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PYR ENERGY CORP  
Form 10QSB  
January 20, 2004

U.S. Securities And Exchange Commission  
Washington, D.C. 20549

FORM 10-QSB

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the quarterly period ended November 30, 2003

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-15511

PYR ENERGY CORPORATION

-----  
(Exact name of small business issuer as specified in its charter)

Maryland

95-4580642

-----  
(State or other jurisdiction of  
incorporation or organization)

-----  
(I.R.S. Employer Identification No.)

1675 Broadway, Suite 2450, Denver, CO

80202

-----  
(Address of principal executive offices)

-----  
(Zip Code)

Issuer's telephone number, including area code (303) 825-3748

Check whether the issuer (1) has filed all reports required to be filed by  
Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding  
12 months (or for such shorter period that the registrant was required to file  
such reports), and (2) has been subject to such filing requirements for the past  
90 days. Yes X No \_\_\_

Indicate by check mark whether the registrant is an accelerated filer (as  
defined in Rule 12b-2 of the Exchange Act). Yes \_\_\_ No X

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

The number of shares outstanding of each of the issuer's classes of common  
equity as of November 30, 2003 is as follows:

\$.001 Par Value Common Stock

23,701,357

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PART I

ITEM 1. FINANCIAL STATEMENTS

PYR ENERGY CORPORATION  
(A Development Stage Company)  
BALANCE SHEETS

ASSETS

November 30, August 31,

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|  | 2003         | 2003         |
|--|--------------|--------------|
|  | -----        | -----        |
|  | (Unaudited)  |              |
| CURRENT ASSETS                                   |              |              |
| Cash   | \$ 3,114,283 | \$ 3,657,938 |
| Deposits and prepaid expenses                    | 125,243      | 46,559       |
|  | -----        | -----        |
| Total Current Assets                             | 3,239,526    | 3,704,497    |
|  | -----        | -----        |
| PROPERTY AND EQUIPMENT, at cost                  |              |              |
| Furniture and equipment, net                     | 27,014       | 29,313       |
| Oil and gas properties, net                      | 5,486,295    | 5,287,837    |
|  | -----        | -----        |
|  | 5,513,309    | 5,317,150    |
|  | -----        | -----        |
| OTHER ASSETS                                     |              |              |
| Deferred financing costs and other assets        | 67,460       | 68,257       |
|  | -----        | -----        |
|  | 67,460       | 68,257       |
|  | -----        | -----        |
|  | \$ 8,820,295 | \$ 9,089,904 |
|  | =====        | =====        |
| LIABILITIES AND STOCKHOLDERS' EQUITY             |              |              |
| CURRENT LIABILITIES                              |              |              |
| Accounts payable and accrued liabilities         | \$ 222,261   | \$ 309,795   |
| Asset Retirement Obligation                      | 727,231      | 727,231      |
|  | -----        | -----        |
| Total Current Liabilities                        | 949,492      | 1,037,026    |
|  | -----        | -----        |
| LONG TERM LIABILITIES                            |              |              |
| Convertible Notes                                | 6,462,552    | 6,303,975    |
| Asset retirement obligation                      | 140,013      | 118,861      |
|  | -----        | -----        |
| Total Long Term Liabilities                      | 6,602,565    | 6,422,837    |
|  | -----        | -----        |
| STOCKHOLDERS' EQUITY                             |              |              |
| Common stock, \$.001 par value                   |              |              |
| Authorized 75,000,000 shares                     |              |              |
| Issued and outstanding - 23,701,357 shares       | 23,701       | 23,701       |
| Capital in excess of par value                   | 35,407,657   | 35,407,657   |
| Deficit accumulated during the development stage | (34,163,120) | (33,801,318) |
|  | -----        | -----        |
|  | 1,268,238    | 1,630,041    |
|  | -----        | -----        |
|  | 8,820,295    | \$ 9,089,904 |
|  | =====        | =====        |

PYR ENERGY CORPORATION  
(A Development Stage Company)  
STATEMENTS OF OPERATIONS

