



**Anterra Energy Inc.  
Condensed Interim Financial Statements  
FOR THE NINE MONTHS ENDED September 30, 2011**

**NOTICE OF NO AUDITOR REVIEW OF  
INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying unaudited interim financial statements of Anterra Energy Inc. (the "Company") have been prepared by and are the responsibility of the management of the Company. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

**ANTERRA ENERGY INC.**  
**Statement of Financial Position**

(unaudited)

| (Canadian dollars)                                | Note | September<br>30, 2011 | December<br>31, 2010 | January 1,<br>2010 |
|---------------------------------------------------|------|-----------------------|----------------------|--------------------|
| <b>ASSETS</b>                                     |      |                       |                      |                    |
| <b>Current assets</b>                             |      |                       |                      |                    |
| Cash                                              |      | -                     | 43,293               | 25,839             |
| Trade and other receivables                       | 7    | 1,728,032             | 1,083,969            | 878,936            |
| Prepaid expenses and deposits                     |      | 340,274               | 1,414,992            | 279,456            |
|                                                   |      | <u>2,068,306</u>      | <u>2,542,254</u>     | <u>1,184,231</u>   |
| <b>Non-current assets</b>                         |      |                       |                      |                    |
| Intangible assets                                 | 8    | -                     | -                    | 10,001             |
| Evaluation and exploration assets                 | 9    | 5,855,482             | 3,079,706            | 678,000            |
| Property, plant and equipment                     | 10   | 29,741,423            | 25,535,564           | 24,466,168         |
|                                                   |      | <u>35,596,905</u>     | <u>28,615,270</u>    | <u>25,154,169</u>  |
| <b>Total Assets</b>                               |      | <u>37,665,211</u>     | <u>31,157,524</u>    | <u>26,338,400</u>  |
| <b>LIABILITIES</b>                                |      |                       |                      |                    |
| <b>Current liabilities</b>                        |      |                       |                      |                    |
| Trade and other payables                          | 11   | 3,020,975             | 1,262,031            | 2,968,623          |
| Bank indebtedness                                 | 12   | 4,171,591             | 1,299,841            | 3,277,664          |
| Flow-through shares premium                       |      | -                     | -                    | 80,002             |
| Debentures                                        | 13   | -                     | 487,455              | -                  |
|                                                   |      | <u>7,192,566</u>      | <u>3,049,327</u>     | <u>6,326,289</u>   |
| <b>Non-current assets liabilities</b>             |      |                       |                      |                    |
| Debentures                                        | 13   | -                     | -                    | 483,924            |
| Decommissioning provisions                        | 14   | 3,973,550             | 3,764,035            | 3,573,803          |
| Deferred tax liability                            |      | 557,075               | 806,231              | 1,822,589          |
|                                                   |      | <u>4,530,625</u>      | <u>4,570,266</u>     | <u>5,880,316</u>   |
| <b>SHAREHOLDERS' EQUITY</b>                       |      |                       |                      |                    |
| Share capital                                     | 15   | 31,267,479            | 31,085,812           | 19,363,152         |
| Contributed surplus                               | 15   | 2,245,164             | 1,483,148            | 1,092,825          |
| Accumulated deficit                               |      | (7,570,623)           | (9,031,029)          | (6,324,182)        |
|                                                   |      | <u>25,942,020</u>     | <u>23,537,931</u>    | <u>14,131,795</u>  |
| <b>Total Liabilities and Shareholders' Equity</b> |      | <u>37,665,211</u>     | <u>31,157,524</u>    | <u>26,338,400</u>  |

The accompanying notes are an integral part of these condensed interim financial statements.

**ANTERRA ENERGY INC.****Condensed Statement of Comprehensive Income (Loss)**

(unaudited)

| (Canadian dollars)                       | Notes | Nine months ended<br>September 30, |             | Three months ended<br>September 30, |           |
|------------------------------------------|-------|------------------------------------|-------------|-------------------------------------|-----------|
|                                          |       | 2011                               | 2010        | 2011                                | 2010      |
| Revenue                                  |       | <b>8,457,309</b>                   | 3,930,918   | <b>3,278,176</b>                    | 1,383,202 |
| Royalties                                |       | <b>(1,304,520)</b>                 | (197,917)   | <b>(736,922)</b>                    | (70,024)  |
|                                          |       | <b>7,152,789</b>                   | 3,733,001   | <b>2,541,254</b>                    | 1,313,178 |
| Operating expense                        |       | <b>(2,410,463)</b>                 | (2,264,531) | <b>(952,605)</b>                    | (648,212) |
| Transportation expense                   |       | -                                  | (140,868)   | -                                   | (61,224)  |
| Share-based payment expense              | 15    | <b>(762,016)</b>                   | (303,678)   | -                                   | (303,678) |
| Depletion, depreciation and amortization | 10    | <b>(1,126,972)</b>                 | (1,231,012) | <b>(428,282)</b>                    | (430,117) |
| General and administrative               |       | <b>(1,591,891)</b>                 | (1,844,621) | <b>(613,728)</b>                    | (780,518) |
| <b>Income (loss) from operations</b>     |       | <b>1,261,447</b>                   | (2,051,709) | <b>546,639</b>                      | (910,571) |
| Finance expense                          |       | <b>(50,197)</b>                    | (144,026)   | <b>(8,384)</b>                      | (49,282)  |
| <b>Income (loss) before income tax</b>   |       | <b>1,211,250</b>                   | (2,195,735) | <b>538,255</b>                      | (959,853) |
| Deferred tax recovery                    |       | <b>(249,156)</b>                   | (765,018)   | <b>(6,230)</b>                      | (261,588) |
| <b>Comprehensive income (loss)</b>       |       | <b>1,460,406</b>                   | (1,430,717) | <b>544,485</b>                      | (698,265) |
| <b>Earnings (loss) per share</b>         | 20    |                                    |             |                                     |           |
| Basic                                    |       | <b>0.006</b>                       | (0.006)     | <b>0.002</b>                        | (0.003)   |
| Diluted                                  |       | <b>0.006</b>                       | (0.006)     | <b>0.002</b>                        | (0.003)   |

The accompanying notes are an integral part of these condensed interim financial statements.

**ANTERRA ENERGY INC.****Condensed Statement of Changes in Shareholders' Equity**

(unaudited)

|                                 | Note | Share Capital     | Contributed surplus | Accumulated Deficit | Total Shareholders' Equity |
|---------------------------------|------|-------------------|---------------------|---------------------|----------------------------|
| (Canadian dollars)              |      | \$                | \$                  | \$                  | \$                         |
| As at January 1, 2010           |      | 19,363,152        | 1,092,825           | (6,324,182)         | 14,131,795                 |
| Total comprehensive loss        |      | -                 | -                   | (732,452)           | (732,452)                  |
| Share issuance                  | 15   | 12,000,000        | -                   | -                   | 12,000,000                 |
| Share issue costs, net of tax   |      | (490,940)         | -                   | -                   | (490,940)                  |
| Warrant issuance                | 15   | 153,600           | -                   | -                   | 153,600                    |
| <b>As at September 30, 2010</b> |      | <b>31,025,812</b> | <b>1,092,825</b>    | <b>(7,056,634)</b>  | <b>25,062,003</b>          |
| As at December 31, 2010         |      | 31,085,812        | 1,483,148           | (9,031,029)         | 23,537,931                 |
| Total comprehensive loss        |      |                   |                     | 1,460,406           | 1,460,406                  |
| Share-based payment expense     | 15   |                   | 762,016             |                     | 762,016                    |
| Warrant exercised for shares    | 15   | 181,667           |                     |                     | 181,667                    |
| <b>As at September 30, 2011</b> |      | <b>31,267,479</b> | <b>2,245,164</b>    | <b>(7,570,623)</b>  | <b>25,942,020</b>          |

The accompanying notes are an integral part of these condensed interim financial statements.

