shares of a private oil and gas company with exploratory land in southern Alberta prospective for multi-zone light oil opportunities. Total consideration of approximately \$95.6 million included the issuance of approximately 0.7 million shares, assumed long-term debt and working capital (a combined \$107.6 million was allocated to PP&E and E&E assets).

Ryland Oil Corp.

On August 20, 2010, Crescent Point completed the acquisition, by way of plan of arrangement, of all remaining issued and outstanding common shares of Ryland Oil Corp., a public oil and gas company with properties primarily located in Crescent Point's Flat Lake area in southeastern Saskatchewan and North Dakota. Total consideration of approximately \$116.3 million included the issuance of approximately 2.2 million shares, assumed long-term debt, working capital and the historical cost of Crescent Point's previously held equity investment of \$7.6 million (a combined \$122.4 million was allocated to PP&E and E&E assets).

Minor Property Acquisitions and Dispositions

Minor property acquisitions, dispositions and purchase price adjustments during the six months ended June 30, 2011 amounted to additions to PP&E and E&E assets of \$35.3 million (\$36.0 million was allocated to PP&E and E&E assets).

Development Capital Expenditures

The Company's development capital expenditures for the second quarter of 2011 were \$108.9 million, compared to \$189.4 million for the same period in 2010. In the second quarter of 2011, 25 (9.7 net) wells were drilled with a success rate of 100 percent. The development capital for the second quarter of 2011 included \$63.0 million on facilities, land and seismic.

The Company's development capital expenditures for the six months ended June 30, 2011 were \$430.3 million compared to \$363.5 million for the same period in 2010. In the first half of 2011, 171 (121.2 net) wells were drilled with a success rate of 100 percent. The development capital for the first half of 2011 included \$136.8 million on facilities, land and seismic.

Crescent Point's budgeted capital program for 2011 is approximately \$1.0 billion, not including acquisitions. The Company searches for acquisition opportunities that align with strategic parameters and evaluates each prospect on a case-by-case basis.

Goodwill

The Company's goodwill balance as at June 30, 2011 of \$207.7 million is attributable to the corporate acquisitions of Shelter Bay, TriAxon Resources Ltd., Tappit Resources Ltd., Capio Petroleum Corporation and Bulldog Energy Inc. during the period 2003 through 2010.

Decommissioning Liability

The decommissioning liability increased by \$3.9 million during the second quarter of 2011 from \$330.8 million as at March 31, 2011 to \$334.7 million as at June 30, 2011. This increase relates to accretion expense of \$2.5 million, liabilities of \$0.8 million as a result of capital acquisitions, \$0.6 million recorded relating to changes in estimates pertaining to discount rates and \$0.4 million recorded in respect of drilling, partially offset by \$0.4 million for liabilities settled.

Liquidity and Capital Resources

Capitalization Table		
(\$000, except share, per share and percent amounts)	June 30, 2011	December 31, 2010
Net debt	1,139,088	1,116,463
Shares outstanding ⁽¹⁾	273,278,763	266,911,154
Market price at end of period (per share)	44.57	44.19
Market capitalization	12,180,034	11,794,804
Total capitalization	13,319,122	12,911,267
Net debt as a percentage of total capitalization	9%	9%
Annual funds flow from operations	1,101,665	882,862
Net debt to funds flow from operations ⁽²⁾	1.0	1.3

(1) Common shares outstanding balance at June 30, 2011 includes 932,222 common shares issued on July 15, 2011 pursuant to the DRIP program.

(2) The net debt reflects the financing of acquisitions, however, the funds flow from operations only reflects funds flow from operations generated from the acquired properties since the closing date of the acquisitions.

The Company's net debt is calculated as current liabilities plus long-term debt less current assets and long-term investments, but excludes derivative assets, derivative liabilities and unrealized foreign exchange on translation of US dollar senior guaranteed notes.

The Company has a syndicated credit facility with twelve banks and an operating credit facility with one Canadian chartered bank totaling \$1.6 billion. As at June 30, 2011, the Company had approximately \$635 million drawn on bank credit facilities, including \$10.4 million outstanding pursuant to letters of credit, leaving unutilized borrowing capacity of approximately \$965 million.