Cumulative from  
Three Months      Three Months      Inception

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|  | Ended<br>November 30,<br>2003 | Ended<br>November 30,<br>2002 | Through<br>November 30,<br>2003 |
|--|-------------------------------|-------------------------------|---------------------------------|
|  | -----                         | -----                         | -----                           |
| REVENUES   |                               |                               |                                 |
| Oil and gas revenues   | \$ 40,018                     | \$ 47,544                     | \$ 1,569,732                    |
|  | -----                         | -----                         | -----                           |
|  | 40,018                        | 47,544                        | 1,569,732                       |
|  | -----                         | -----                         | -----                           |
| OPERATING EXPENSES   |                               |                               |                                 |
| Lease operating expenses   | 15,271                        | 21,037                        | 304,007                         |
| Impairment, dry hole, and abandonments                             | --                            | 479,668                       | 28,818,139                      |
| Depreciation and amortization                                      | 61,272                        | 3,086                         | 399,266                         |
| General and administrative   | 251,490                       | 325,306                       | 6,811,826                       |
|  | -----                         | -----                         | -----                           |
|  | 328,033                       | 829,097                       | 36,333,238                      |
| LOSS FROM OPERATIONS   | (288,015)                     | (781,553)                     | (34,763,506)                    |
| OTHER INCOME (EXPENSE)   |                               |                               |                                 |
| Interest income  | 5,567                         | 20,746                        | 950,714                         |
| Other income   | --                            | --                            | 127,528                         |
| Interest (expense)   | (79,354)                      | (75,566)                      | (657,010)                       |
| Gain on sale of oil and gas prospects                              | --                            | --                            | 556,197                         |
|  | -----                         | -----                         | -----                           |
|  | (73,787)                      | (54,820)                      | 977,429                         |
| LOSS BEFORE CUMULATIVE EFFECT OF CHANGE IN<br>ACCOUNTING PRINCIPLE | (361,802)                     | (836,373)                     | (33,786,077)                    |
| Cumulative effect of change in accounting<br>principle             |                               |                               | (341,175)                       |
|  | -----                         | -----                         | -----                           |
|  | (361,802)                     | (836,373)                     | (34,127,252)                    |
| INCOME APPLICABLE TO<br>PREDECESSOR LLC                            | --                            | --                            | (35,868)                        |
|  | -----                         | -----                         | -----                           |
| NET LOSS   | (361,802)                     | (836,373)                     | (34,163,120)                    |
| Less dividends on preferred stock                                  | --                            | --                            | (292,411)                       |
|  | -----                         | -----                         | -----                           |
| NET LOSS TO COMMON STOCKHOLDERS                                    | \$ (361,802)                  | \$ (836,373)                  | \$ (34,455,531)                 |
|  | =====                         | =====                         | =====                           |
| NET LOSS PER COMMON<br>SHARE -BASIC AND DILUTED                    | (0.02)                        | (0.04)                        | (2.21)                          |
|  | -----                         | -----                         | -----                           |
| WEIGHTED AVERAGE NUMBER OF<br>COMMON SHARES OUTSTANDING            | 23,701,357                    | 23,701,357                    | 15,562,642                      |
|  | =====                         | =====                         | =====                           |

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(UNAUDITED)

|   | Three Months<br>Ended<br>November 30,<br>2003 | Three Months<br>Ended<br>November 30,<br>2002 | Cumulative<br>Incept<br>Throu<br>Novembe<br>200 |
|---|---|---|---|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                   |   |   |   |
| Net loss  | \$ (361,802)                                  | \$ (836,373)                                  | \$ (34,127)                                     |
| Adjustments to reconcile net loss to<br>net cash used by operating activities |   |   |   |
| Cumulative effect of change in accounting principle                           | --  |   | 341   |
| Depreciation and amortization   | 61,272  | 3,086   | 399   |
| Contributed services  |   | --  | 36  |
| Gain on sale of oil and gas prospects   |   | --  | (556)   |
| Impairment, dry hole and abandonments   | --  | 479,668                                       | 28,818  |
| Common stock issued for interest on debt                                      |   | --  | 136   |
| Common stock issued for services  |   | --  |   |
| Warrants issued for services  |   |   | 178   |
| Amortization of financing costs   | 797   | 796   | 31  |
| Amortization of marketable securities   |   | --  | (20)  |
| Accrued interest converted into debt  | 158,577                                       | 151,751                                       | 462   |
| Changes in assets and liabilities   |   |   |   |
| Decrease (Increase) in accounts receivable                                    |   | --  |   |
| (Increase) decrease in prepaids   | (78,684)                                      | (70,683)                                      | (129)   |
| (Decrease) increase in accounts payable, accruals                             | (47,426)                                      | 242,153                                       | (1,163)   |
| Other   |   | --  | (38)  |
| <b>Net cash used by operating activities</b>                                  | <b>(267,266)</b>                              | <b>(29,602)</b>                               | <b>(5,631)</b>                                  |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                   |   |   |   |
| Cash paid for furniture and equipment   | --  | --  | (138)   |
| Cash paid for oil and gas properties  | (276,389)                                     | (747,293)                                     | (32,759)  |
| Proceeds from sale of oil and gas properties                                  |   |   | 1,300   |
| Cash paid for marketable securities   |   | --  | (5,090)   |
| Proceeds from sale of marketable securities                                   |   | --  | 5,111   |
| Cash paid for reimbursable property costs                                     |   | --  | (28)  |
| Other   | --  | --  |   |
| <b>Net cash used in investing activities</b>                                  | <b>(276,389)</b>                              | <b>(747,293)</b>                              | <b>(31,605)</b>                                 |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                   |   |   |   |
| Members capital contributions   |   | --  | 28  |
| Distributions to members  |   | --  | (66)  |
| Cash from short-term borrowings   |   | --  | 285   |
| Repayment of short-term borrowings  |   | --  | (285)   |
| Cash received upon recapitalization and merger                                |   | --  |   |
| Proceeds from sale of common stock  |   | --  | 30,788  |
| Proceeds from sale of convertible debt  |   | --  | 8,500   |
| Proceeds from exercise of warrants  |   | --  | 2,011   |
| Proceeds from exercise of options   |   | --  | 204   |
| Cash paid for offering and financing costs                                    |   | --  | (1,058)   |
| Payments on capital lease   |   | --  | (5)   |
| Preferred dividends paid  |   | --  | (50)  |
| <b>Net cash provided by financing activities</b>                              | <b>--</b>                                     | <b>--</b>                                     | <b>40,351</b>                                   |
| <b>NET (DECREASE) INCREASE IN CASH</b>  | <b>(543,655)</b>                              | <b>(776,895)</b>                              | <b>3,114</b>                                    |
| <b>CASH, BEGINNING OF PERIODS</b>   | <b>3,657,938</b>                              | <b>6,516,086</b>                              |   |
| <b>CASH, END OF PERIODS</b>   | <b>\$ 3,114,283</b>                           | <b>\$ 5,739,191</b>                           | <b>\$ 3,114</b>                                 |

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PYR ENERGY CORPORATION  
(A Development Stage Company)  
Notes to Financial Statements  
November 30, 2003

The accompanying interim financial statements of PYR Energy Corporation are unaudited. In the opinion of management, the interim data includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for the interim period. The results of operations for the three months ended November 30, 2003 are not necessarily indicative of the operating results for the entire year.