**ANTERRA ENERGY INC.**  
**Condensed Statement of Cash flows**  
(unaudited)

| (Canadian dollars)                                          | Note | Nine months ended<br>September 30, |                    |
|-------------------------------------------------------------|------|------------------------------------|--------------------|
|                                                             |      | 2011                               | 2010               |
| <b>Cash provided by (used for) the following activities</b> |      |                                    |                    |
| <b>Operating activities</b>                                 |      |                                    |                    |
| Net comprehensive income (loss)                             |      | 1,460,406                          | (1,430,717)        |
| Add (deduct) items not affecting cash:                      |      |                                    |                    |
| Depletion, depreciation and amortization                    | 10   | 1,126,972                          | 1,231,012          |
| Share-based payment expense                                 | 15   | 762,016                            | 303,678            |
| Deferred tax recovery                                       |      | (249,156)                          | (765,018)          |
| Accretion of decommissioning provisions                     |      | 126,049                            | 64,586             |
|                                                             |      | <u>3,226,287</u>                   | <u>(596,459)</u>   |
| Change in non-cash working capital                          |      |                                    |                    |
| Change in trade and other receivables                       |      | (644,063)                          | (448,497)          |
| Change in prepaid expenses and deposits                     |      | 1,074,718                          | (1,194,272)        |
| Change in trade and other payables                          |      | 884,234                            | (81,527)           |
| <b>Cash from (used in) operating activities</b>             |      | <u>4,541,176</u>                   | <u>(2,320,755)</u> |
| <b>Investment activities</b>                                |      |                                    |                    |
| Additions to property, plant and equipment                  | 10   | (5,249,365)                        | (3,190,695)        |
| Additions to exploration and evaluation assets              | 9    | (2,775,776)                        | (2,401,706)        |
| Change in non-cash working capital                          |      | 874,710                            | (1,871,497)        |
| <b>Cash used in investing activities</b>                    |      | <u>(7,150,431)</u>                 | <u>(7,463,898)</u> |
| <b>Financing activities</b>                                 |      |                                    |                    |
| Issuance of common shares                                   | 15   | 181,667                            | 12,000,000         |
| Share issue cost                                            |      | -                                  | (337,340)          |
| Debentures repaid                                           |      | (487,455)                          | (2,821)            |
| Increase (decrease) of bank indebtedness                    |      | 2,871,750                          | (1,901,025)        |
| <b>Cash from (used in) financing activities</b>             |      | <u>2,565,962</u>                   | <u>9,758,814</u>   |
| Decrease (Increase) in cash                                 |      | (43,293)                           | (25,839)           |
| Cash and cash equivalents, beginning of period              |      | 43,293                             | 25,839             |
| <b>Cash and cash equivalents, end of period</b>             |      | <u>-</u>                           | <u>-</u>           |

The accompanying notes are an integral part of these condensed interim financial statements.

# **ANTERRA ENERGY INC.**

## **Notes to the condensed interim financial statements (unaudited)**

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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### **1. General information**

Anterra Energy Inc. (the "Company" or "Anterra") is a public company that was incorporated under the Alberta Business Corporations Act on March 22, 2000 as Holy Smoke Capital Corp. On November 1, 2002, the Company changed its name to Anterra Corporation. On January 1, 2007, Anterra Corporation and its wholly owned subsidiaries Anterra Resources Inc. and Anterra Midstream Inc. were amalgamated under the name of Anterra Corporation. On May 1, 2007, Anterra Corporation completed an amalgamation with Resolve Energy Inc. under the name of Anterra Energy Inc. The principal activities of the Company are the exploration, development and production of petroleum and natural gas properties. The address of the registered office is #1420, 1122 4<sup>th</sup> Street SW, Calgary, Alberta.

The financial statements of the Company for the period ended September 30, 2011 were authorised for issue on November 25, 2011 in accordance with a resolution of the directors.

### **2. Going concern**

These condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operation. The Company reported a net profit of \$1,460,406 and generated a positive cash flow from operating activities of \$3,226,287 for the period ended September 30, 2011. The Company had a net working capital deficit of \$5,124,260 at September 30, 2011 and had an accumulated deficit of \$7,570,623. The Company is in compliance with its covenants with its lender and has \$7,828,409 undrawn on its credit facility.

The Company's ability to continue as a going concern is dependent upon the ability to raise capital, the generation of positive cash flow, the maintenance of its existing reserve and production base, the success of the development and exploration program and the continued support of its lender. There is no certainty that such events will occur and that sources of financing will be obtained on terms acceptable to management. Whether and when the Company can attain profitability and positive cash flows is also uncertain. These uncertainties cast significant doubt about the Company's ability to continue as going concern. The accompanying financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

### **3. Basis of preparation**

#### **Statement of compliance**

These interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") and using the accounting policies the Corporation expects to adopt in its consolidated financial statements as at and for the year ending December 31, 2011.

The Company adopted IFRS in accordance with IFRS 1 First-time Adoption of International Financial Reporting Standards ("IFRS 1") with a transition date to IFRS of January 1, 2010. Consequently the comparative figures for 2010 and the Company's statement of financial position as at January 1, 2010 have been restated from pre-changeover accounting principles generally accepted in Canada ("Canadian GAAP") to comply with IFRS.

The reconciliations to IFRS from the previously published Canadian GAAP consolidated financial statements are summarized in note 24. In addition, IFRS 1 allows certain exemptions from retrospective application of IFRS in the opening statement of financial position. Where these have been used they are explained in note 24.

# **ANTERRA ENERGY INC.**

## **Notes to the condensed interim financial statements (unaudited)**

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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### **3. Basis of preparation (continued)**

The interim condensed consolidated financial statements should be read in conjunction with the Company's pre-changeover Canadian GAAP annual consolidated financial statements for the year ended December 31, 2010, as well as the Company's interim consolidated financial statements for the period ended September 30, 2011.

#### **Basis of measurement**

These condensed interim financial statements are stated in Canadian dollars and were prepared on a going concern basis, under historical cost.

#### **Use of estimates and judgments**

The preparation of financial statements in conformity with IAS34 and IFRS1 requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Areas where estimates are significant to the condensed interim financial statements are disclosed in Note 5.

#### **Functional and presentation currency**

These condensed interim financial statements are presented in Canadian dollars, which is the Company's functional currency.

### **4. Summary of Significant Accounting Policies**

The principal accounting policies applied in the preparation of these condensed interim financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

#### **A) Basis of Consolidation**

##### **Jointly controlled operations and jointly controlled assets**

Certain of the Company's exploration and development activities are conducted jointly with others, and accordingly, the condensed interim financial statements reflect only the Company's proportionate interest in such activities.

#### **B) Cash**

Cash includes cash on deposit with the bank.

#### **C) Revenue recognition**

Revenue from the sale of crude oil and natural gas is recognized when title and the risks and rewards of ownership passes to the buyer, normally at the pipeline delivery point for natural gas and at the wellhead for crude oil, and collection is reasonably assured.

#### **D) Financial instruments**

Financial instruments are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Non-derivative financial instruments are recognized initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs.

At initial recognition, all financial instruments are classified in one of the following categories depending on the purpose for which the instruments were acquired:

# ANTERRA ENERGY INC.

## Notes to the condensed interim financial statements (unaudited)

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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### D) Non-derivative financial instruments (continued)

#### Loans and receivables

Loans and receivables are subsequently measured at amortized cost using the effective interest method, less any impairment losses, with interest expense recognized on an effective yield basis. Assets in this category include trade and other receivables.

#### Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. Liabilities in this category include trade and other payables, bank indebtedness and debentures.

#### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

### E) Exploration and evaluation expenditures

Exploration and evaluation ("E&E") expenditures incurred prior to acquiring the legal right to explore are charged to the statement of comprehensive loss as incurred.

E&E expenditures incurred subsequent to acquisition of the legal right to explore, including license and property acquisition costs, geological and geophysical expenditures, costs of drilling exploratory wells and directly attributable overhead including salaries and employee benefits, are initially capitalized as E&E assets. E&E assets are not depleted and are moved into property, plant and equipment when they are determined to meet certain technical feasibility and commercial viability thresholds as determined by management. Upon transfer to property, plant and equipment, E&E assets are assessed for impairment in addition to regular impairment reviews to ensure they are not carried at amounts above their estimated recoverable values.

### F) Property, Plant, and equipment

Property, plant and equipment include petroleum and natural gas properties and furniture and fixtures.

#### Petroleum and natural gas properties

Expenditures on developed oil and gas properties such as drilling of development wells, tangible costs of facilities and infrastructure construction are capitalized to oil and gas properties when it is probable that a future economic benefit will flow to the Company as a result of the expenditure and the cost can be reliably measured.

The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the initial estimate of any decommissioning liabilities associated with the asset and finance charges on qualifying assets.