In 2010 and 2011, the Company closed private offerings of senior guaranteed notes raising gross proceeds of US\$425.0 million and Cdn\$100.0 million. These notes rank *pari passu* with the Company's bank credit facilities and are unsecured with original terms of maturity from 5 to 10 years. Concurrent with the issuance of the US\$425 million senior guaranteed notes, the Company entered into CCIRS with a syndicate of financial institutions. Under the terms of the CCIRS, the amount of the US notes was fixed for purposes of interest and principal repayments at a notional amount of Cdn\$424.6 million.

At June 30, 2011, Crescent Point was capitalized with 91 percent equity, consistent with December 31, 2010. The Company's net debt to funds flow from operations ratio at June 30, 2011 was 1.0 times (December 31, 2010 – 1.3 times). This decrease is largely due to the increase in annual funds flow from operations. Crescent Point's target average net debt to 12 month cash flow is approximately 1.0 times.

The Company has a successful DRIP program which raised \$221.4 million in the first half of 2011 (year ended December 31, 2010 - \$377.0 million).

Crescent Point's development capital budget for 2011 was set at \$1.0 billion, with average 2011 production forecast at 72,500 boe/d.

Crescent Point's management believes that with the high quality reserve base and development inventory, excellent balance sheet and solid hedging program, the Company is well positioned to continue generating strong operating and financial results through 2011 and beyond.

Shareholders' Equity

At June 30, 2011, Crescent Point had 273.3 million common shares issued and outstanding compared to 266.9 million shares at December 31, 2010. The increase of 6.4 million shares relates primarily to shares issued pursuant to the DRIP program during the first half of 2011 for proceeds of \$221.4 million.

Crescent Point's total capitalization increased to \$13.3 billion at June 30, 2011 compared to \$12.9 billion at December 31, 2010, with the market value of the shares representing 91 percent of the total capitalization.

Critical Accounting Estimates

The preparation of the Company's consolidated financial statements requires management to adopt accounting policies that involve the use of significant estimates and assumptions. These estimates and assumptions are developed based on the best available information and are believed by management to be reasonable under the existing circumstances. New events or additional information may result in the revision of these estimates over time. A summary of the significant accounting policies used by Crescent Point can be found in Note 3 of the June 30, 2011 unaudited consolidated financial statements. The following discussion highlights the significant changes in the Company's critical accounting estimates from those disclosed in the MD&A for the year ended December 31, 2010, as a result of the adoption of IFRS.

Opening Balance Sheet – Full Cost Pool

On transition to IFRS, the Company's PP&E assets accumulated in country cost centres were allocated pro-rata based on proved reserve values to major areas, which consolidate into Cash Generating Units ("CGUs"). The estimation of reserves is an inherently complex process requiring significant judgment. Estimates of economically recoverable oil and gas reserves are

based upon a number of variables and assumptions such as geoscientific interpretation, production forecasts, commodity prices, costs and related future cash flows, all of which may vary considerably from actual results. The resulting fair value estimates may not necessarily be indicative of the amounts that may be realized or settled in a current market transaction, nor do they represent costs historically spent.

Exploration and Evaluation

Determination of technical feasibility and commercial viability, based on the presence of reserves, results in the transfer of assets from E&E assets to PP&E. This decision involves a number of assumptions including geoscientific interpretation, production forecasts, commodity prices, costs and related future cash flows, all of which may vary considerably from actual results.

Asset Impairments

For purposes of impairment testing, PP&E is aggregated into CGUs based on separately identifiable and largely independent cash inflows. The determination of the Company's CGUs is subject to judgment. In addition, the testing of CGUs for impairment, as well as the assessment of potential impairment reversals, requires an estimate of the recoverable amount. The estimate of the recoverable amount requires a number of assumptions and estimates including geoscientific interpretation, production forecasts, commodity prices, costs and related future cash flows, all of which may vary considerably from actual results. These estimates are expected to be revised upward or downward over time, as additional information such as reservoir performance becomes available, or as economic conditions change.

