



Annual General Meeting of the Shareholders

June 15, 2011

BNP Resources Inc.

Meeting Agenda

1. Call to Order;
2. To receive the financial statements for the fiscal year ended December 31, 2010, and the report of the auditors thereon;
3. To elect the Directors of the Corporation for the ensuing year, and fix the number of Directors to be elected at 3 (three);
4. To appoint PricewaterhouseCoopers LLP as auditors for the Corporation for the ensuing year;
5. To ratify the stock option plan of the Corporation;
6. To approve the purchase from time to time of additional shares of the Corporation by Mr. James E. Doody that may result in a share ownership greater than 20% of the issued and outstanding shares; and
7. To transact any other business as may properly come before the Meeting or any adjournment or adjournments thereof.
8. Corporate Presentation for 2011.

Forward Looking Statements Advisory

Advisory: *This presentation may contain forward-looking statements including management's assessment of future plans and operations and expectations of future production, cash flow and earnings. These statements are based on current expectations that involve a number of risks and uncertainties, which could cause actual results to differ materially from those anticipated. These risks include, but are not limited to: the risks associated with the oil and gas industry (e.g. Operational risks in the development of exploration and production; delays and changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections relating to production, costs and expenses and health, safety and environmental risks), commodity price and exchange rate fluctuation and uncertainties resulting from potential delays or changes in plans with respect to exploration or development projects or capital expenditures. Oil equivalent amounts have been calculated using a conversion rate of six thousand cubic feet of natural gas to one barrel of oil. BOEs may be misleading, particularly if used in isolation. A BOE conversion ratio of 6 mcf: 1bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. The forward-looking statements contained in this presentation are made as of date hereof and BNP undertakes no obligations to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable security laws.*

Management Team

Gregory Bilcox, P.Geol.
President & CEO

- 32 years of wide ranging experience in the Canadian oil and gas industry including management, operations, exploration, exploitation and development roles.
- President of BNP Resources Inc. since 2005, previously consulting geologist with MGV Energy Inc., area geologist with Canadian Natural Resources Limited (“CNRL”), responsible for exploration and development of a South Central Alberta area and 10,000 boe/d of production.
- Prior thereto, President and director of Adobe Resources Ltd. and geologist with Westcoast Petroleum Ltd., Dome Petroleum Ltd. and Hudson’s Bay Oil Gas Company Ltd.
- Specializing in litigation matters involving both public and private companies and experience in a wide variety of corporate finance and securities transactions.

Toby Schultz, LL.B.
Corporate Secretary

Directors

Gregory Bilcox

President & CEO, BNP Resources Inc. since 2005

James E. Doody

Professional Engineer with 27 years of oil and gas experience.
specializing in facility design

John Brown

Executive Vice President of Pattison-UTI Drilling Canada Limited

Previously employed as the Senior Sub-Sea Engineer, Construction Foreman and Completions Supervisor with Dome Petroleum in their Beaufort Sea and Western Canadian operations, and employed in the sales and marketing group at Vetco Offshore.

Mission Statement & Strategy

Mission

To build a successful oil and gas company based on strong technical expertise, experience and integrity resulting in significant growth in shareholder value.