#### Depletion and depreciation

Oil and gas properties are measured at cost less accumulated depletion and depreciation and accumulated impairment losses. Oil and gas properties are depleted using the unit-of-production method over their reserve life, unless the useful life of the asset is less than the reserve life, in which case the asset is depreciated over its estimated useful life using the straight-line method. Future development costs are included in costs subject to depletion. Reserves and estimated future development costs are determined annually by qualified independent reserve engineers. Changes in factors such as estimates of reserves that affect unit-of-production calculations are dealt with on a prospective basis.



# ANTERRA ENERGY INC.

## Notes to the condensed interim financial statements (unaudited)

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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### F) Property, plant and equipment (continued)

#### Disposals

Development and production assets are derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on derecognition of the asset, calculated as the difference between the proceeds on disposal, if any, and the carrying value of the asset, is recognized in the statement of comprehensive income in the period of derecognition.

#### Processing facilities and furniture and fixtures

Furniture and fixtures are carried at cost less accumulated depreciation. Depreciation is charged so as to write-off the cost of these assets less residual value on a straight-line basis over their estimated useful economic lives, from 5 to 20 years.

### G) Intangible assets

Intangible assets consist of certain permits, licenses, trademarks and agreements acquired by the Company. Intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives, up to 20 years.

### H) Impairment

#### **Financial assets**

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. Significant financial difficulties of a debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognized in the statement of comprehensive income. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables.

#### **Non-financial assets**

At the end of each reporting period, the Company reviews the carrying amounts of its long-lived assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU's, or otherwise they are allocated to the smallest group of CGU's for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized immediately in comprehensive income.

Where an impairment loss subsequently reverses for assets with a finite useful life, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior periods. A reversal of an impairment loss is recognized immediately in comprehensive income.

# **ANTERRA ENERGY INC.**

## **Notes to the condensed interim financial statements (unaudited)**

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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### **I) Share-based compensation**

The Company operates an equity-settled compensation plan under which it receives services from employees, directors, officers, and consultants as consideration for equity instruments of the Company.

The Company uses the Black-Scholes pricing model to estimate the fair value of equity-settled awards at the grant date. The expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are satisfied. For awards with graded vesting, the fair value of each tranche is recognized over its respective vesting period.

No expense is recognized for awards that do not ultimately vest, except for equity-settled awards where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

### **J) Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of the provision to be reimbursed, the expense relating to any provision is presented in the statement of comprehensive income net of the reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost in the statement of comprehensive income.

#### **Decommissioning provisions**

The Company provides for the costs of decommissioning associated with long-lived assets, including the abandonment of crude oil and natural gas wells, related facilities, compressors, gas plants, removal of equipment from leased acreage and returning such land in a condition as it is contractually obligated. The best estimate of each asset decommissioning provisions is recorded in the period a well or related asset is drilled and evaluated, constructed or acquired. The decommissioning provisions is measured in the statement of financial position at the fair value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. A corresponding amount is capitalized as part of tangible non-financial assets. Any further adjustment arising from a reassessment of estimated cost of the decommissioning provisions also has a corresponding amount capitalized, whilst the charge arising from the accretion of the discount applied to the decommissioning provisions is treated as a component of finance costs in the statement of comprehensive income.

### **K) Taxes**

Tax expense comprises current and deferred tax. Tax is recognized in the statement of comprehensive loss except to the extent it relates to items recognized in other comprehensive income or directly in equity.

#### **Current Income tax**

Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

# ANTERRA ENERGY INC.

## Notes to the condensed interim financial statements (unaudited)

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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### L) Taxes (Continued)

#### Deferred tax

Deferred taxes are the taxes expected to be payable or recoverable on differences between the carrying amounts of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit, and are accounted for using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction, which affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities:

- are generally recognized for all taxable temporary differences;
- are recognized for taxable temporary differences arising on investments in subsidiaries except where the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future; and
- are not recognized on temporary differences that arise from goodwill which is not deductible for tax purposes.

Deferred tax assets:

- are recognized to the extent it is probable that taxable profits will be available against which the deductible temporary differences can be utilized; and
- are reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are not recognized in respect of temporary differences that arise on initial recognition of assets and liabilities acquired other than in a business combination.

### M) Flow-through shares

The Company has historically financed a portion of its exploration activities in Canada through the issuance of flow-through shares. Under the terms of these shares, the tax attributes of the related expenditures are renounced to subscribers. The proceeds on issuance of the flow-through shares are allocated between the offering of the shares and the sale of the tax benefit when the shares are issued. The premium paid by the investor in excess of the quoted price of existing common shares fair value of non-flow-through shares is recognized as a liability at the time the shares are issued and the fair value of non-flow-through shares is recorded as share capital. Upon renouncing the income tax deductions, the premium liability is reversed and a deferred tax liability is recognized.

### N) Finance expenses

Finance expenses comprise interest expense on borrowings and accretion of decommissioning liability provisions.

Borrowing costs incurred for the construction of qualifying assets are capitalized during the period of time that is required to complete and prepare the assets for their intended use or sale. All other borrowing costs are recognized in the statement of comprehensive loss using the effective interest method. Interest has been capitalized at the rate of interest applicable to the specific borrowings financing the asset, or where financed through general borrowings, at a capitalization rate representing the average interest rate on such borrowings.

# ANTERRA ENERGY INC.

## Notes to the condensed interim financial statements (unaudited)

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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### O) Earnings per share (“EPS”)

Basic EPS is calculated by dividing profit or loss attributable to owners of the Company (the numerator) by the weighted average number of ordinary shares outstanding (the denominator) during the period. The denominator (number of units) is calculated by adjusting the shares in issue at the beginning of the period by the number of shares bought back or issued during the period, multiplied by a time-weighting factor.

Diluted EPS is calculated by adjusting the earnings and number of shares for the effects of dilutive options and other dilutive potential units. The effects of anti-dilutive potential units are ignored in calculating diluted EPS. All options are considered anti-dilutive when the Company is in a loss position.

## 5. Critical judgments and accounting estimates

The preparation of the condensed interim financial statements in conformity with IAS34 and IFRS1 requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates.

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the condensed interim financial statements are:

### Useful lives of property, plant and equipment

The Company estimates the useful lives of property, plant and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the relevant assets. In addition, the estimation of the useful lives of property, plant and equipment are based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the property, plant and equipment would increase the recorded expenses and decrease the non-current assets.

### Share-based payment transaction

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant and forfeit. This estimate also requires determining and making assumptions about the most appropriate inputs to the valuation model including the expected life, volatility and dividend yield of the share option.

### Decommissioning liabilities

Decommissioning liabilities consist of asset retirement obligations that are based, in part, on estimates of future costs to settle the obligation, in addition to estimates of the useful life of the underlying assets, the rate of inflation and the risk-free interest rate.

### Fair value of financial instruments

The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

# ANTERRA ENERGY INC.

## Notes to the condensed interim financial statements (unaudited)

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### 5. Critical judgments and accounting estimates (continued)

#### Assessment of commercial reserves

Management is required to assess the level of the Company's commercial reserves together with the future expenditures to access those reserves, which are utilized in determining the depletion charge for the period, assessing whether any impairment charge is required against producing and developed, and the determination of the deferred tax liability. By their nature, these estimates of discovered proved and probable crude oil and natural gas reserves, including the estimates of future prices, costs, related future cash flows and the selection of a pre-tax risked discount rate relevant to the asset in question are subject to measurement uncertainty. The Company employs an independent reserves specialist who periodically assesses the Company's level of commercial reserves by reference to data sets including geological, geophysical and engineering data together with reports, presentation and financial information pertaining to the contractual and fiscal terms applicable to the Company's assets. Significant judgment is involved when determining whether there have been any significant changes in the Company's crude oil and natural gas reserves.

#### Taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

#### Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

### 6. Recent accounting pronouncements

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning after January 1, 2010 or later periods. The standards impacted that are applicable to the Company are as follows:

- a) IFRS 9, 'Financial Instruments' was issued in November 2009 as the first step in the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. IFRS 9 introduces new requirements for classifying and measuring financial assets that must be applied starting January 1, 2013, with early adoption permitted. The IASB intends to expand IFRS 9 during the intervening period to add new requirements for classifying and measuring financial liabilities, de-recognition of financial instruments, impairment and hedge accounting. The Company is currently assessing the impact of this standard.
- b) IFRS 10, 'Consolidated Financial Statements' was issued in May 2011 and will supersede the consolidation requirements in SIC-12 'Consolidation – Special Purpose Entities' and IAS 27 'Consolidated and Separate Financial Statements' effective for annual periods beginning on or after January 1, 2013, with early application permitted. IFRS 10 builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard also provides additional guidance to assist in the determination of control where this is difficult to assess. The Company is currently assessing the impact of this standard.