Decommissioning Liabilities

Upon retirement of its oil and gas assets, the Company anticipates incurring substantial costs associated with decommissioning. The total decommissioning liability was estimated by management based on the Company's net ownership in wells and facilities. This includes all estimated costs to abandon, reclaim or decommission wells and facilities and the estimated timing of the costs to be incurred in future periods. Estimates of these costs are subject to uncertainty associated with the method, timing and extent of future decommissioning activities. The liability, the related asset and the expense are impacted by estimates with respect to the cost and timing of decommissioning.

The discount rate used to estimate decommissioning liabilities is updated each reporting period under IFRS, changes in the risk free rate can change the amount of the liability, and these changes could potentially be material in the future.

Share-based Compensation

Compensation costs recorded pursuant to share-based compensation plans are subject to estimated fair values, forfeiture rates and the future attainment of performance criteria.

Financial Instruments

The estimated fair value of derivative instruments resulting in derivative assets and liabilities, by their very nature, are subject to measurement uncertainty.

Business Combinations

Business combinations are accounted for using the acquisition method of accounting. The determination of fair value often requires management to make assumptions and estimates about future events. The assumptions and estimates with respect to determining the fair value of PP&E and E&E assets acquired generally require the most judgment and include estimates of reserves acquired, forecast benchmark commodity prices, and discount rates. Changes in any of the assumptions or estimates used in determining the fair value of acquired assets and liabilities could impact the amounts assigned to assets, liabilities and goodwill in the purchase price allocation. Future net earnings can be affected as a result of changes in future DD&A, asset impairment or goodwill impairment.

Future Taxes

Tax regulations and legislation and the interpretations thereof are subject to change. In addition, deferred income tax liabilities recognize to the extent that temporary differences will be payable in future periods. The calculation of the liability involves a significant amount of estimation including an evaluation of when the temporary differences will reverse, an analysis of the amount of future taxable earnings, the availability of cash flows and the application of tax laws. Significant changes in tax regulations and legislation and the other assumptions listed are subject to measurement uncertainty.

Adoption of International Financial Reporting Standards

The Company has applied IFRS in 2011. In accordance with IFRS 1, the Company's transition date to IFRS was January 1, 2010 and, therefore, the comparative information for 2010 has been prepared in accordance with IFRS. The 2009 financial information contained within this MD&A has been prepared following previous GAAP and has not been re-presented.

The Company concluded that the adoption of IFRS did not have a significant impact on any of our internal control processes. In terms of financial literacy, the Company has plans to continue to hold IFRS information sessions throughout 2011 to ensure that there is a strong level of knowledge of IFRS throughout our organization.

The information below summarizes the significant accounting policies that the Company has adopted under IFRS as well as the actual impact of adopting the policies.

Accounting Policies

The Company's consolidated financial statements for the year ending December 31, 2011 must use the IFRS standards in effect on December 31, 2011 and, therefore, the unaudited consolidated financial statements for the three and six month periods ending June 30, 2011 have been prepared using the standards that are expected to be effective at the end of 2011. However, the Company's IFRS accounting policies will only be finalized when the first annual IFRS consolidated financial statements are prepared for the year ending December 31, 2011. Therefore, certain accounting policies that the Company currently expects to follow under IFRS may not be adopted and the application of such policies to certain transactions or circumstances may be modified. As a result, the unaudited consolidated financial statements for the three and six month periods ended June 30, 2011 are subject to change.

The Company's unaudited consolidated financial statements for the three and six month periods ended June 30, 2011 provide the following reconciliations from previous GAAP to IFRS:

- Consolidated balance sheets as at January 1, 2010 and December 31, 2010;
- Consolidated shareholders' equity as at June 30, 2010; and
- Consolidated statements of income and comprehensive income for the three and six months ended June 30, 2010 and year ended December 31, 2010, respectively.

A summary of the significant accounting policies that the Company has adopted in the transition from previous GAAP to IFRS, including the significant elections and exemptions that are allowed upon first time adoption of IFRS, as well as the significant impacts on these consolidated financial statements, have been provided below. Note that the IFRS balances provided below are not audited.