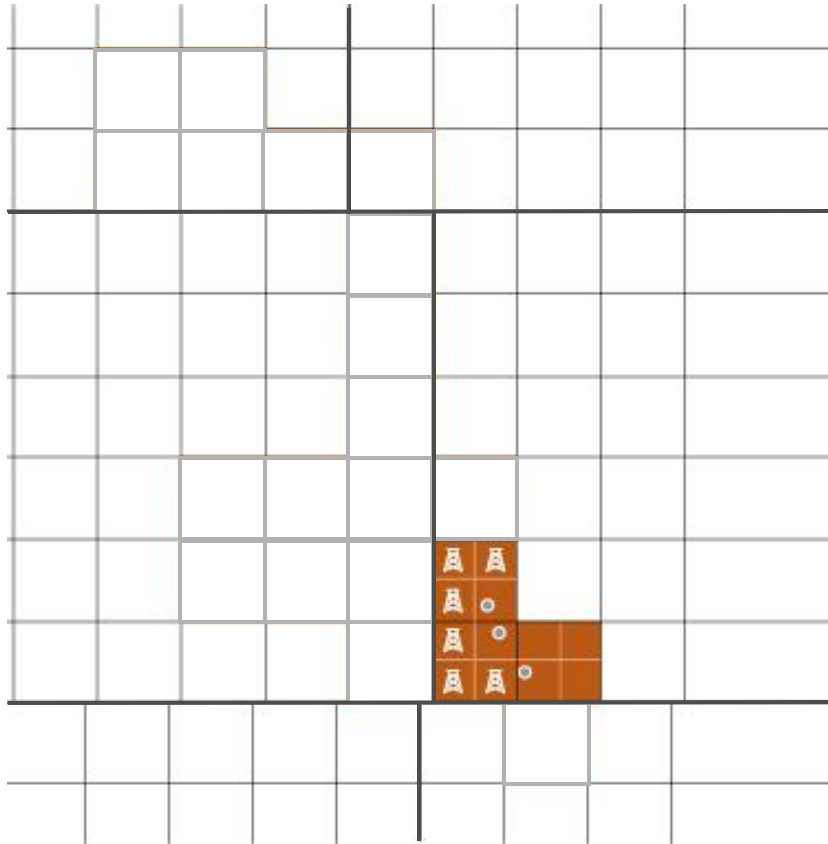
Strategy

- Focus on multi-zone areas with year round drilling access.
- Focus on shallow to medium depth drilling targets.
- Focus on Southern Alberta, South Central Alberta, and Saskatchewan.
- Maintain high working interests in drilling opportunities.
- Operate both drilling and facilities.
- Develop a balanced production profile with greater emphasis on light oil.
- Strategic production acquisition review.

Core Areas of Operation



Southern Alberta



2007 Activity

- Access to extensive 3-D seismic database
- Drilled two wells
- Identified shallow and medium depth multi-zone gas and oil drilling targets

2008 Activity

- Drilled 2 wells
- Reprocessed 45 square miles of non-proprietary 3-D seismic
- Preparing to license 5 more development locations
- 3 sections (1,920 gross acres) of freehold through Conoco and Encana farms

2009/2010/2011 Activity to date

- Signed "Privco" farmout deal
- Completed Madison intervals in two wells.
- Reviewing implementation of water disposal facility and results of industry Bakken horizontal drilling