We have prepared the financial statements included herein pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosure normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. We believe the disclosures made are adequate to make the information not misleading and recommend that these condensed financial statements be read in conjunction with the financial statements and notes included in our Form 10-K for the year ended August 31, 2003.

PYR Energy Corporation (formerly known as Mar Ventures Inc. ("Mar")) was incorporated under the laws of the State of Delaware on March 27, 1996. Mar was a public company with no significant operations as of July 31, 1997. On August 6, 1997, Mar acquired all the interests in PYR Energy LLC ("PYR LLC") (a Colorado limited liability company organized on May 31, 1996), a development stage company as defined by Statement of Financial Accounting Standards (SFAS) No. 7. PYR LLC, an independent oil and gas exploration company, was engaged in the acquisition of undeveloped oil and gas interests for exploration and exploitation in the Rocky Mountain region and California. As of August 6, 1997, PYR LLC had acquired only non-producing leases and acreage, and no exploration had commenced on the properties. Upon completion of the acquisition of PYR LLC by Mar, PYR LLC ceased to exist as a separate entity. Mar remained as the surviving legal entity and, effective November 12, 1997, Mar changed its name to PYR Energy Corporation. Effective July 2, 2001, the Company was re-incorporated in Maryland through the merger of the Company into a wholly owned subsidiary, PYR Energy Corporation, a Maryland corporation.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

USE OF ESTIMATES - The preparation of financial statements in conformity with generally accepted accounting principles requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

CASH EQUIVALENTS - For purposes of reporting cash flows, we consider as cash equivalents all highly liquid investments with a maturity of three months or less at the time of purchase. At November 30, 2003, there were no cash equivalents.

PROPERTY AND EQUIPMENT - Furniture and equipment is recorded at cost. Depreciation is provided by use of the straight-line method over the estimated

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useful lives of the related assets of three to five years. Expenditures for replacements, renewals, and betterments are capitalized. Maintenance and repairs are charged to operations as incurred.

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OIL AND GAS PROPERTIES - The Company utilizes the full cost method of accounting for oil and gas activities. Under this method, subject to a limitation based on estimated value, all costs associated with property acquisition, exploration and development, including costs of unsuccessful exploration, are capitalized within a cost center. The Company's oil and gas properties are located within the United States, which constitutes one cost center. No gain or loss is recognized upon the sale or abandonment of undeveloped or producing oil and gas properties unless the sale represents a significant portion of oil and gas properties and the gain significantly alters the relationship between capitalized costs and proved oil and gas reserves of the cost center. Depreciation, depletion and amortization of oil and gas properties is computed on the units of production method based on proved reserves. Amortizable costs include estimates of future development costs of proved undeveloped reserves. A reserve report prepared as of August 31, 2001 by an independent petroleum engineering firm concluded that reserves from the Company's producing properties were not economic to produce and, therefore, at August 31, 2001, the Company had no proved reserves. The Company has not established additional production as of November 30, 2003 and, accordingly, did not prepare a reserve report.

Capitalized costs of oil and gas properties may not exceed an amount equal to the present value, discounted at 10%, of the estimated future net cash flows from proved oil and gas reserves plus the cost, or estimated fair market value, if lower, of unproved properties. Should capitalized costs exceed this ceiling, an impairment is recognized. The present value of estimated future net cash flows is computed by applying year end prices of oil and natural gas to estimated future production of proved oil and gas reserves as of year end, less estimated future expenditures to be incurred in developing and producing the proved reserves and assuming continuation of existing economic conditions. A reserve is provided for estimated future costs of site restoration, dismantlement and abandonment activities, net of residual salvage value, as a component of impairment, dry holes and abandonment expense.

The Company leases non-producing acreage for its exploration and development activities. The cost of these leases is included in unevaluated oil and gas property costs recorded at the lower of cost or fair market value.

In June 2001, the Financial Accounting Standards Board ("FASB") issued SFAS No. 141, "Business Combinations," which requires the purchase method of accounting for business combinations initiated after June 30, 2001 and eliminates the pooling-of-interests method. In July 2001, the FASB issued SFAS No. 142, "Goodwill and Other Intangible Assets," which discontinues the practice of amortizing goodwill and indefinite lived intangible assets and initiates an annual review for impairment. Intangible assets with a determinable useful life will continue to be amortized over that period. The oil and gas industry is currently discussing the appropriate balance sheet classification of oil and gas mineral rights held by lease or contract. The Corporation classifies these assets as a component of oil and gas properties in accordance with its interpretation of SFAS No. 19 and common industry practice. There is also a view that these mineral rights are intangible assets as defined in SFAS No. 141, "Business Combinations", and, therefore, should be classified separately on the balance sheet as intangible assets.