Property, Plant and Equipment

Under previous GAAP, Crescent Point accounted for its oil and gas properties in country cost centres using full-cost accounting. IFRS 1 provides the option for entities using full-cost accounting for oil and gas activities under previous GAAP to elect to measure oil and gas assets at the Transition Date at the historical net book value or at fair value, rather than applying IFRS rules retrospectively. The Company elected to measure its oil and gas assets at the net book value determined under previous GAAP, resulting in undeveloped land of \$586.5 million being reclassified to exploration and evaluation assets on Transition Date. The remaining development and production assets that were accumulated in country cost centres under previous GAAP could be allocated to the cost centre's underlying assets pro-rata using reserve volumes or values. The Company elected to allocate these assets using reserve values.

Under IFRS, development and production assets are depleted at the major area level using the unit-of-production method based on the estimated proved plus probable reserves before royalties, whereas, under previous GAAP these assets were accumulated in country cost centres and depleted using the unit-of-production method based on the estimated proved reserves before royalties. As a result of depleting at the major area level based on proved plus probable reserves before royalties, DD&A decreased \$42.5 million, \$82.9 million and \$186.8 million for the three and six month periods ended June 30, 2010 and year ended December 31, 2010, respectively, with a corresponding increase to PP&E.

The carrying amounts of PP&E are grouped into CGUs and reviewed quarterly for indicators of impairment. Indicators are events or changes in circumstances that indicate the carrying amount may not be recoverable. If indicators of impairment exist, the recoverable amount of the CGU is estimated. If the carrying amount exceeds the recoverable amount, the CGU is written down with an impairment recognized in net income.

Assets are grouped into CGUs based on separately identifiable and largely independent cash inflows. Estimates of future cash flows used in the calculation of the recoverable amount are based on reserve evaluation reports prepared by independent petroleum reservoir engineers. The recoverable amount is the higher of fair value less cost to sell and the value-in-use. Fair value less cost to sell is derived by estimating the discounted after-tax future net cash flows. Discounted future net cash flows are based on forecasted commodity prices and costs over the expected economic life of reserves and discounted using market-based rates. Value-in-use is assessed using the present value of the expected future cash flows.

Impairments of PP&E are reversed when there has been a subsequent increase in the recoverable amount, but only to the extent of what the carrying amount would have been had no impairment been recognized.

The impairment test of PP&E was performed at January 1, 2010 in accordance with IFRS and no impairments existed. At December 31, 2010 and June 30, 2011, there were no indicators of impairment, therefore an impairment test of PP&E was not required.

Exploration and Evaluation

Exploration and evaluation assets are comprised of the accumulated expenditures incurred in an area where technical feasibility and commercial viability has not yet been determined. Exploration and evaluation assets include undeveloped land and any drilling costs thereon. At December 31, 2010 and January 1, 2010, E&E assets of \$1.1 billion and \$586.5 million, respectively, were recognized, whereas these amounts were included in PP&E under previous GAAP.

Technical feasibility and commercial viability are considered to be determinable when reserves are discovered. Upon determination of reserves, E&E assets attributable to those reserves are first tested for impairment and then reclassified from E&E assets to PP&E.

The Company's policy under IFRS is to amortize E&E undeveloped land by major area over the average primary lease term; under previous GAAP, undeveloped land was not amortized. Accordingly, DD&A increased \$32.7 million, \$60.4 million and \$155.2 million for the three and six month periods ended June 30, 2010 and year ended December 31, 2010, respectively, with a corresponding decrease to E&E assets.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) indicators suggest that the carrying amount exceeds the recoverable amount. Exploration and evaluation assets are tested for impairment at the operating segment level by combining E&E assets with PP&E. The recoverable amount includes discounted after tax future net cash flows as described in the PP&E impairment test, plus the fair market values of undeveloped land and seismic. Impairments of E&E assets are reversed when there has been a subsequent increase in the recoverable amount, but only to the extent of what the carrying amount would have been had no impairment been recognized.