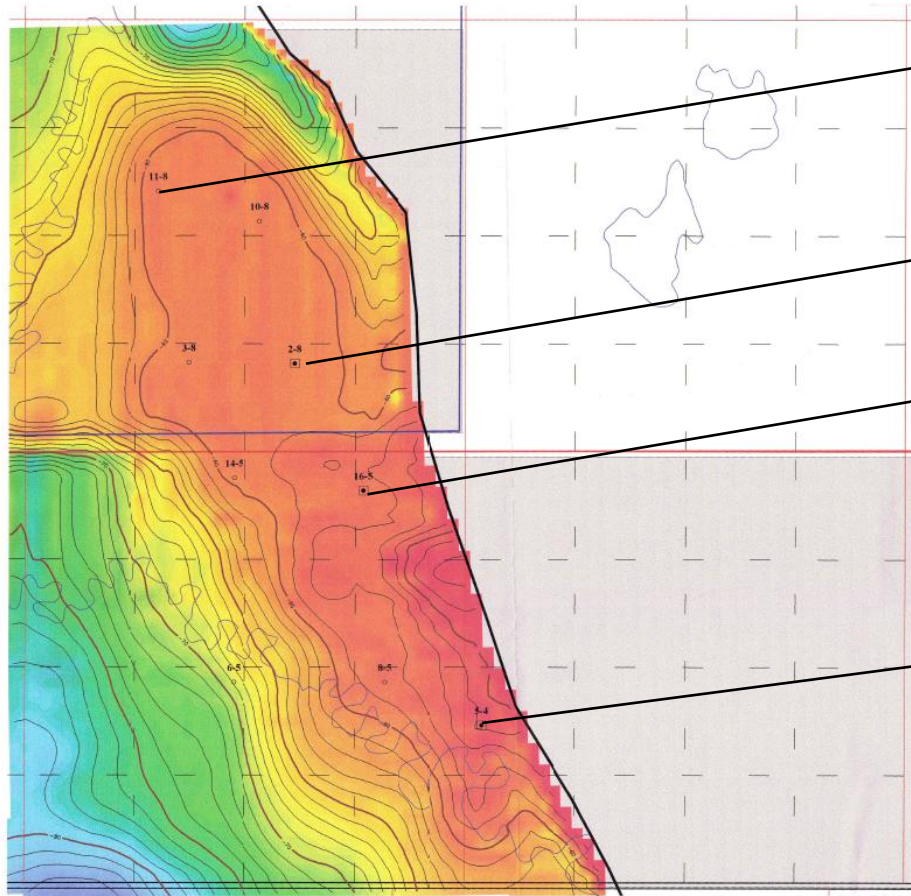
Jensen Light Oil Discovery Highlights

- 100% BNP operated
- Defined by 3-D seismic coverage
- Madison formation, 1300 m depth
- Light oil, 32 API
- No Crown Royalty – Freehold Royalty Conoco 20%, Encana 80% of crown sliding scale for oil.
- Similar pools in the area have long term production life. ie Reagan pool has a cumulative oil production in excess of 10 Million bbls. recovered after approximately 65 years of production life.
- Uphole potential in the Bow Island and Sunburst sands; oil discovery in deeper horizon being evaluated
- Substantial development drilling potential
- Engaged a third party engineering company to review drilling and completion techniques to optimize Madison production rates
- Evaluating horizontal development drilling and water disposal facilities for the Jensen project.
- Reviewing recent industry Bakken horizontal drilling activity

Jensen Project: Progress to date

- Drilled the Jensen discovery well 16-5-3-20 W4M in September 2007
- Drilled 3 subsequent follow up wells including one pre-Cambrian test (2300m) to end of July 2008
- Reviewed and reprocessed 45 square miles of 3-D seismic data over the area
- Equipped and placed the 16-5 discovery well on production
- Tied in the 2-8 well
- Completed an independent engineering study for the pool and area
- Completed the necessary surface negotiations for 6 locations and associated tie-ins and the area EPP
- Devised a chemical treatment program to be used on all wells
- Visited Madison production facilities and operators to discuss operational and completion techniques used on the Reagan Madison pool (discovered in 1947 and continues to produce to date)
- Improved access to the area to facilitate trucking of oil to market
- In 2009 signed “Privco” farmout deal.
- Minimize operating costs by returning rental equipment and minimizing water disposal costs.

Jensen Light Oil Discovery



11-8-3-20 W4M to be completed and tested possible water disposal well candidate.

2-8-3-20 W4M tied in and requires further completion work.