The Company did not change or reclassify contractual mineral rights included in oil and gas properties on the balance sheet upon adoption of SFAS

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No. 141. The Company believes its current accounting of such mineral rights as part of oil and gas properties is appropriate under the full cost method of accounting. However, if the accounting for mineral rights held by lease or contract is ultimately changed so that costs associated with mineral rights not held under fee title and pursuant to the guidelines of SFAS No. 141 are required to be classified as long term intangible assets, then the reclassified amount as of November 30, 2003 would be approximately \$4,539,000 and the reclassified amount as of August 31, 2003 (the end of the Company's last completed fiscal year) would be approximately \$4,366,000. Management does not believe that the ultimate outcome of this issue will have a significant impact on the Company's cash flows, results of operations or financial condition.

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**INCOME TAXES** - We have adopted the provisions of SFAS No. 109, "Accounting for Income Taxes". SFAS 109 requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

**ASSET RETIREMENT OBLIGATIONS** - In 2001, the FASB issued SFAS 143, "Accounting for Asset Retirement Obligations." SFAS 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. This statement requires companies to record the present value of obligations associated with the retirement of tangible long-lived assets in the period in which it is incurred. The liability is capitalized as part of the related long-lived asset's carrying amount. Over time, accretion of the liability is recognized as an operating expense and the capitalized cost is depreciated over the expected useful life of the related asset. The Company's asset retirement obligations relate primarily to the plugging, dismantlement, removal, site reclamation and similar activities of its oil and gas properties. Prior to adoption of this statement, such obligations were accrued ratably over the productive lives of the assets through its depreciation, depletion and amortization for oil and gas properties without recording a separate liability for such amounts.

The transition adjustment related to adopting SFAS 143 on September 1, 2002 was recognized as a cumulative effect of a change in accounting principle. The cumulative effect on net income of adopting SFAS No. 143 was a net unfavorable effect of \$341,175. At the time of adoption, total assets increased \$629,816, and total liabilities increased \$769,175. The amounts recognized upon adoption are based upon numerous estimates and assumptions, including future retirement costs, future recoverable quantities of oil and gas, future inflation rates and the credit-adjusted risk-free interest rate. As of November 30, 2003 the asset retirement obligation net asset balance, after depreciation, was \$151,025, and the total asset retirement obligation liability, after accretion of unamortized discount, was \$867,244.

**STOCK OPTION COMPENSATION** - The Company has elected to follow APB Opinion No. 25 and related interpretations in accounting for its stock options and grants to employees and directors since the alternative fair market value accounting provided for under Statement of Financial Accounting Standards (SFAS) No. 123 requires use of grant valuation models that were not developed for use in valuing employee stock options and grants. Under APB Opinion No. 25, if the exercise price of the Company's stock grants and options equal the fair value of the underlying stock on the date of grant, no compensation expenses are recognized.



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If compensation cost for the Company's stock-based compensation plans had been determined based on the fair value at the grant dates for awards under those plans consistent with the method of SFAS No. 123, then the Company's net income per share would have been adjusted to the pro forma amounts indicated below:

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|   | November 30,<br>2003 | November 30,<br>2002 |
|---|----------------------|----------------------|
|   | -----                | -----                |
| Net loss as reported  | \$ (361,802)         | \$ (836,373)         |
| Deduct: stock based compensation  |                      |                      |
| Cost under SFAS 123   | (132,620)            | --                   |
|   | -----                | -----                |
| Pro forma net income  | (494,422)            | (836,373)            |
|   | =====                | =====                |
| <br>  |                      |                      |
| Pro forma basic and diluted net income per share:   | --                   | --                   |
| Pro forma shares used in the calculation of pro forma net income per common share basic and diluted | 23,701,357           | 23,701,357           |
| Reported net income per common share - basic and diluted  | \$ (0.02)            | \$ (0.04)            |
| Pro forma net income per common share basic and diluted   | \$ (0.02)            | \$ (0.04)            |

Pro forma information regarding net income is required by SFAS 123. Options granted were estimated using the Black-Scholes valuation model. The following weighted average assumptions were used for the three months ended November 30, 2003.

|                                     |       |
|-------------------------------------|-------|
| Volatility                          | 107%  |
| Expected life of options (in years) | 5-7   |
| Dividend Yield                      | 0.00% |
| Risk free interest rate             | 3%    |

### NOTE 2 - CONVERTIBLE NOTES

On May 24, 2002, we received \$6 million in gross proceeds from the sale of convertible notes due May 24, 2009. These notes call for semi-annual interest payments at an annual rate of 4.99% and are convertible into shares of common stock at the rate of \$1.30 per share. The interest can be paid in cash or added to the principal amount at the discretion of the Company. The notes were issued to three investment funds pursuant to exemptions from registration under Sections 3(b) and/or 4(2) of the Securities Act of 1933, as amended. On November 24, 2002, May 24, 2003 and November 24, 2003, we elected to add \$151,751, \$152,224 and \$158,577, respectively, in interest due on these notes to the principal balance (rather than pay the interest in cash on a current basis) so that at November 30, 2003, the aggregate balance of these notes, reflected as Convertible Notes under Long Term Debt, was \$6,462,552.

We are a development stage independent oil and gas exploration company whose strategic focus is the application of advanced seismic imaging and computer aided exploration technologies in the systematic search for commercial hydrocarbon reserves, primarily in the onshore western United States. We attempt to leverage our technical experience and expertise with seismic data to identify exploration and exploitation projects with significant potential economic

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return. We intend to participate in selected exploration projects as a working interest owner, sharing both risk and rewards with other participants. We do not currently operate any projects in which we own a working interest, although we may operate some projects in the future. We do not have the financial ability to commence exploratory drilling operations without third party participation. We have pursued, and will continue to pursue, exploration opportunities in regions in which we believe significant opportunity for discovery of oil and gas exists. By attempting to reduce drilling risk through seismic technology, we seek to improve the expected return on investment in our oil and gas exploration projects.