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### 6. Recent accounting pronouncements (continued)

- c) IFRS 11, 'Joint Arrangements' was issued in May 2011 and will supersede existing IAS 31, 'Joint Ventures' effective for annual period beginning on or after January 1, 2013, with early application permitted. IFRS 11 provides for the accounting of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard also eliminates the option to account for jointly controlled entities using the proportionate consolidation method. The Company is currently assessing the impact of this standard.
- d) IFRS 12, 'Disclosure of Interests in Other Entities' was issued in May 2011 and is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. The Company is currently assessing the impact of this standard.
- e) IFRS 13, 'Fair Value Measurement' was issued in May 2011 and sets out in a single IFRS a framework for measuring fair value. IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This definition of fair value emphasizes that fair value is a market-based measurement, not an entity-specific measurement. In addition, IFRS 13 also requires specific disclosures about fair value measurement. IFRS 13 is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. The Company is currently assessing the impact of this standard.

### 7. Trade and other receivables

|                   | September<br>30, 2011 | December 31,<br>2010 | January 1,<br>2010 |
|-------------------|-----------------------|----------------------|--------------------|
| Trade receivables | 2,341,148             | 1,688,085            | 957,743            |
| Other receivables | -                     | 9,000                | 66,344             |
|                   | 2,341,148             | 1,697,085            | 1,024,087          |
| Less: impairment  | (613,116)             | (613,116)            | (145,151)          |
|                   | 1,728,032             | 1,083,969            | 878,936            |

Current trade and other receivables are unsecured and non-interest bearing. Normal settlement terms for the Company are 30 days. As at September 30, 2011, trade receivables at initial value of \$613,116 were impaired and fully provided for.

The following table shows the movement in the provision for impairment of trade receivables:

|                                                | Individually<br>impaired<br>\$ | Total<br>\$ |
|------------------------------------------------|--------------------------------|-------------|
| As at January 1, 2010                          | 145,151                        | 145,151     |
| Charge for the year                            | 467,965                        | 467,965     |
| As at December 31, 2010 and September 30, 2011 | 613,116                        | 613,116     |

The aging analysis of trade receivable is as follows:

|                    | Total<br>\$ | Neither past<br>due nor<br>impaired<br>\$ | Past due but not impaired |                     |                      |                     |
|--------------------|-------------|-------------------------------------------|---------------------------|---------------------|----------------------|---------------------|
|                    |             |                                           | 31-60<br>days<br>\$       | 61-90<br>days<br>\$ | 91-120<br>days<br>\$ | > 121<br>days<br>\$ |
| September 30, 2011 | 1,728,032   | 1,281,322                                 | 180,963                   | 64,511              | 8,478                | 192,758             |
| December 31, 2010  | 1,083,969   | 522,067                                   | 27,105                    | 986                 | 9,863                | 523,948             |
| January 1, 2010    | 878,936     | 473,965                                   | 190,986                   | 58,996              | 51,663               | 103,326             |

In determining the recoverable of a trade or other receivable, the Company performs a risk analysis considering the type and age of the outstanding receivable and the credit worthiness of the counterparties.

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### 8. Intangible assets

|                                                              | \$               |
|--------------------------------------------------------------|------------------|
| <b>Cost</b>                                                  |                  |
| At January 1, 2010, December 31, 2010 and September 30, 2011 | 319,177          |
| <b>Amortization</b>                                          |                  |
| At January 1, 2010                                           | (309,176)        |
| Charge for the year                                          | (10,001)         |
| At December 31, 2010 and September 30, 2011                  | <u>(319,177)</u> |
| <b>Net book value</b>                                        |                  |
| January 1, 2010                                              | 10,001           |
| December 31, 2010                                            | -                |
| September 30, 2011                                           | <u>-</u>         |

### 9. Exploration and evaluation assets

|                       | \$               |
|-----------------------|------------------|
| <b>Cost</b>           |                  |
| At January 1, 2010    | 678,000          |
| Additions             | 2,401,706        |
| At December 31, 2010  | 3,079,706        |
| Additions             | 2,775,776        |
| At September 30, 2011 | <u>5,855,482</u> |

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### 10. Property, plant and equipment

|                                 | Petroleum<br>and natural<br>gas<br>properties<br>\$ | Processing<br>facilities and<br>furniture and<br>fixtures<br>\$ | Total<br>\$       |
|---------------------------------|-----------------------------------------------------|-----------------------------------------------------------------|-------------------|
| <b>Cost</b>                     |                                                     |                                                                 |                   |
| At January 1, 2010              | 23,071,319                                          | 3,108,945                                                       | 26,180,264        |
| Additions                       | 2,479,026                                           | 22,748                                                          | 2,501,774         |
| Decommissioning provisions      | 67,099                                              | 6,852                                                           | 73,951            |
| At December 31, 2010            | 25,617,444                                          | 3,138,545                                                       | 28,755,989        |
| Additions                       | 5,087,114                                           | 162,251                                                         | 5,249,365         |
| Decommissioning provisions      | 53,355                                              | 30,111                                                          | 83,466            |
| <b>At September 30, 2011</b>    | <b>30,757,913</b>                                   | <b>3,330,907</b>                                                | <b>34,088,820</b> |
| <b>Accumulated Depreciation</b> |                                                     |                                                                 |                   |
| At January 1, 2010              | -                                                   | 1,714,096                                                       | 1,714,096         |
| Charge for the year             | 1,396,159                                           | 110,170                                                         | 1,506,329         |
| At December 31, 2010            | 1,396,159                                           | 1,824,266                                                       | 3,220,425         |
| Charge for the period           | 973,715                                             | 153,257                                                         | 1,126,972         |
| <b>At September 30, 2011</b>    | <b>2,369,874</b>                                    | <b>1,977,523</b>                                                | <b>4,347,397</b>  |
| <b>Net book value</b>           |                                                     |                                                                 |                   |
| January 1, 2010                 | 23,749,319                                          | 1,394,849                                                       | 24,466,168        |
| December 31, 2010               | 24,221,285                                          | 1,314,279                                                       | 25,535,564        |
| September 30, 2011              | 28,388,039                                          | 1,353,384                                                       | 29,741,423        |

Future development costs on proved reserves totaling approximately \$nil (2010 - \$nil) are included in the depletion calculation. During the period ended September 30, 2011, no general and administrative costs were capitalized (2010 – nil). No impairment write-down was required as at September 30, 2011.

### 11. Trade and other payables

|                | September 30,<br>2011 | December 31,<br>2010 | January 1,<br>2010 |
|----------------|-----------------------|----------------------|--------------------|
| <b>Current</b> |                       |                      |                    |
| Trade payables | 2,925,478             | 1,070,079            | 2,259,440          |
| Other payables | 95,497                | 191,952              | 709,183            |
|                | <b>3,020,975</b>      | <b>1,262,031</b>     | <b>2,968,623</b>   |

Trade payables are non-interest bearing and are normally settled on 30 day terms.



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### 12. Bank indebtedness

|                      | <b>September<br/>30, 2011</b> | December 31,<br>2010 | January 1,<br>2010 |
|----------------------|-------------------------------|----------------------|--------------------|
| Bank Loans           | 3,950,000                     | 1,299,841            | 3,277,664          |
| Bank overdraft       | 221,591                       | -                    | -                  |
|                      | <u>4,171,591</u>              | <u>1,299,841</u>     | <u>3,277,664</u>   |
| Less current portion | (4,171,591)                   | (1,299,841)          | (3,277,664)        |
| Long-term portion    | <u>-</u>                      | <u>-</u>             | <u>-</u>           |

At January 1, 2010, the Company had a non-revolving loan facility with an interest rate of prime plus 2% for an effective rate of 4.25% with a Canadian chartered bank. During the year ended December 31, 2010, the Company moved its banking facility to another Canadian chartered bank. At September 30, 2011, the Company had available a \$12,000,000 (December 31, 2010 - \$4,600,000) revolving demand loan facility. The revolving loan bears interest at prime plus 0.75% in 2011 (2010 - prime plus 2%), with an effective rate at September 30, 2011 of 3.75% (December 31, 2010 - 3.75%). Bank facilities are secured by a general assignment of book debts and a \$10,000,000 first floating charge debenture over all assets of the Company.