The impairment test of E&E was performed at January 1, 2010 in accordance with IFRS and no impairments existed. At December 31, 2010 and June 30, 2011, there were no indicators of impairment, therefore, an impairment test of E&E was not required.

Decommissioning liability

The Company recognizes the present value of a decommissioning liability in the period in which it is incurred. The obligation is recorded as a liability on a discounted basis using the relevant risk free rate, with a corresponding increase to the carrying amount of the related asset. Under previous GAAP, a credit-adjusted risk free discount rate was used to estimate the Company's decommissioning liability. For entities taking the full-cost oil and gas accounting exemption discussed above, IFRS 1 requires that any difference in the decommissioning liability calculated between IFRS and previous GAAP be recognized directly in retained earnings; accordingly, on transition, the Company's decommissioning liability increased \$77.1 million, deferred income tax liability decreased by \$20.1 million and accumulated deficit increased \$57.0 million. At December 31, 2010, the Company's decommissioning liability was \$129.5 million higher under IFRS than under previous GAAP.

Business Combinations

The Company elected to apply the IFRS 1 exemption on business combinations and did not restate any business combinations that closed prior to the Transition Date. Effective January 1, 2010 under previous GAAP, the Company adopted the business combination standard that was converged with the IFRS business combination standard, resulting in no material differences recorded during 2010.

Share-based compensation

In accordance with IFRS 2 *Share-based Payment*, as at the Transition Date, the Company revalued its contributed surplus arising from share-based compensation to recognize an estimated forfeiture rate on restricted shares of 4 percent and a 4 year service period commencing January 1, 2009 for the restricted shares granted in January 2010 pursuant to the Company's APA. Under previous GAAP, forfeitures are recorded as they occur and the APA granted in January 2010 was amortized over the vesting period of 3 years.

Under previous GAAP, expense recognition generally cannot occur before the grant date. Under IFRS the grant date cannot be earlier than the date the awards are approved, however IFRS requires the entity to record an expense for employee's service as received, which may be earlier than the grant date.

Under IFRS, deferred income tax does not arise from capitalized share-based compensation. Therefore, amounts recorded under previous GAAP during 2010 were adjusted accordingly.

Royalties

Under IFRS, royalties include the Saskatchewan Corporation Capital Tax Resource Surcharge, which was classified as capital and other taxes under previous GAAP. Accordingly, \$12.3 million and \$27.4 million was reclassified to royalties for the six months and year ended June 30, 2010 and December 31, 2010, respectively, with a corresponding decrease to current tax expense.

Early adoption of IFRS 9

The Company has early adopted IFRS 9, *Financial Instruments*, as issued in November 2009 and revised in October 2010 (with a date of initial application of January 1, 2010). This new standard replaces the current multiple classification and measurement model for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value. Classification depends on the entity's business model for managing financial instruments and the contractual cash flow characteristics of the financial instrument. In addition, the fair value option for financial liabilities was amended. The changes in fair value attributable to a liability's credit risk will be recorded in other comprehensive income rather than through net income, unless this presentation creates an accounting mismatch. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to net income.

These changes in accounting policy are applied on a prospective basis from January 1, 2010.

Future Changes in Accounting Policies

Crescent Point will adopt all IFRS accounting standards in effect on December 31, 2011.

The following standards and amendments have not been adopted as they apply to future periods. They may result in future changes to our existing accounting policies and disclosures. The Company is currently evaluating the impact that these standards will have on our results of operations and financial position:

- IFRS 10 *Consolidated Financial Statements* – in May 2011, the IASB issued IFRS 10 which provides additional guidance to determine whether an investee should be consolidated. The guidance applies to all investees, including special purpose entities. The standard is required to be adopted for periods beginning January 1, 2013.
- IFRS 11 *Joint Arrangements* – in May 2011, the IASB issued IFRS 11 which presents a new model for determining whether an entity should account for joint arrangements using proportionate consolidation or the equity method. An entity will have to follow the substance rather than legal form of a joint arrangement and will no longer have a choice of accounting method. The standard is required to be adopted for periods beginning January 1, 2013.
- IFRS 12 *Disclosure of Interests in Other Entities* – in May 2011, the IASB issued IFRS 12 which aggregates and amends disclosure requirements included within other standards. The standard requires an entity to provide disclosures about subsidiaries, joint arrangements, associates and unconsolidated structured entities. The standard is required to be adopted for periods beginning January 1, 2013.
- IFRS 13 *Fair Value Measurement* – in May 2011, the IASB issued IFRS 13 to provide comprehensive guidance for instances where IFRS requires fair value to be used. The standard provides guidance on determining fair value and requires disclosures about those measurements. The standard is required to be adopted for periods beginning January 1, 2013.
- IAS 1 *Presentation of Items of Other Comprehensive Income* – in June 2011, the IASB issued amendments to IAS 1 Presentation of Financial Statements to separate items of other comprehensive income that may be subsequently reclassified to income. The standard is required to be adopted for periods beginning on or after July 1, 2012.
- IAS 27 *Separate Financial Statements* has been amended to conform to the changes made in IFRS 10 but retains the current guidance for separate financial statements.
- IAS 28 *Investments in Associates and Joint Ventures* has been amended to conform to the changes made in IFRS 10 and IFRS 11.

Summary of Quarterly Results

(\$000, except per share amounts)	2011		2010				2009 – Previous GAAP ⁽¹⁾	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Oil and gas sales	527,824	515,836	453,311	393,499	330,224	358,730	327,500	264,936
Average daily production								
Crude oil and NGLs (bbls/d)	59,390	68,060	62,640	58,390	48,928	50,152	46,022	40,854
Natural gas (mcf/d)	40,329	45,085	42,831	42,947	35,919	35,456	36,134	32,806
Total (boe/d)	66,112	75,574	69,779	65,548	54,915	56,061	52,044	46,322
Net income (loss)	184,924	(102,217)	(50,905)	(7,804)	71,626	38,004	(4,024)	45,357
Net income (loss) per share	0.68	(0.38)	(0.19)	(0.03)	0.33	0.18	(0.02)	0.28
Net income (loss) per share – diluted	0.68	(0.38)	(0.19)	(0.03)	0.33	0.18	(0.02)	0.28
Cash flow from operating activities	323,532	303,541	235,464	204,583	207,070	169,337	199,141	150,067
Cash flow from operating activities per share	1.19	1.13	0.89	0.82	0.96	0.81	1.03	0.94
Cash flow from operating activities per share – diluted	1.18	1.12	0.88	0.81	0.94	0.79	1.02	0.92
Funds flow from operations	311,492	296,528	263,221	230,424	185,135	204,082	191,292	155,415
Funds flow from operations per share	1.15	1.11	1.00	0.92	0.86	0.97	0.99	0.97
Funds flow from operations per share – diluted	1.14	1.10	0.98	0.91	0.84	0.96	0.98	0.96
Working capital (deficit) ⁽²⁾	3,554	(124,350)	(103,477)	(128,225)	150,637	144,113	148,190	166,274
Total assets	8,013,479	8,062,974	7,943,884	7,718,016	6,176,571	6,087,271	5,439,430	4,102,058
Total liabilities	2,556,096	2,732,582	2,451,796	2,479,976	1,871,987	2,174,420	1,460,952	1,511,578
Net debt	1,139,088	1,228,508	1,116,463	1,340,196	691,505	976,018	370,937	741,287
Total long-term derivative liabilities	111,589	182,292	74,630	41,381	17,151	33,590	42,243	-
Weighted average shares – diluted (thousands)	273,743	270,789	267,405	253,991	219,299	213,502	194,943	162,615
Capital expenditures ⁽³⁾	147,645	324,326	330,972	1,796,250	189,625	732,554	1,207,950	638,551
Dividends declared	188,881	187,591	184,688	175,753	150,155	146,924	138,156	113,158
Dividends declared per share	0.69	0.69	0.69	0.69	0.69	0.69	0.69	0.69

(1) The Company's IFRS transition date was January 1, 2010, therefore, 2009 comparative information has not been restated.