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### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the Financial Statements and Notes thereto referred to in "Item 2. Financial Statements" of this Form 10-QSB.

#### Overview

We are a development stage independent oil and gas exploration company whose strategic focus is the application of advanced seismic imaging and computer aided exploration technologies in the systematic search for commercial hydrocarbon reserves, primarily in the onshore western United States. We attempt to leverage our technical experience and expertise with seismic data to identify exploration and exploitation projects with significant potential economic return. We intend to participate in selected exploration projects as a working interest owner, currently as a non-operator, sharing both risk and rewards with our partners. Our financial results depend on our ability to sell prospect interests to outside industry participants. We will not be able to commence exploratory drilling operations without outside industry participation. We have pursued, and will continue to pursue, exploration opportunities in regions where we believe significant opportunity for discovery of oil and gas exists. By attempting to reduce drilling risk through seismic technology, we seek to improve the expected return on investment in our oil and gas exploration projects.

Our future financial results continue to depend primarily on (1) our ability to discover commercial quantities of hydrocarbons; (2) the market price for oil and gas; (3) our ability to continue to source and screen potential projects; and (4) our ability to fully implement our exploration and development program with respect to these and other matters. There can be no assurance that we will be successful in any of these respects or that the prices of oil and gas prevailing at the time of production will be at a level allowing for profitable production.

#### Liquidity and Capital Resources

At November 30, 2003, we had approximately \$2,290,000 in working capital.

During the quarter ended November 30, 2003, capitalized costs for oil and gas properties increased by approximately \$198,000. This increase reflects net costs incurred for drilling and completion, geological and geophysical costs, delay rentals and other related direct costs with respect to our exploration and development prospects, of approximately \$236,000, less depreciation of asset retirement obligation assets of approximately \$38,000. There was no charge to impairment during the quarter, based upon management's determination that no further impairment of undeveloped properties had occurred since the end of the prior fiscal year.

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During the quarter ended November 30, 2002, capitalized costs for oil and gas properties increased by approximately \$214,000. This increase reflects net costs incurred for drilling and completion, geological and geophysical costs, delay rentals and other related direct costs with respect to our exploration and development prospects, of \$694,000. This increase was offset by impairment taken against such oil and gas properties in the approximate amount of \$480,000.

It is anticipated that the continuation and future development of our business will require additional, and possibly substantial, capital expenditures. At this time, our ongoing administrative and operating overhead exceeds our incoming revenue, and we have no reliable source for additional funds for administration and operations to the extent our existing funds have been utilized. In addition, our capital expenditure budget for the fiscal year ending August 31, 2004 will depend on our success in selling additional

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prospects for cash, the level of industry participation in our exploration projects, the availability of debt or equity financing, and the results of our activities, including continuing results at our East Lost Hills project. We anticipate spending a minimum of approximately \$900,000 for capital expenditures relating to our existing drilling commitments and related development expenses, and other exploration costs. To limit capital expenditures, we intend to form industry alliances and exchange an appropriate portion of our interest for cash and/or a carried interest in our exploration projects. We may need to raise additional funds to cover capital expenditures. These funds may come from cash flow, equity or debt financings, a credit facility, or sales of interests in our properties, although there is no assurance additional funding will be available.

### Capital Expenditures

During the quarter ended November 30, 2003, we incurred approximately \$236,000 of capital costs relating to our exploration projects in California and the Rocky Mountain region, including continued acreage lease obligations and associated geological and geophysical costs. There were no capital costs incurred on our East Lost Hills Project during the quarter. Revenues from oil and gas production during the quarter ended November 30, 2003 were \$40,018.

During the quarter ended November 30, 2002, we incurred approximately \$421,000 for costs relating to drilling and completing wells at our East Lost Hills Project. We incurred approximately \$273,000 for costs related to our other exploration projects including continued acreage lease obligations and associated geological and geophysical costs. Revenues from oil and gas production during the quarter ended November 30, 2002 were \$47,544.

We currently anticipate that we will participate in the drilling of up to three exploration wells during our fiscal year ending August 31, 2004, although the number of wells may increase as additional projects are added to our portfolio. However, there can be no assurance that any such wells will be drilled and if drilled that any of these wells will be successful.

Our future financial results continue to depend primarily on (1) our ability to discover commercial quantities of hydrocarbons; (2) the market price for oil and gas; (3) our ability to continue to source and screen potential projects; and (4) our ability to fully implement our exploration and development program with respect to these and other matters. There can be no assurance that we will be successful in any of these respects or that the prices of oil and gas prevailing at the time of production will be at a level allowing for profitable production.