### 13. Debentures

|                      | <b>September<br/>30, 2011</b> | December 31,<br>2010 | January 1,<br>2010 |
|----------------------|-------------------------------|----------------------|--------------------|
| Debentures           | -                             | 487,455              | 483,924            |
| Less current portion | -                             | 487,455              | -                  |
| Long-term portion    | <u>-</u>                      | <u>-</u>             | <u>483,924</u>     |

The Company's unsecured subordinated redeemable debentures were issued with an effective date of July 31, 2009 and matured on July 31, 2011. The interest rate was 5% per annum compounded annually, calculated and paid semi-annually on September 30 and December 31. The debentures was redeemable for cash, in whole or in part, at the option of the Company, at any time during the term on 30 days written notice to the holder. These debentures matured on July 31, 2011 and were previously reflected as a long term liability as at January 1, 2010.

### 14. Decommissioning provisions

|                              |                         |
|------------------------------|-------------------------|
|                              | <b>\$</b>               |
| At January 1, 2010           | 3,573,803               |
| Changes to estimate          | 73,951                  |
| Accretion expense            | <u>116,280</u>          |
| At December 31, 2010         | 3,764,035               |
| Changes to estimate          | 293,413                 |
| Accretion expense            | 87,920                  |
| Abandonment cost incurred    | <u>(171,818)</u>        |
| <b>At September 30, 2011</b> | <u><b>3,973,550</b></u> |

The Company's decommissioning provisions result from net ownership interests in oil and gas assets including well sites, gathering systems and processing facilities. The economic life and the timing of the decommissioning liability are dependent on Government legislation, commodity prices and the future oil and gas production profiles. In addition, the estimated cash outflows are subject to inflationary and/or deflationary pressures in the cost of third party services.

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### 15. Share capital and reserves

#### A) Authorised

The authorized share capital consists of an unlimited number of Class A common shares without par value and an unlimited number of preferred shares issuable in series, rights and privileges to be determined upon issue.

#### B) Issued common shares and warrants

|                                                                                                                                  | Class A<br>Shares  | Warrants         | \$                |
|----------------------------------------------------------------------------------------------------------------------------------|--------------------|------------------|-------------------|
| At January 1, 2010                                                                                                               | 94,488,032         | 1,066,667        | 19,363,152        |
| Private placement of Class A shares issued as the second investment under an investment agreement with an international investor | (a) 150,000,000    |                  | 12,000,000        |
| Class A Share warrants issued to brokers for private placement                                                                   | (a)                | 1,599,999        | 153,600           |
| Class A shares issued in settlement with Company's officer                                                                       | (b) 600,000        |                  | 60,000            |
| Share issuance cost, net of tax                                                                                                  |                    |                  | (490,940)         |
| As at December 31, 2010                                                                                                          | 245,088,032        | 2,666,666        | 31,085,812        |
| Class A shares issued in exercising of warrants                                                                                  | (c) 400,000        | (400,000)        | 60,000            |
| Class A shares issued in exercising of warrants                                                                                  | (d) 263,000        | (263,000)        | 39,450            |
| Class A shares issued in exercising of warrants                                                                                  | (e) 133,667        | (133,667)        | 20,050            |
| Class A shares issued in exercising of warrants                                                                                  | (f) 136,667        | (136,667)        | 20,500            |
| Class A shares issued in exercising of options                                                                                   | (g) 150,000        |                  | 15,000            |
| Class A shares issued in exercising of warrants                                                                                  | (h) 266,666        | (133,333)        | 26,667            |
| <b>As at September 30, 2011</b>                                                                                                  | <b>246,438,032</b> | <b>1,599,999</b> | <b>31,267,479</b> |

- (a) On January 15, 2010, pursuant to an investment agreement with an international investor, the Company closed the final tranche of the investment, whereby the investor acquired 150,000,000 Class A Shares at a price of \$0.08 per Class A Share for gross proceeds of \$12,000,000. In conjunction with the closing, the Company paid finder's fees to two agents in an aggregate amount of \$480,000 and issued an aggregate of 1,599,999 warrants, each warrant entitling the holder to purchase one Class A Share at a price of \$0.15 per share exercisable for two years from the date of the closing. Following the closing of the final instalment of this investment, the investor held 77.7% of the outstanding Class A Shares
- (b) On July 13, 2010, as part of an arrangement to change executive management and retain the services of certain officers, the Company agreed to issue 600,000 Class A Shares, at a price of \$0.10 per share, to two officers of the Company.
- (c) On January 27, 2011, the Company issued Class A Shares of 400,000 at \$0.15 per share on the exercise of warrants.
- (d) On March 28, 2011, the Company issued Class A Shares of 263,000 at \$0.15 per share on the exercise of warrants.
- (e) On April 1, 2011, the Company issued Class A Shares of 133,667 at \$0.15 per share on the exercise of warrants.
- (f) On May 26, 2011, the Company issued Class A Shares of 136,667 at \$0.15 per share on the exercise of warrants.
- (g) On July 19, 2011, the Company issued Class A Shares of 150,000 at \$0.10 per share on the exercise of options.
- (h) On July 28, 2011, the Company issued Class A Shares of 266,666, including 133,333 flow through shares, at \$0.10 per share on the exercise of warrants.

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### C) Warrants

On January 15, 2010, the Company issued an aggregate of 1,599,999 warrants as finder's fees to two agents, each warrant entitling the holder to purchase one Class A Share at a price of \$0.15 per share exercisable for two years from the closing date. The estimated value of the warrants amounted to \$153,600 was recorded as share issuance costs. The value was estimated using the Black-Scholes option pricing model with a current share price of \$0.20 on January 15, 2010; a strike price of \$0.15 per warrant; a risk free interest rate of 1.72%; expected volatility of 70%; and a two year average life.

As at September 30, 2011, the 1,599,999 Class A share purchase warrants were outstanding:

| Expiry Date      | Weighted Average<br>Exercise Price<br>\$ | Weighted Average<br>Years to Expiry |
|------------------|------------------------------------------|-------------------------------------|
| January 14, 2012 | \$0.15                                   | 1                                   |

### D) Contributed surplus

The contributed surplus reserve is used to recognise the fair value of share options granted to employees, including key management personnel, as part of their remuneration. When options are subsequently exercised, the fair value of such options in contributed surplus is credited to share capital. Refer to Note 16 for further details of these plans.

|                              | Contributed<br>surplus<br>\$ |
|------------------------------|------------------------------|
| At January 1, 2010           | 1,092,825                    |
| Share-based payment expense  | 390,323                      |
| At December 31, 2010         | 1,483,148                    |
| Share-based payment expense  | 762,016                      |
| <b>At September 30, 2011</b> | <b>2,245,164</b>             |

## 16. Share-based payments

On July 13, 2010, the Company granted 18,500,000 stock options to directors, officers and employees to purchase Class A Shares at an exercise price of \$0.10. Of the total options granted, one third vested immediately, with the balance vesting equally on the first and second anniversary of the grant date. Included in these options were 750,000 options granted to consultants providing investor relations services to the Company.

On March 26, 2011, the Company granted 5,350,000 stock options to directors, officers and employees to purchase Class A Shares at an exercise price of \$0.255. Of the total options granted, 3,500,000 options vested immediately and of the remaining 1,850,000 options, one third vested immediately, with the balance vesting equally on the first and second anniversary of the grant date. Included in these options were 750,000 options granted to consultants providing investor relations services to the Company.