(2) Working capital (deficit) is calculated as current assets less current liabilities, excluding derivative assets and liabilities, plus long-term investments and investment in associate.

(3) Capital expenditures exclude capitalized share-based compensation and include capital acquisitions. Capital acquisitions represent total consideration for the transactions including long-term debt and working capital assumed, and commencing January 1, 2010, excluding transaction costs.

Over the past eight quarters, the Company's oil and gas sales have generally increased due to several business combinations and our successful drilling program. Significant fluctuations in the Cdn\$ WTI benchmark price and corporate oil differentials have also contributed to the fluctuations in oil and gas sales.

Net income has fluctuated primarily due to changes in funds flow from operations, unrealized derivative gains and losses on oil and gas derivative contracts, which fluctuate with the changes in forward market prices, along with fluctuations in the deferred tax expense (recovery).

Capital expenditures fluctuated through this period as a result of timing of acquisitions and our development drilling program. Funds flow from operations and cash flow from operating activities throughout the last eight quarters has allowed the Company to maintain stable monthly dividends.

Internal Control update

Crescent Point is required to comply with Multilateral Instrument 52-109 "Certification of Disclosure in Issuers' Annual and Interim Filings". The certificate requires that Crescent Point disclose in the interim MD&A any changes in Crescent Point's internal control over financial reporting that occurred during the period that has materially affected, or is reasonably likely to materially affect Crescent Point's internal control over financial reporting. Crescent Point confirms that no such changes were made to internal controls over financial reporting during the second quarter of 2011.

Outlook

Crescent Point's upwardly revised 2011 exit guidance is as follows:

	Prior	Revised
Production		
Oil and NGL (bbls/d)	65,375	65,375
Natural gas (mcf/d)	42,750	42,750
Total (boe/d)	72,500	72,500
Exit (boe/d)	75,000	76,500
Funds flow from operations (\$000)	1,190,000	1,180,000
Funds flow per share – diluted (\$)	4.30	4.26
Cash dividends per share (\$)	2.76	2.76
Capital expenditures (\$000) ⁽¹⁾	800,000	1,000,000
Wells drilled, net	311	312
Pricing		
Crude oil – WTI (US\$/bbl)	96.00	95.00
Crude oil – WTI (Cdn\$/bbl)	95.05	93.14
Natural gas – Corporate (Cdn\$/mcf)	3.60	3.85
Exchange rate (US\$/Cdn\$)	1.01	1.02

(1) The projection of capital expenditures excludes acquisitions, which are separately considered and evaluated.

Additional information relating to Crescent Point is available on SEDAR at www.sedar.com.

Forward-Looking Information

Certain statements contained in this management's discussion and analysis constitute forward-looking statements and are based on Crescent Point's beliefs and assumptions based on information available at the time the assumption was made. By its nature, such forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements should not be unduly relied upon. These statements are effective only as of the date of this report.

Certain statements contained in this report, including statements related to Crescent Point's capital expenditures, projected asset growth, view and outlook toward future commodity prices, drilling activity and statements that contain words such as "could", "should", "can", "anticipate", "expect", "believe", "will", "may", "projected", "sustain", "continues", "strategy", "potential", "projects", "grow", "take advantage", "estimate", "well positioned" and similar expressions and statements relating to matters that are not historical facts constitute "forward-looking information" within the meaning of applicable Canadian securities legislation. The material assumptions in making these forward-looking statements are disclosed in this analysis under the headings "Dividends", "Capital Expenditures", "Decommissioning Liability", "Liquidity and Capital Resources", "Critical Accounting Estimates", "New Accounting Pronouncements" and "Outlook".

In particular, forward-looking statements include, but are not limited to:

- Crescent Point's 2011 guidance as outlined in the Outlook section;
- Maintaining monthly dividends; and
- Target average net debt to 12 month funds flow of approximately 1.0 times.

All of the material assumptions underlying these statements are noted in the "Dividends", "Capital Expenditures", "Decommissioning Liability", "Liquidity and Capital Resources", "Critical Accounting Estimates" and "Outlook" sections of this report.