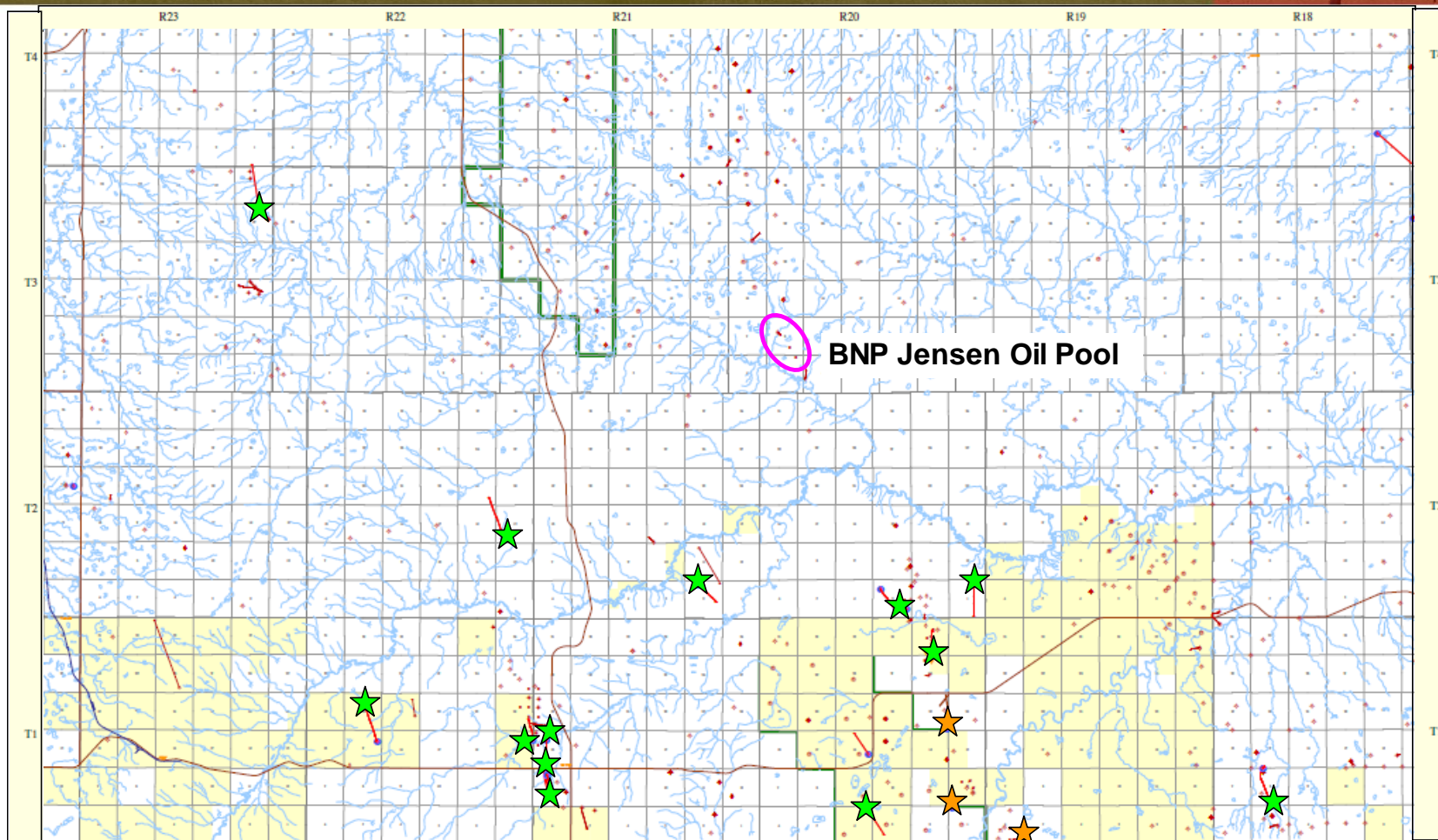
Discovery well 16-5-3-20 W4M (September 2007) perferd additional porosity as a result of "Privco" farmout deal.

5-4-3-20 W4M completed and acidized the 30m Madison pay section as a result of the "Privco" farmout deal.

