

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: PTWR

Date: November 1, 2007

1. New Options Granted:

Date of Grant: October 31, 2007

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Colman O'Brien	Director, CEO	Yes	60,000	\$2.65	October 31, 2010	548,000
Amy Stephenson	Director, CFO	Yes	35,000	\$2.65	October 31, 2010	212,000
Neal Mednick	Director, President	Yes	60,000	\$2.65	October 31, 2010	417,100
Howard Atkinson	Director	Yes	10,000	\$2.65	October 31, 2010	101,500
Bill Forster	Director	Yes	10,000	\$2.65	October 31, 2010	123,000
Femina Jiwan	Employee	No	15,000	\$2.65	October 31, 2010	81,500
Patrick Herne	Consultant	No	10,000	\$2.65	October 31, 2010	295,500
David Fisher	Consultant	No	10,000	\$2.65	October 31, 2010	418,500

Total Number of optioned shares proposed for acceptance: 210,000

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares	Exercise Price	Original Date of Grant	Expiry Date
Howard Atkinson	75,000	\$1.33	23-Apr-07	23-Apr-10
	26,500	\$2.24	21-Aug-07	21-Aug-10
Neal Mednick	125,000	\$0.62	28-Feb-07	28-Feb-10
	100,000	\$1.33	23-Apr-07	23-Apr-10
	73,100	\$1.50	30-Apr-07	30-Apr-10
Amy Stephenson	50,000	\$1.33	23-Apr-07	23-Apr-10

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	43,000	\$1.50	30-Apr-07	30-Apr-10
	119,000	\$2.24	21-Aug-07	21-Aug-10
Mike Harris	100,000	\$0.50	1-Oct-04	30-Sep-09
Femina Jiwan	50,000	\$0.50	1-Oct-04	30-Sep-09
	25,000	\$0.62	28-Feb-07	28-Feb-10
	25,000	\$1.33	23-Apr-07	23-Apr-10
	21,500	\$1.50	30-Apr-07	30-Apr-10
	10,000	\$2.24	21-Aug-07	21-Aug-10
Bill Scott	152,974	\$0.50	1-Oct-04	30-Sep-09
Pat Herne	130,000	\$0.50	1-Oct-04	30-Sep-09
	70,000	\$0.62	28-Feb-07	28-Feb-10
	100,000	\$1.33	23-Apr-07	23-Apr-10
	86,000	\$1.50	30-Apr-07	30-Apr-10
	39,500	\$2.24	21-Aug-07	21-Aug-10
Don Young	75,000	\$0.50	1-Oct-04	30-Sep-09
	25,000	\$0.62	28-Feb-07	28-Feb-10
	21,500	\$1.50	30-Apr-07	30-Apr-10
Kendall Forbes	40,000	\$0.50	1-Oct-04	30-Sep-09
	60,000	\$0.62	28-Feb-07	28-Feb-10
	50,000	\$1.33	23-Apr-07	23-Apr-10
	21,500	\$1.50	30-Apr-07	30-Apr-10
Ken Feenan	80,000	\$0.50	1-Oct-04	30-Sep-09
Duncan McInnis	60,000	\$0.50	1-Oct-04	30-Sep-09
Bill Forster	50,000	\$0.62	28-Feb-07	28-Feb-10
	25,000	\$1.15	17-Apr-07	17-Apr-10
	21,500	\$1.50	30-Apr-07	30-Apr-10
	26,500	\$2.24	21-Aug-07	21-Aug-10
Joe Maire	50,000	\$0.62	28-Feb-07	28-Feb-10
Peter Tuovi	50,000	\$0.62	28-Feb-07	28-Feb-10
David Fisher	100,000	\$0.62	28-Feb-07	28-Feb-10
	150,000	\$1.33	23-Apr-07	23-Apr-10
	129,000	\$1.50	30-Apr-07	30-Apr-10
	39,500	\$2.24	21-Aug-07	21-Aug-10
Tom Meredith	50,000	\$0.62	28-Feb-07	28-Feb-10
Diane Stoch	25,000	\$0.62	28-Feb-07	28-Feb-10
Jack Stoch	25,000	\$0.62	28-Feb-07	28-Feb-10
Colman O'Brien	150,000	\$1.10	16-Apr-07	16-Apr-10
	150,000	\$1.33	23-Apr-07	23-Apr-10
	129,000	\$1.50	30-Apr-07	30-Apr-10
	119,000	\$2.24	21-Aug-07	21-Aug-10
Tom Faulkner	25,000	\$0.50	1-Oct-04	30-Sep-09
	75,000	\$0.62	28-Feb-07	28-Feb-10
	50,000	\$1.33	23-Apr-07	23-Apr-10
	21,500	\$1.50	30-Apr-07	30-Apr-10
David Copley	100,000	\$1.33	23-Apr-07	23-Apr-10
	64,500	\$1.50	30-Apr-07	30-Apr-10
	20,000	\$2.24	21-Aug-07	21-Aug-10
Total previously granted	3,604,074			

3. Additional Information

(a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held: Not applicable

(b) State the date of the news release announcing the grant of options: Not Applicable

(c) State the total issued and outstanding share capital at the date of grant or amendment:
38,163,806 common shares

(d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options: 9.99% (Total of options granted including the proposed options: 3,814,074)

(e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan: 2,307

(f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors: Not applicable

(g) Describe the particulars of any proposed material changes in the affairs of the Issuer. Not applicable

5. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNQ that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNQ Requirements (as defined in CNQ Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: November 1, 2007

Amy Stephenson

Director



Signature

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