A summary of the status of the Company's stock option plan as September 30, 2011 and December 31, 2010 and changes during the period ending on those dates is presented below.

|                                   | Number of<br>options | Weighted average<br>exercise price \$ |
|-----------------------------------|----------------------|---------------------------------------|
| Outstanding at January 1, 2010    | -                    | -                                     |
| Granted                           | 18,500,000           | 0.10                                  |
| Forfeited/expired                 | (3,500,000)          | 0.10                                  |
| Outstanding at December 31, 2010  | 15,000,000           | 0.10                                  |
| Granted                           | 5,350,000            | 0.255                                 |
| Exercised                         | (150,000)            | 0.10                                  |
| Outstanding at September 30, 2011 | 20,200,000           |                                       |

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### 16. Share-based payments (continued)

The following table summarizes stock options outstanding and exercisable:

| Options Outstanding      |                                          |                |                                 |                                          |                                             |
|--------------------------|------------------------------------------|----------------|---------------------------------|------------------------------------------|---------------------------------------------|
| Range of exercise prices | Number outstanding at September 30, 2011 | Expiry date    | Weighted average exercise price | Number exercisable at September 30, 2011 | Weighted average remaining contractual life |
| \$0.10                   | 14,850,000                               | July 13, 2015  | \$0.10                          | 5,000,000                                | 4.2 years                                   |
| \$0.255                  | 5,350,000                                | March 26, 2016 | \$0.255                         | 4,116,667                                | 4.7 years                                   |
| \$0.10 - \$0.255         | 20,200,000                               |                | \$0.17                          | 9,116,667                                | 4.5 years                                   |

The estimated weighted average fair value of share options granted during the period was \$0.158 (2010 - \$0.046) per option. The fair value of each share option grant was estimated on the date of the grant, as determined by using the Black-Scholes option-pricing model with the following assumptions:

|                                 | 2011 | 2010 |
|---------------------------------|------|------|
| Expected free interest rate (%) | 2%   | 2%   |
| Expected volatility (%)         | 75%  | 75%  |
| Expected life (in years)        | 5    | 5    |
| Expected dividends (\$)         | Nil  | Nil  |
| Forfeiture estimate (%)         | Nil  | 19%  |

### 17. Capital management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The Company's objectives in managing the capital structure are to maintain a flexible financial structure to preserve the Company's access to capital markets, and to finance the Company's growth and continue to meet its financial obligations. The capital structure of the Company consists of bank credit facilities (Note 12), working capital and Shareholder's equity comprised of issued share capital, contributed surplus and deficit. The Company's ability to meet these objectives for managing the Company's capital has been severely challenged by the current economic conditions and the availability of new sources of capital has diminished. The capital structure is as follows:

| At,                                               | September 30, 2011 | December 31, 2010 | January 1, 2010 |
|---------------------------------------------------|--------------------|-------------------|-----------------|
| Current assets                                    | 2,068,306          | 2,542,254         | 1,184,231       |
| Trade and other payables                          | (3,020,975)        | (1,262,031)       | (2,968,623)     |
| Bank indebtedness – current                       | (4,171,591)        | (1,299,841)       | (3,227,664)     |
| Net working capital deficiency                    | (5,124,260)        | (19,681)          | (5,012,056)     |
| Shareholder's equity                              | 25,946,474         | 23,537,931        | 14,131,795      |
| <u>Bank facility</u>                              |                    |                   |                 |
| Undrawn portion of revolving demand loan facility | 7,828,409          | 4,500,159         | 1,972,336       |

# ANTERRA ENERGY INC.

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### 17. Capital management (continued)

In a normal economic environment, the Company is able to manage its capital structure and makes adjustments to it in light of market and economic conditions as well as the risk characteristics of the Company's underlying assets. The Company monitors capital and its financing requirements through the annual budget process and monthly updates to the budget forecast and working capital projections. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues, the use of bank credit facilities, adjusting capital spending, or by undertaking other strategies as deemed appropriate under the specific circumstances.

Under its Credit Facility Agreement, the Company is required to maintain a working capital ratio, after adding the unused portion of the revolving demand loan and after excluding outstanding bank debt under the facility, of not less than 1:1. The Company was in compliance with this covenant at September 30, 2011, December 31, 2010 and September 30, 2010.

Management reviews its capital management approach on an ongoing basis. There were no material changes to this approach during the period ended September 30, 2011. The Company is not subject to externally imposed capital requirements.

### 18. Financial instruments and risk management

Set out below is a comparison, by category, of the carrying amounts and fair values of all of the Company financial instruments that are carried in the condensed interim financial statements and how the fair value of financial instruments measured.

#### Fair values

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

The following table provides an analysis of the financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in the active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices)
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

| Financial Instrument Classification | Note | September 30, 2011   |                  | December 31, 2010    |                  |
|-------------------------------------|------|----------------------|------------------|----------------------|------------------|
|                                     |      | Carrying Value<br>\$ | Fair value<br>\$ | Carrying Value<br>\$ | Fair Value<br>\$ |
| <b>FVTPL:</b>                       |      |                      |                  |                      |                  |
| Cash                                | (a)  | -                    | -                | 43,293               | 43,293           |
| <b>Loans and receivables:</b>       |      |                      |                  |                      |                  |
| Trade and other receivables         | (b)  | 1,728,032            | 1,728,032        | 1,083,969            | 1,083,969        |
| <b>Other financial liabilities:</b> |      |                      |                  |                      |                  |
| Trade and other payables            | (b)  | 3,020,975            | 3,020,975        | 1,262,031            | 1,262,031        |
| Bank indebtedness                   | (b)  | 4,171,591            | 4,171,591        | 1,299,841            | 1,299,841        |
| Debentures                          | (b)  | -                    | -                | 487,455              | 487,455          |

# ANTERRA ENERGY INC.

## Notes to the condensed interim financial statements (unaudited)

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

### 18. Financial instruments and risk management (continued)

- (a) Fair values are determined from transaction values which reflect quoted active market prices. Fair values of these financial instruments are based on Level 1 measurements.
- (b) Carrying value is measured at amortized cost using the effective interest rate method. The carrying values approximate fair values due to the short term nature of the instrument. Fair values of these financial instruments are based on Level 3 measurements.

#### Financial risks

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (currency fluctuations, interest rates and commodity prices). The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

#### Credit Risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company.

Substantially all the Company's trade receivable are with customers and joint venture partners in the oil and gas industry and are subject to normal industry credit risks. Approximately 85% of the Company's monthly revenue is receivable from the marketing arm of a major energy company. The Company also attempts to mitigate the risk from joint venture receivables by obtaining partner approval of significant capital expenditures prior to expenditure or through cash calling a partner in advance of completion of work. Additionally the Company has the ability to withhold production or net payables from joint venture partners in the event of non-payment.

The maximum exposure to credit risk as at:

|                             | September 30, 2011 | December 31, 2010 |
|-----------------------------|--------------------|-------------------|
|                             | \$                 | \$                |
| Trade and other receivables | 1,728,032          | 1,083,969         |
| Cash                        | -                  | 43,293            |
|                             | <b>1,728,032</b>   | <b>1,127,262</b>  |

#### Liquidity risk

Liquidity risk represents the risk that the Company will not be able to meet its financial obligations as they become due. The Company's processes for managing liquidity is to ensure, to the extent possible, that it will have sufficient liquidity to meet its liabilities when they become due without incurring unacceptable losses or risking harm to the Company's reputation. The Company monitors its financial obligations and its ability to meet those obligations through an annual budget process and monthly updates to the budget forecast and working capital projections. In addition, the Company requires authorizations for expenditures on its capital projects and defers timing of capital expenditures as necessary.

The table below summarizes the maturity profile of the Company's financial liabilities at September 30, 2011 and December 31, 2010 based on contractual undiscounted payments.

|                                 | Less than        |              |              |           |                  |
|---------------------------------|------------------|--------------|--------------|-----------|------------------|
|                                 | 1 year           | 1 to 2 years | 2 to 5 years | > 5 years | Total            |
| <b>As at September 30, 2011</b> |                  |              |              |           |                  |
| Trade and other payables        | 3,020,975        |              |              |           | 3,020,975        |
| Bank and other indebtedness     | 4,171,591        | -            |              |           | 4,171,591        |
|                                 | <b>7,192,566</b> | -            | -            | -         | <b>7,192,566</b> |
| <b>As at December 31, 2010</b>  |                  |              |              |           |                  |
| Trade and other payables        | 1,262,031        | -            | -            | -         | 1,262,031        |
| Bank and other indebtedness     | 1,787,296        | -            | -            | -         | 1,787,296        |
|                                 | <b>3,049,327</b> | -            | -            | -         | <b>3,049,327</b> |

# ANTERRA ENERGY INC.

## Notes to the condensed interim financial statements (unaudited)

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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### 18. Financial instruments and risk management (continued)

#### Market risk

Market risk is the risk that changes in foreign exchange rates, commodity prices, and interest rates will affect the Company's net earnings or the value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

#### *Commodity price risk*

Commodity price risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in commodity prices. The Company is subject to commodity price risk for the delivery of natural gas and crude oil, the price of which is subject to world economic events that dictate the levels of supply and demand. The Company had no financial derivative contracts in place as at or during the period ended September 30, 2011 and December 31, 2010 and January 1, 2010 and has not entered into any forward physical delivery contracts.