Jensen Project: Going Forward

- Tie-in and initiate production of 3 existing Madison wells
- Convert 11-8 well to a water disposal well
- Consider horizontal drilling and water disposal facility implementation
- Evaluate infrastructure optimization and infill drilling program, vertical vs. horizontal
- Further evaluate uphole and deeper prospective horizons
- Review emerging Bakken/Exshaw prospect in Jensen area

Jensen Project: Significant Industry Activity in Area

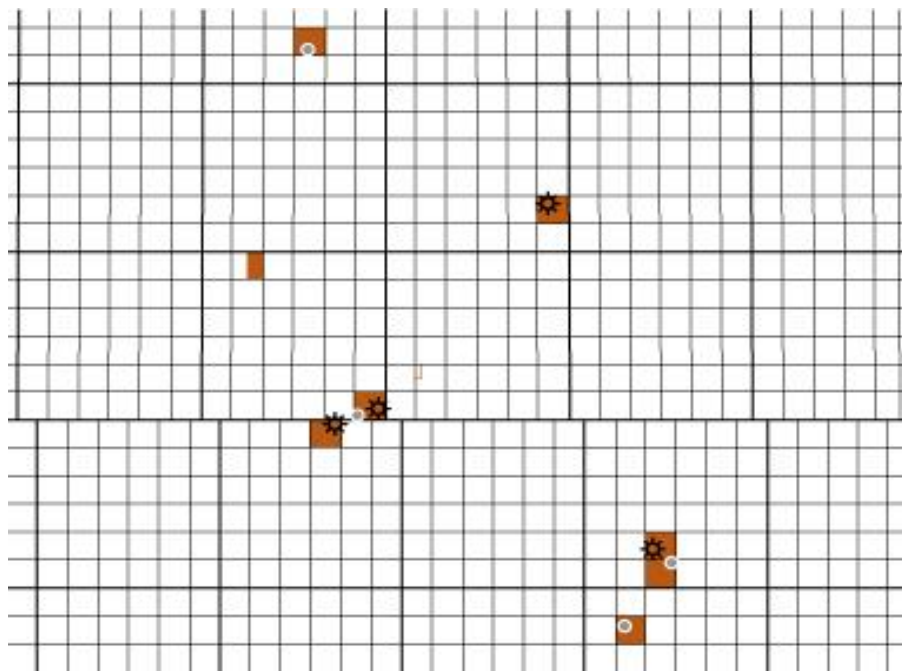


★ Recent Offset Horizontal Wells

★ Recent Offset Vertical Wells



South Central Alberta



2006 Activity

- Shot 15 kms of 2D seismic and drilled 1 well

2007 Activity

- Access to extensive 3-D seismic database
- Drilled 8 wells
- Equip and tie-in of 1 gas well and 2 oil wells
- Drilling success 100%
- Shot 11km 2-D seismic program

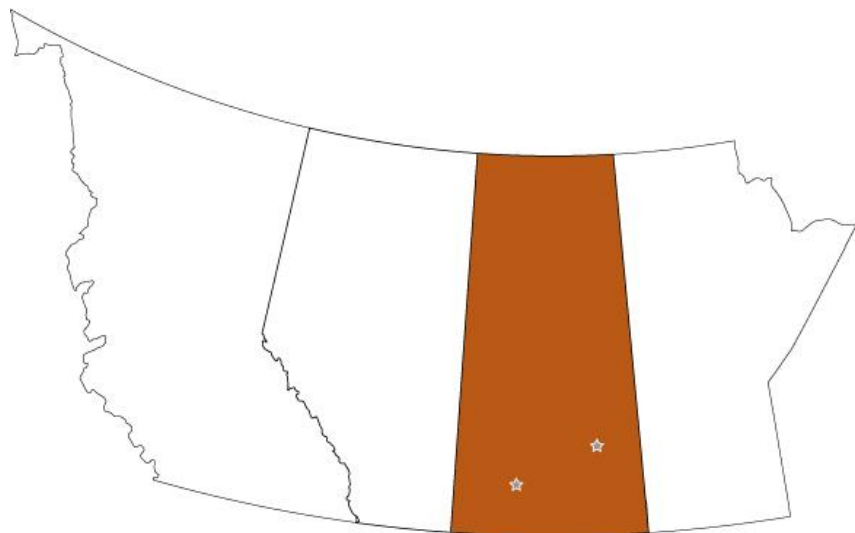
2008 Activity

- Equip and tie in of 4 gas wells and 1 oil well
- Additional prospects identified for drilling

2009 /2010/2011 Activity to date

- Reduced operating costs by returning non-essential rental equipment and sold 5 shut in wells.
- Review upside in existing BNP wells contingent on funding.