The following are examples of references to forward-looking information:

- Volume and product mix of Crescent Point's oil and gas production;
- Future oil and gas prices and interest rates in respect of Crescent Point's commodity risk management programs;
- The amount and timing of future decommissioning liabilities;
- Future liquidity and financial capacity;
- Future interest rates and exchange rates;
- Future results from operations and operating metrics;
- Future development, exploration and other expenditures;
- Future costs, expenses and royalty rates;
- Future tax rates; and
- The Company's tax pools.

This information contains certain forward-looking estimates that involve substantial known and unknown risks and uncertainties, certain of which are beyond Crescent Point's control. Such risks and uncertainties include, but are not limited to: financial risk of marketing reserves at an acceptable price given market conditions; volatility in market prices for oil and natural gas; delays in business operations, pipeline restrictions, blowouts; the risk of carrying out operations with minimal environmental impact; industry conditions including changes in laws and regulations including the adoption of new environmental laws and regulations and changes in how they are interpreted and enforced; uncertainties associated with estimating oil and natural gas reserves and Discovered Petroleum Initially in Place; economic risk of finding and producing reserves at a reasonable cost; uncertainties associated with partner plans and approvals; operational matters related to non-operated properties; increased competition for, among other things, capital, acquisitions of reserves and undeveloped lands; competition for and availability of qualified personnel or management; incorrect assessments of the value of acquisitions and exploration and development programs; unexpected geological, technical, drilling, construction and processing problems; availability of insurance; fluctuations in foreign exchange and interest rates; stock market volatility; failure to realize the anticipated benefits of acquisitions; general economic, market and business conditions; uncertainties associated with regulatory approvals; uncertainty of government policy changes; uncertainties associated with credit facilities and counterparty credit risk; and changes in income tax laws, tax laws, crown royalty rates and incentive programs relating to the oil and gas industry; and other factors, many of which are outside the control of the Company. Therefore, Crescent Point's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking estimates and if such actual results, performance or achievements transpire or occur, or if any of them do so, there can be no certainty as to what benefits Crescent Point will derive therefrom.

A barrel of oil equivalent ("boe") is based on a conversion rate of six thousand cubic feet of natural gas to one barrel of oil.

Directors

Peter Bannister, Chairman ^{(1) (3)}

Paul Colborne ^{(2) (4)}

Ken Cugnet ^{(3) (4) (5)}

Hugh Gillard ^{(1) (2) (5)}

Gerald Romanzin ^{(1) (3)}

Scott Saxberg ⁽⁴⁾

Greg Turnbull ^{(2) (5)}

- (1) Member of the Audit Committee of the Board of Directors
- (2) Member of the Compensation Committee of the Board of Directors
- (3) Member of the Reserves Committee of the Board of Directors
- (4) Member of the Health, Safety and Environment Committee of the Board of Directors
- (5) Member of the Corporate Governance and Nominating Committee

Officers

Scott Saxberg
President and Chief Executive Officer

Greg Tisdale
Chief Financial Officer

C. Neil Smith
Vice President, Engineering and
Business Development

Dave Balutis
Vice President, Exploration

Brad Borggard
Vice President, Corporate Planning

Derek Christie
Vice President, Geosciences

Ryan Gritzfeldt
Vice President, Engineering East

Ken Lamont
Vice President, Finance and Treasurer

Tamara MacDonald
Vice President, Land

Trent Stangl
Vice President, Marketing and Investor Relations

Steve Toews
Vice President, Engineering West

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The Bank of Nova Scotia
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Auditor

PricewaterhouseCoopers LLP
Calgary, Alberta

Legal Counsel

Macleod Dixon LLP
Calgary, Alberta

Evaluation Engineers

GLJ Petroleum Consultants Ltd.
Calgary, Alberta

Sroule Associates Ltd.
Calgary, Alberta

Registrar and Transfer Agent

Investors are encouraged to contact
Crescent Point's Registrar and Transfer
Agent for information regarding their security holdings:

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2300, 125 – 9th Avenue S.E.
Calgary, Alberta T2G 0P6
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Stock Exchange

Toronto Stock Exchange – TSX

Stock Symbol

CPG

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