As at September 30, 2011, had the crude oil price been \$10 per barrel lower and the natural gas prices \$1 per mcf lower the impact to earnings before income taxes would have been a decrease of \$618,425. Had the crude oil price been \$10 per barrel higher and the natural gas prices \$1 per mcf higher, the impact to earnings before income taxes would have been an increase of \$618,425.

#### *Interest rate risk*

Interest rate risk is the risk that fair values or future cash flows will fluctuate as a result of changes in market interest rates. The Company's borrowings are subject to floating rates. The floating rate debt is subject to interest rate cash flow risk, as the required cash flows to service the debt will fluctuate as a result of changes in market rates.

As at September 30, 2011, the increase or decrease in net earnings before taxes for each 1% change in interest rates on floating rate debt amounts to approximately \$4,000 (December 31, 2010 - \$3,000 and January 1, 2010 - \$3,200). The related disclosures regarding the debt instruments are included in Notes 13 of these financial statements. The Company had no interest rate swap or financial contracts in place as at or during the period ended September 30, 2011 and December 31, 2010 and January 1, 2010.

#### *Foreign exchange risk*

Foreign currency exchange risk is the risk that the fair value or future cash flows of financial instruments will fluctuate as a result of changes in foreign exchange rates. Although all of the Company's petroleum and natural gas sales are denominated in Canadian dollars, the underlying market prices in Canada for petroleum and natural gas are impacted by changes in the exchange rate between the Canadian and United States dollar. The Company had no financial instruments denominated in foreign currencies and no forward exchange contracts in place at or during the period ended September 30, 2011 and December 31, 2010 and January 1, 2010.

### 19. Related party transaction

#### Transactions with related parties

Except as disclosed elsewhere, the Company had the following related party transactions:

During the period ended September 30, 2011, a legal firm, of which a director is a partner, charged the Company \$45,523 (2010 - \$21,257) for legal fees and services. There are accounts payable of \$6,199 at September 30, 2011 (December 31, 2010 - \$nil and January 1, 2010 - \$nil) payable to this firm.

All related party transactions are in the normal course of operations and have been measured at the agreed to exchange amounts, which is the amount of consideration established and agreed to by the related parties and which is similar to those negotiated with third parties.

# ANTERRA ENERGY INC.

## Notes to the condensed interim financial statements (unaudited)

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

### 19. Related party transaction (continued)

#### Compensation of key management personnel

The remuneration of directors and other members of key management personnel during the period were as follows:

|                              | September 30,<br>2011<br>\$ | September 30,<br>2010<br>\$ |
|------------------------------|-----------------------------|-----------------------------|
| Short-term employee benefits | 315,623                     | 262,000                     |
| Share-based payment expense  | 206,880                     | 15,491                      |
|                              | <u>522,503</u>              | <u>277,491</u>              |

### 20. Earnings (loss) per share

#### Basic and diluted loss per share

The calculation of basic earnings per share at September 30, 2011 was based on net income of \$1,464,860 (2010: \$1,430,717 net loss), and a weighted average number of common shares outstanding of 245,885,973 (2010: 244,488,000).

|                                       | Income<br>(loss) for<br>the period | Weighted average<br>number of shares<br>(thousands) | Per share<br>amount<br>\$ |
|---------------------------------------|------------------------------------|-----------------------------------------------------|---------------------------|
| <b>At September 30, 2011</b>          |                                    |                                                     |                           |
| Net income – Basic and diluted        | 1,460,406                          | 245,886                                             | 0,006                     |
| <b>At September 30, 2010</b>          |                                    |                                                     |                           |
| Net income (loss) – Basic and diluted | <u>(1,430,717)</u>                 | <u>244,488</u>                                      | <u>(0,006)</u>            |

### 21. Commitments and contingencies

The Company is involved in various claims arising in the normal course of business. While the outcome of these matters is uncertain and there can be no assurance that such matters will be resolved in the Company's favour, the Company does not currently believe that the outcome of adverse decisions in any proceedings related to these matters or any amount which it may be required to pay would have a material adverse impact on its financial position, results of operations or liquidity.

The Company is subject to various regulatory and statutory requirements relating to the protection of the environment. As disclosed in note 14, the Company has recognized a provision at September 30, 2011 of \$3,973,550 (December 31, 2010 - \$3,764,035) related to the retirement of its long-lived petroleum assets based on current legislation and estimated costs. Any changes in these estimates will affect future earnings. Costs attributable to these commitments and contingencies are expected to be incurred over an extended period of time and are to be funded mainly from the Company's cash provided by operating activities.

The operations of the Company are complex, and regulations and legislation affecting the Company are continually changing. Although the ultimate impact of these matters on net earnings cannot be determined at this time, it could be material for any one quarter or year.

The Company entered into a lease arrangement for office space and related services for five years commencing January 1, 2008. As at September 30, 2011, the remaining minimum lease payments total \$232,800 will be expended equally over the remaining 15 months ending December 31, 2012.

### 22. Comparative figures

Certain comparative figures have been reclassified to conform to current period presentation under IFRS.



# **ANTERRA ENERGY INC.**

## **Notes to the condensed interim financial statements (unaudited)**

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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### **23. Subsequent events**

There is no subsequent event to be disclosed.

### **24. Explanation of transition to IFRS**

The condensed interim financial statements for the period ended September 30, 2011 are the Company's first financial statements prepared under IFRS. For all accounting periods prior to this, the Company prepared its financial statements under Canadian GAAP. In accordance with IFRS 1 'First time adoption of IFRS', certain disclosures relating to the transition to IFRS are given in this note. These disclosures are prepared under IFRS as set out in the basis of preparation in Note 3.

IFRS 1 allows first time adopters to IFRS to take advantage of a number of voluntary exemptions from the general principal of retrospective restatement. The Company has taken the following exemptions:

#### **IFRS 3 Business Combinations ("IFRS 3")**

The Company has elected to apply the exemption for retrospective application of IFRS 3 to business combinations that took place before the transition date.

#### **IFRS 6 - Exploration for and Evaluation of Mineral Resources ("IFRS 6")**

The Company has elected to apply the exemption from full retrospective application of IFRS 6. As such the Company has at January 1, 2010, measured the exploration and evaluation assets at the amount determined under Canadian GAAP and measured the development and production assets by allocating the amount determined under Canadian GAAP to the underlying assets on a pro rata basis using reserve values at that date. As a result of using the IFRS 1 optional exemption, the exploration and evaluation assets and the development and production assets have been subjected to an impairment test.

#### **IAS 23 – Borrowing Costs ("IAS 23")**

IAS 23 has not been applied retrospectively. As at the transition date, the Company did not have any qualifying assets.

#### **IAS 37 - Provisions, Contingent Liabilities and Contingent Assets ("IAS 37")**

The Company has elected to apply the exemption from full retrospective application of decommissioning liabilities as allowed under IFRS 1. As such, the Company has re-measured the provisions as at January 1, 2010 under IAS 37 and recognized the difference between the amount determined under IAS 37 and the carrying amount of the provisions at January 1, 2010, directly in retained earnings.

#### **IFRIC 4 - Determining whether an Arrangement contains a Lease ("IFRIC 4")**

This IFRIC has not been applied retrospectively. The Company made an assessment as to whether an arrangement, existing at the Transition Date, contains a lease on the basis of the facts and circumstances existing at that date. The assessment was made in accordance with the requirements IFRIC 4. The Company did not identify any arrangements containing a lease on the transition date.