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The following table summarizes the Company's obligations and commitments to make future payments under its convertible notes payable and office lease for the periods specified as of November 30, 2003:

| Contractual<br>Obligations<br>-----   | Payments Due By Period |  |                                       |                                       |  |
|---------------------------------------|------------------------|--|---------------------------------------|---------------------------------------|--|
|                                       | Total<br>-----         | Year Ended<br>August 31,<br>2004<br>---- | Fiscal<br>Years<br>2005-2007<br>----- | Fiscal<br>Years<br>2008-2009<br>----- | Fiscal<br>Years 2010<br>and After<br>----- |
| Convertible Notes                     | \$8,474,313            | \$-0-                                    | \$-0-                                 | \$8,474,313                           | \$-0-                                      |
| Office Lease                          | 97,723                 | 97,723                                   | -0-                                   | -0-                                   | \$-0-                                      |
| <br>                                  |                        |  |                                       |                                       |  |
| Total Contractual<br>Cash Obligations | \$8,572,036            | \$ 97,723                                | -0-                                   | \$8,474,313                           | \$-0-                                      |

The above schedule assumes convertible note interest payments will be added to the principal amount (which is at the discretion of the Company), and the entire balance will be paid in full on maturity of May 24, 2009, and there will be no

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conversion of debt to common stock. In addition to the above obligations, if we elect to continue holding all our existing leases on a delayed rental basis, we would have to pay approximately \$560,000 during the year ending August 31, 2004. The Company considers on a quarterly basis whether to continue holding all or part of each acreage block by making delay rental payments on existing leases.

### Summary of Exploration Projects

The following is a summary of the current status of our exploration projects:

#### Exploration Of Overthrust Properties

In December 2003, the Company entered into an agreement with two private oil and gas exploration companies covering the Company's exploration projects in the Overthrust of Southwestern Wyoming. The agreement calls for an initial well to be drilled to test the Cumberland Prospect in section 16, T18N, R118W.

The Cumberland Prospect is a Jurassic Nugget test of an undrilled structure at the leading edge of the Absaroka Thrust. The Nugget Formation has produced in excess of 3.70 Tcfe of natural gas from structural closures on the Absaroka Thrust. The Cumberland prospect is on trend with these productive features, and is located approximately 5 miles northeast of the Ryckman Creek field. Ryckman Creek field was discovered in 1975 by Amoco and Chevron, and produced in excess of 250 Bcfe from the Nugget, prior to abandonment.

It is currently anticipated that the test well for the Cumberland Prospect will be drilled early in calendar 2004. PYR Energy will participate with a 10% working interest in the drilling and will be carried for an additional 22.5% working interest to casing point in the initial test well. After casing point, PYR will have a 32.5% working interest in the initial well and all subsequent wells in the Prospect. The anticipated total depth of the well is estimated to be 10,600 feet. As part of the agreement, PYR has been reimbursed for certain exploration and prospect development costs associated with the Cumberland Prospect. PYR controls 6233 net acres within the Cumberland area of mutual interest (AMI).

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After drilling of the Cumberland test well, the participants also will have an option to earn part of PYR's Greater Duck AMI surrounding its Mallard Prospect at the south end of the giant Whitney Canyon - Carter Creek gas field. The agreement requires the participants to drill the initial test well at the Mallard Prospect to earn part of PYR's acreage position within the AMI. PYR currently controls 4160 net acres of leasehold within the Greater Duck AMI. If the Mallard Prospect is drilled, PYR will participate with a 5% working interest and will be carried for an additional 23.75% working interest to casing point in the initial test well. After casing point, PYR will have a 28.75% working interest in the initial test well and all subsequent wells in the prospect.

The Mallard Prospect, seismically identified as a subsidiary structural feature, is located adjacent to the south end of the Whitney Canyon - Carter Creek field. Whitney Canyon - Carter Creek, discovered in 1978, has produced approximately 1.98 Tcfe of natural gas from multiple Paleozoic reservoirs in a large, complex structural closure on the Absaroka Thrust. The main target horizon at Mallard Prospect is the Mississippian Mission Canyon Formation at an estimated depth of approximately 14,500 feet. The Mission Canyon Formation has accounted for 93% of the cumulative production from Whitney Canyon - Carter Creek.

The agreement also provides that the participants can earn interests in certain other portions of the Company's Overthrust acreage by undertaking other specified exploration activities.

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### Property Impairment

During the quarter ended November 30, 2003, the Company recognized no impairment of its capitalized oil and gas properties, based upon Management's determination that no further impairment of undeveloped properties had occurred since the end of the prior fiscal year. As of the end of the prior fiscal year, August 31, 2003, Company management had completed a comprehensive evaluation of its capitalized oil and gas properties for purposes of determining impaired properties and recognized an impairment charge of approximately \$3,234,000 for the year then ended.

### East Lost Hills, San Joaquin Basin, California

During our quarter ended November 30, 2003 and fiscal year ended August 31, 2003, no drilling or development activities occurred at our East Lost Hills project. Although the 1998 blow-out of the original test well, the Bellevue #1-17, evidenced high volumes and deliverability of hydrocarbons, the project has still not established meaningful commercial production, and it is unlikely that additional activity will occur on the project. The Company has written off its entire investment in this project.

Berkley Petroleum Inc., a wholly owned subsidiary of Anadarko Petroleum Corporation, the operator at East Lost Hills, has informed the participant group that it does not intend to participate in additional operations at East Lost Hills. Significant portions of the leaseholds in the project have expired or will expire in the near future.

We have continued to evaluate our ongoing participation in the East Lost Hills project. Although we do not believe that there has been adequate evaluation of the Temblor potential at East Lost Hills, the historical cost structure of operations and the ongoing uncertainties make it very difficult to continue to participate in this project. We will seek to limit capital expenditures at East Lost Hills until there occurs a point in time as many of the ongoing problems associated with the play are mitigated. There is no

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assurance that any such mitigation of problems or any additional operations will occur at East Lost Hills. If additional operations are proposed, we will carefully evaluate to what extent, if any, we will participate in those operations.