Saskatchewan



2006 Activity

- Purchased and reprocessed 100 kms of 2D trade seismic data

2007 Activity

- Drilled 3 wells
- Shot a 10km 2-D seismic program
- Purchased 640 acre crown landsale parcel, evaluating seismic data
- Light oil opportunities

2008 Activity

- Purchased and reprocess additional seismic
- Identified 1 Bakken oil drilling opportunity and 1 Roseray oil drilling opportunity

2009 /2010 Activity to date

- Ready to licence an oil location targeting the Roseray Sand, pending available funds

Operational Highlights



- Drilled 20 wells since inception
- 3 wells drilled in 2006
- 15 wells drilled in 2007
- 2 wells drilled in 2008
- 5 Jensen vertical locations and 1 Saskatchewan location ready to license pending funds
- Reviewing Madison and Bakken horizontal drilling opportunities

Reserves Summary (December 31, 2010)

	Gross Reserves				Net Reserves			
	Light and Medium Crude Oil	Natural Gas Liquids	Natural Gas	Oil Equivalent	Light and Medium Crude Oil	Natural Gas Liquids	Natural Gas	Oil Equivalent
	Mbbbls	Mbbbls	Mmcf	Mbbbl	Mbbbls	Mbbbls	Mmcf	Mbbbl
Proved								
Developed Producing	8.0	0.3	20.1	11.6	5.2	0.2	13.3	7.6
Developed Non-Producing	0	0	211.6	35.3	0	0	200.9	33.5
Undeveloped	0	0	0	0	0	0	0	0
Total Proved	8.0	0.3	231.7	46.9	5.2	0.2	214.2	41.1
Probable	67.8	0.1	115.1	87.1	53.5	0.1	106.6	71.3
Total Proved plus Probable	75.8	0.4	346.9	133.9	58.7	0.3	320.8	112.4

Insite Petroleum Consultants Ltd. December 31, 2010 BNP Resources Reserves Report

2010 Recap and Highlights

- Re-organized BNP in light of the new financial challenges that face the energy industry
- Gross proved plus probable reserves of 133,900 BOE for 2010 compared to 138,000 BOE for 2009
- Gross proved reserves of 46,900 BOE for 2010 compared to 50,000 BOE for 2009
- Pursue identified shallow to medium depth prospects with multi-well drilling opportunities when funds permit
- Jensen light oil discovery – furthered evaluation of pool through joint venture, merger or equity issue
- No current flow through share commitment
- A significant portion of BNP's light oil reserves are on freehold land unaffected by Provincial Government Royalty revisions
- BNP exited 2010 with no bank debt
- Existing land inventory – as of March 31, 2010, approximately 6,722 gross acres
- BNP plans to equip and or tie in existing oil and gas wells to enhance daily production rate when funds permit.
- BNP produced approximately 10 boepd for the year ending December 31, 2010
- Current production is approximately 10 boepd
- Significant G+A and debt reduction through equipment and share for debt deals and private placement.

Financial Overview

Ticker (Exchange)	☉ BNX.A and BNX.B (TSX-V)
Outstanding Shares (31-05-11)	☉ 32,147,711 Class A shares ☉ 922,500 Class B Shares (to convert to Class A Shares June 30, 2011) 2,700,000 warrants @ \$0.10 (expiring in June/July/August, 2011)
Management & Director Ownership (31-05-11)	☉ 7,019,100 (21.8%) of Class A shares ☉ 237,900 (25.8%) of Class B shares
A shares 52-week trading range (as of 31-05-11 – Class A shares)	☉ \$0.035 - \$0.10
Cash (31-03-11)	☉ \$NIL
Bank Debt (31-03-11)	☉ \$NIL
Flow-through obligations (31-05-11)	☉ None



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