

FORM 5

QUARTERLY LISTING STATEMENT

Name of CNQ Issuer: Stealth Energy Inc. (the "Issuer").

Trading Symbol: STLH

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNQ Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the CNQ.ca website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the CNQ Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Please see attached.

SCHEDULE B: SUPPLEMENTARY INFORMATION

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

A total of \$40,500 in consulting fees have been paid to officers, directors or companies controlled by officers/directors of the Issuer. As at May 31, 2008, the Issuer recorded a loan from an officer and director of the Issuer of \$6,946, the loan is unsecured, non-interest bearing and due on demand. Included in the receivables, \$53,920 were due from a company controlled by director of the Company. Included in the account payable and accrued liabilities \$6,738 was payable to a director of the Issuer. These transactions were conducted in the normal course of operations, on commercial terms established and agreed to by the related parties, and were recorded at the exchange amount.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
March 12, 2008	Common shares	Exercise of options	34,020	\$0.23	\$7,824	Cash	Arm's length party	\$0
May 1, 2008	Units ⁽¹⁾	Non-brokered private placement	14,655,000 45,150	\$0.50 \$0.5	\$7,327,500	Cash	Arm's length parties	1. \$170,442 paid in cash 2. Issuance of 45,150 units ⁽¹⁾

(1) Each unit is comprised of one common share and one two-year non-transferable warrant.

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship		Exercise Price	Expiry Date	Market Price on date of Grant
		Name of Optionee	Relationship			
May 26, 2008	125,000	Brian Smith	Director	\$0.65	May 25, 2013	\$0.58
May 26, 2008	125,000	R. Stuart Angus	Director	\$0.65	May 25, 2013	\$0.58
May 26, 2008	75,000	Yuling Zhou	Director	\$0.65	May 25, 2013	\$0.58
May 26, 2008	200,000	Wayne Moorhouse	CFO & Secretary	\$0.65	May 25, 2013	\$0.58
May 26, 2008	300,000	John Campbell	Director, CEO & President	\$0.65	May 25, 2013	\$0.58
May 26, 2008	200,000	Michael Farley	Director	\$0.65	May 25, 2013	\$0.58
May 26, 2008	300,000	David Yue	Director	\$0.65	May 25, 2013	\$0.58
May 26, 2008	300,000	Robert Gardner	Director and Chairman of Board	\$0.65	May 25, 2013	\$0.58
May 26, 2008	25,000	Cherry Cai	Consultant	\$0.65	May 25, 2013	\$0.58
May 26, 2008	200,000	Carlo Nigro	Employee	\$0.65	May 25, 2013	\$0.58
May 26, 2008	150,000	David Eaton	Consultant	\$0.65	May 25, 2013	\$0.58

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
- (b) number and recorded value for shares issued and outstanding,
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
- (d) Number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

Share Capital Information

Class	Shares Authorized	Issued & Outstanding #	Issued & Outstanding (Value \$)	Escrow Securities
Common Shares	An unlimited number of common voting shares with no par value	30,122,502	9,611,350	4,587,500 common shares were in escrow
Preferred Shares	An unlimited number of preferred shares, without nominal or par value, issuable in series	-	-	

Outstanding Options

Grant Date	Number of Options Granted	Number of Options Exercised	Number of Options Outstanding	Exercise price	Expiry Date
October 26, 2007	550,000	34,020	515,980	\$0.23	October 25, 2009
May 26, 2008	2,000,000	-	2,000,000	\$0.65	May 25, 2013

Outstanding Warrants

Issuance Date	Number of Warrants Issued	Number of Warrants Exercised	Number of Warrants Outstanding	Exercise price	Expiry Date
February 25, 2008	5,000,000	-	5,000,000	\$0.30	March 4, 2010
May 1, 2008	14,700,150	-	14,700,150	\$0.60 (in the first year)	April 30, 2010
				\$0.75 (in the second year)	

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Robert Gardner, Q.C.	Director and Chairman of Board
John Campbell	Director, CEO & President
R. Stuart Angus	Director
Brian Smith, Q.C.	Director
Michael Farley Ph.D.	Director
Yuling Zhou	Director
David Yue	Director
Wayne Moorhouse	CFO & Secretary

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Please see attached.

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 Quarterly Listing Statement.
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 5 Quarterly Listing Statement is true.

Dated July 29, 2008.

Robert Gardner
Name of Director or Senior Officer

"Robert Gardner"
Signature

Chairman
Official Capacity

Issuer Details		For Quarter Ended	Date of Report YY/MM/D
Name of Issuer			
Stealth Energy Inc.		May 31, 2008	2008/07/29
Issuer Address			
1328 - 885 W Georgia St			
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.	
Vancouver BC V6C 3G1	(604) 669-7885	(604) 669-7831	
Contact Name	Contact Position	Contact Telephone No.	
Diana Ho	Executive Assistant	(604) 688-9588	
Contact Email Address	Web Site Address		
diana.ho@ barongroupintl.com	none		