The ELH #4 well was drilled and completed to a depth of approximately 20,500 feet. Although the well flowed natural gas and liquid hydrocarbons upon initial production testing, we believe that mechanical difficulties related to the influx of wellbore debris have prevented an adequate and full evaluation of the reservoir potential. During initial production testing of the ELH #4, coil tubing was used to attempt to clean out debris in the wellbore. During these clean-out operations, a portion of the coil tubing separated and became stuck in the wellbore. Retrieval operations have not been initiated, and it is uncertain whether the coil tubing can be removed from the wellbore. The well is currently shut-in. Although the participant group has not approved or consented, the operator has formally proposed to plug and abandon the well.

The ELH #9 well was drilled and completed to a depth of approximately 20,100 feet. Initially, the well was production tested in the Kreyenhagen shale underlying the Temblor formation. Non-commercial hydrocarbons were encountered and tested from this zone, and the participants agreed to move up-hole and test the lower Temblor section. These zones were perforated by wireline and limited production of hydrocarbons was encountered. We believe that the perforation and testing methodology may have been inadequate to fully evaluate the reservoir potential and that the production results are inconclusive. This well is currently shut-in. Although the participant group has not approved or consented, the operator has formally proposed to plug and abandon the well.

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The third well, the AERA Energy LLC #1-22 NWLH, located approximately 3.5 miles northwest of the ELH #1 well, was drilled to a total depth of 20,457 feet. The well encountered hydrocarbon shows and gas flow from several zones in the Temblor, and casing has been installed in preparation for production testing. We have determined to prioritize our financial resources on other prospects, and have elected to non-consent to the completion and production testing operations. We participated in the drilling of this well through a pooling arrangement at a 4.04% working interest.

### Results of Operations

The quarter ended November 30, 2003 compared with the quarter ended November 30, 2002.

Operations during the quarter ended November 30, 2003 resulted in a net loss of \$361,802 compared with a net loss of \$836,373 for the quarter ended November 30, 2002. The decrease in net loss is reflects the lack of a charge for impairment of oil and gas properties in 2003 compared to \$480,000 of impairment expense recognized in 2002. A broader discussion of these and other items are presented below.

Oil and Gas Revenues and Expenses. During the quarter ended November 30, 2003, we recorded \$30,717 from the sale of 7,487 mcf of natural gas for an average price of \$4.10 per mcf and \$9,301 from the sale of 402 bbls of hydrocarbon liquids for an average price of \$23.13 per barrel. Lease operating expenses during this period were \$15,271. During the quarter ended November 30, 2002, we recorded \$36,890 from the sale of 10,947 mcf of natural gas for an average price of \$3.37 per mcf and \$10,654 from the sale of 452 bbls of hydrocarbon liquids for an average price of \$23.57 per barrel. Lease operating expenses during this period were \$21,037.

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Depreciation, Depletion and Amortization. We recorded no depreciation, depletion and amortization expense from oil and gas properties for the quarters ended November 30, 2003 and November 30, 2002. Although the East Lost Hills #1 has produced continuously since 2001, we have previously recorded an impairment against our entire amortizable full cost pool, and therefore had no costs to amortize. We recorded \$2,299 and \$3,086 in depreciation expense associated with capitalized office furniture and equipment during the quarters ended November 30, 2003 and November 30, 2002, respectively. Included in depreciation expense reported for 2003, is \$37,821 of depreciation of Asset Retirement Obligation assets, and \$21,152 of accretion of the unamortized discount of the Asset Retirement Obligation liability.

Dry Hole, Impairment and Abandonments. During the quarter ended November 30, 2003 we recorded no impairment expense, compared to \$479,668 of impairment expense for the quarter ended November 30, 2002. Although properties may be considered evaluated for purposes of the ceiling test and included in the impairment calculation, until these properties are completely abandoned, we may continue to incur costs associated with these properties. Until we can establish economic reserves, of which there is no assurance, any additional costs associated with these properties are capitalized, and then charged to impairment expense as incurred.

General and Administrative Expense. We incurred \$251,490 and \$325,306 in general and administrative expenses during the quarters ended November 30, 2003 and November 30, 2002, respectively. The decrease principally reflects lower salaries and wages in 2003 following staff resignations.

Interest Expense. We incurred \$79,354 and \$75,566 in interest expense for the quarters ended November 30, 2003 and November 30, 2002, respectively. The interest expense for each year is associated with the May 24, 2002 sale of outstanding convertible notes due on May 24, 2009.

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### Cash Flow

The quarter ended November 30, 2003 compared to the quarter ended November 30, 2002

### Cash Flows From Operating Activities

Net loss. See discussion of net loss in Results of Operations section above.

Depreciation and amortization. Depreciation expense increased to \$61,272 for the quarter ended November 30, 2003, compared to \$3,068 for the quarter ended November 30, 2002. The 2003 expense reflects depreciation of Asset Retirement Obligation assets of \$37,821 and \$21,152 of accretion of unamortized discount of the Asset Retirement Obligation liability, neither of which were recognized in 2002.

Impairment, dry hole and abandonments. During the quarter ended November 30, 2003, the company recorded no impairment expense as compared to \$479,668 during the quarter ended November 30, 2002. The 2002 impairment related principally to costs incurred to drill and complete wells in the East Lost Hills project. There were no such costs incurred in 2003.

Accrued interest converted into debt. For the quarter ended November 30, 2003 accrued interest converted into debt was \$158,577 compared to \$151,751 for the quarter ended November 30, 2002. Both amounts reflect interest accrued on the \$6,000,000 convertible notes issued May 24, 2002.

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Prepaid expenses. Prepaid expenses increase \$78,684 in the quarter ended November 30, 2003 compared to an increase of \$70,683 for the quarter ended November 30, 2002. The increases in both periods reflect the payment of Directors and Officers Liability Insurance premiums during the quarters.

Accounts payable and accruals. During the quarter ended November 30, 2003, accounts payable and accruals decreased \$47,426, principally reflecting the conversion of accrued interest expense to debt. During the quarter ended November 30, 2002, accounts payable and accruals increased \$322,417 reflecting increased amounts due to the operator of the East Lost Hills project for costs to drill and complete wells in the project.

### Cash Flows From Investing Activities

Cash paid for oil and gas properties. During the quarter ended November 30, 2003 the Company paid \$276,389 of costs incurred on exploration projects in California and the Rocky Mountain region, compared to \$747,293 paid during the quarter ended November 30, 2002. The decrease relates principally to costs paid on the East Lost Hills project in 2002, not incurred or paid in 2003.

### Critical Accounting Policies And Estimates

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our Financial Statements.

#### Property, Equipment and Depreciation:

We follow the full cost method to account for our oil and gas exploration and development activities. Under the full cost method, all costs incurred which are directly related to oil and gas exploration and development are capitalized and subjected to depreciation and depletion. Depletable costs also include estimates of future development costs of proved reserves. Costs related to undeveloped oil and gas properties may be excluded from depletable costs until

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those properties are evaluated as either proved or unproved. The net capitalized costs are subject to a ceiling limitation based on the estimated present value of discounted future net cash flows from proved reserves, or in the Company's case, where there are no proved reserves, it would be the estimated market value of the Company's unproved properties. The Company performs a detailed estimate of the market value of each property on a quarterly basis based on information known to management as to drilling activity in the area of the Company's holdings and the Company's near term intent to develop such properties. Gains or losses upon disposition of or impairment of the Company's unproved oil and gas properties are recorded in the statement of operations as the Company has no proved reserves.

#### Revenue Recognition:

The Company recognizes oil and gas revenues from its interests in producing wells as oil and gas is produced and sold from these wells. The Company has no gas balancing arrangements in place. Oil and gas sold is not significantly different from the Company's product entitlement.

### Recent Accounting Pronouncements

In June 2001, the Financial Accounting Standards Board ("FASB") issued SFAS No. 141, "Business Combinations," which requires the purchase method of



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accounting for business combinations initiated after June 30, 2001 and eliminates the pooling-of-interests method. In July 2001, the FASB issued SFAS No. 142, "Goodwill and Other Intangible Assets," which discontinues the practice of amortizing goodwill and indefinite lived intangible assets and initiates an annual review for impairment. Intangible assets with a determinable useful life will continue to be amortized over that period. The oil and gas industry is currently discussing the appropriate balance sheet classification of oil and gas mineral rights held by lease or contract. The Corporation classifies these assets as a component of oil and gas properties in accordance with its interpretation of SFAS No. 19 and common industry practice. There is also a view that these mineral rights are intangible assets as defined in SFAS No. 141, "Business Combinations", and, therefore, should be classified separately on the balance sheet as intangible assets.

The Company did not change or reclassify contractual mineral rights included in oil and gas properties on the balance sheet upon adoption of SFAS No. 141. The Company believes its current accounting of such mineral rights as part of oil and gas properties is appropriate under the full cost method of accounting. However, if the accounting for mineral rights held by lease or contract is ultimately changed so that costs associated with mineral rights not held under fee title and pursuant to the guidelines of SFAS No. 141 are required to be classified as long term intangible assets, then the reclassified amount as of November 30, 2003 would be approximately \$4,539,000 and the reclassified amount as of August 31, 2003 (the end of the Company's last completed fiscal year) would be approximately \$4,366,000. Management does not believe that the ultimate outcome of this issue will have a significant impact on the Company's cash flows, results of operations or financial condition.

In June 2003, the FASB approved SFAS 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity". SFAS 150 establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. This Statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. SFAS 150 is not expected to have an effect on the Company's financial position.

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### ITEM 3. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Company conducted an evaluation under the supervision and with the participation of the principal executive officer and principal financial officer, of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")). Based on this evaluation, the principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. There was no change in the Company's internal controls over financial reporting during the Company's most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

### PART II. OTHER INFORMATION

#### Item 1. Legal Proceedings

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Not Applicable

Item 2. Changes in Securities and Use of Proceeds; Recent Sales Of Unregistered Securities

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Submission of Matters to a Vote of Security Holders

Previously reported.

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit Index

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| Number<br>----- | Description<br>-----  |
|-----------------|---|
| 31              | Rule 13a-14(a) Certifications of Chief Executive Officer and Chief Financial Officer  |
| 32              | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |
|                 | (b) During the quarter ended November 30, 2003, we did not file any Current Reports on Form 8-K. Following the quarter ended November 30, 2003, we filed reports on Form 8-K for events occurring on the following dates: |
|                 | December 15, 2003   |
|                 | December 11, 2003   |

SIGNATURES

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In accordance with the requirements of the Exchange Act, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

| Signatures<br>-----                                       | Title<br>-----  | Date<br>----     |
|---|---|------------------|
| /s/ D. Scott Singdahlsen<br>-----<br>D. Scott Singdahlsen | President, Chief Executive Officer<br>and Principal Financial Officer | January 20, 2004 |