**ANTERRA ENERGY INC.****Notes to the condensed interim financial statements (unaudited)**

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

**A) Reconciliation of equity at January 1, 2010**

|                                                   | Canadian<br>GAAP  | Effect of transition to IFRS                  |                                           |                                    | IFRS              |
|---------------------------------------------------|-------------------|-----------------------------------------------|-------------------------------------------|------------------------------------|-------------------|
|                                                   |                   | Property, plant,<br>and equipment<br>(Note 1) | Decommissioning<br>provisions<br>(Note 2) | Flow-through<br>shares<br>(Note 3) |                   |
| <b>ASSETS</b>                                     |                   |                                               |                                           |                                    |                   |
| <b>Current assets</b>                             |                   |                                               |                                           |                                    |                   |
| Cash                                              | 25,839            |                                               |                                           |                                    | 25,839            |
| Trade and other receivables                       | 878,936           |                                               |                                           |                                    | 878,936           |
| Prepaid expenses and deposits                     | 279,456           |                                               |                                           |                                    | 279,456           |
|                                                   | 1,184,231         | -                                             | -                                         | -                                  | 1,184,231         |
| <b>Non-current assets</b>                         |                   |                                               |                                           |                                    |                   |
| Intangible assets                                 | 10,001            |                                               |                                           |                                    | 10,001            |
| Evaluation and exploration assets                 |                   | 678,000                                       |                                           |                                    | 678,000           |
| Property, plant and equipment                     | 25,144,168        | (678,000)                                     |                                           |                                    | 24,466,168        |
|                                                   | 25,154,169        | -                                             | -                                         | -                                  | 25,154,169        |
| <b>Total Assets</b>                               | <b>26,338,400</b> |                                               |                                           |                                    | <b>26,338,400</b> |
| <b>LIABILITIES</b>                                |                   |                                               |                                           |                                    |                   |
| <b>Current liabilities</b>                        |                   |                                               |                                           |                                    |                   |
| Trade and other payables                          | 2,968,623         |                                               |                                           |                                    | 2,968,623         |
| Bank indebtedness                                 | 3,277,664         |                                               |                                           |                                    | 3,277,664         |
| Flow-through shares premium                       | -                 |                                               |                                           | 80,002                             | 80,002            |
|                                                   | 6,246,278         | -                                             | -                                         | 80,002                             | 6,326,289         |
| <b>Non-current assets liabilities</b>             |                   |                                               |                                           |                                    |                   |
| Deferred tax liability                            | 1,822,589         |                                               |                                           |                                    | 1,822,589         |
| Decommissioning provisions                        | 2,110,747         |                                               | 1,463,056                                 |                                    | 3,573,803         |
| Debenture                                         | 483,924           |                                               |                                           |                                    | 483,924           |
|                                                   | 4,417,260         | -                                             | 1,463,056                                 | -                                  | 5,880,316         |
| <b>SHAREHOLDERS' EQUITY</b>                       |                   |                                               |                                           |                                    |                   |
| Share capital                                     | 18,785,041        |                                               |                                           | 578,111                            | 19,363,152        |
| Contributed surplus                               | 1,092,825         |                                               |                                           |                                    | 1,092,825         |
| Accumulated deficit                               | (4,203,013)       |                                               | (1,463,056)                               | (658,113)                          | (6,324,182)       |
|                                                   | 15,674,853        | -                                             | (1,463,056)                               | (80,002)                           | 14,131,795        |
| <b>Total Liabilities and Shareholders' Equity</b> | <b>26,338,400</b> |                                               |                                           |                                    | <b>26,338,400</b> |

# ANTERRA ENERGY INC.

## Notes to the condensed interim financial statements (unaudited)

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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### A) Reconciliation of equity at January 1, 2010 (continued)

The following explains the material adjustments to the statement of financial position as at January 1, 2010:

#### **Note 1 – Property, plant, and equipment**

Under Canadian GAAP, the Company followed the full cost method of accounting for petroleum and natural gas properties whereby all costs relating to the acquisition, exploration and development of petroleum and natural gas reserves are capitalized in one Canadian cost centre.

Under IFRS, pre-exploration, exploration and evaluation and development and production expenditures are accounted for separately. The Company utilized the IFRS 1 deemed cost exemption that allowed the Company to measure its exploration and evaluation and development and production assets at the amount determined under Canadian GAAP.

#### **Note 2 - Decommissioning provision**

Under Canadian GAAP, future cash flows related to funding the Company's asset retirement obligation in relation to petroleum and natural gas properties is discounted using a risk-adjusted rate.

Under IFRS, the future cash flows are discounted using a pre-tax risk free rate that reflects current market assessments of the time value of money and the risks specific to the obligation. This has resulted in an increase in the decommissioning provision which can be recognized through retained earnings under the IFRS 1 exemption.

#### **Note 3 - Flow-through Shares**

Under Canadian GAAP, the Company would increase share capital with the full proceeds received on the issuance of flow-through shares. On renunciation of the related resource expenditures a future income tax liability would be recognized and the stated value of the share capital is reduced accordingly.

Under IFRS, the Company allocated the proceeds from issuance between share capital and a liability representing the sale of tax benefits. The liability is reversed when tax benefits are renounced and a deferred tax liability is recognized at that time. The reversal of the liability and the recognition of deferred tax are recognized in the income statement.

# ANTERRA ENERGY INC.

## Notes to the condensed interim financial statements (unaudited)

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

### B) Reconciliations as at September 30, 2010

#### Reconciliation of equity at September 30, 2010

|                                                   | Canadian<br>GAAP  | Effect of transition to IFRS                     |                                              |                       |                                         |                             | IFRS              |
|---------------------------------------------------|-------------------|--------------------------------------------------|----------------------------------------------|-----------------------|-----------------------------------------|-----------------------------|-------------------|
|                                                   |                   | Property,<br>plant, and<br>equipment<br>(Note 1) | Decommiss<br>ioning<br>provision<br>(Note 2) | Depletion<br>(Note 3) | Flow-<br>through<br>shares<br>(Note 4)" | Share-<br>based<br>payments |                   |
| <b>ASSETS</b>                                     |                   |                                                  |                                              |                       |                                         |                             |                   |
| <b>Current assets</b>                             |                   |                                                  |                                              |                       |                                         |                             |                   |
| Cash                                              | -                 |                                                  |                                              |                       |                                         |                             | -                 |
| Trade and other receivables                       | 1,327,433         |                                                  |                                              |                       |                                         |                             | 1,327,433         |
| Prepaid expenses and deposits                     | 1,473,728         |                                                  |                                              |                       |                                         |                             | 1,473,728         |
|                                                   | 2,801,161         | -                                                | -                                            | -                     | -                                       | -                           | 2,801,161         |
| <b>Non-current assets</b>                         |                   |                                                  |                                              |                       |                                         |                             |                   |
| Intangible assets                                 | 10,001            |                                                  |                                              |                       |                                         |                             | 10,001            |
| Evaluation and exploration assets                 | -                 | 3,079,706                                        |                                              |                       |                                         |                             | 3,079,706         |
| Property, plant and equipment                     | 29,005,559        | (3,079,706)                                      | 153,000                                      | 346,998               |                                         |                             | 26,425,851        |
|                                                   | 29,015,560        | -                                                | 153,000                                      | 346,998               | -                                       | -                           | 29,515,558        |
| <b>Total Assets</b>                               | <b>31,816,721</b> | <b>-</b>                                         | <b>153,000</b>                               | <b>346,998</b>        | <b>-</b>                                | <b>-</b>                    | <b>32,316,719</b> |
| <b>LIABILITIES</b>                                |                   |                                                  |                                              |                       |                                         |                             |                   |
| <b>Current liabilities</b>                        |                   |                                                  |                                              |                       |                                         |                             |                   |
| Trade and other payables                          | 1,015,599         |                                                  |                                              |                       |                                         |                             | 1,015,599         |
| Bank loan                                         | 1,376,639         |                                                  |                                              |                       |                                         |                             | 1,376,639         |
|                                                   | 2,392,238         | -                                                | -                                            | -                     | -                                       | -                           | 2,392,238         |
| <b>Non-current assets liabilities</b>             |                   |                                                  |                                              |                       |                                         |                             |                   |
| Deferred tax liability                            | 1,047,317         |                                                  |                                              |                       |                                         | (86,750)                    | 960,567           |
| Decommissioning provision                         | 2,248,068         |                                                  | 1,567,327                                    | -                     |                                         |                             | 3,815,395         |
| Debentures                                        | 481,103           |                                                  |                                              |                       |                                         |                             | 481,103           |
|                                                   | 3,776,488         | -                                                | 1,567,327                                    | -                     | -                                       | (86,750)                    | 5,257,065         |
| <b>SHAREHOLDERS' EQUITY</b>                       |                   |                                                  |                                              |                       |                                         |                             |                   |
| Share capital                                     | 30,377,032        |                                                  |                                              |                       | 648,780                                 |                             | 31,025,812        |
| Contributed surplus                               | 1,408,079         |                                                  |                                              |                       |                                         | (11,576)                    | 1,396,503         |
| Retained deficit                                  | (6,137,116)       |                                                  | (1,414,327)                                  | 346,998               | (648,780)                               | 11,576                      | (7,754,899)       |
|                                                   | 25,647,995        | -                                                | (1,414,327)                                  | 346,998               | -                                       | 86,750                      | 24,667,416        |
| <b>Total Liabilities and Shareholders' Equity</b> | <b>31,816,721</b> | <b>-</b>                                         | <b>153,000</b>                               | <b>346,998</b>        | <b>-</b>                                | <b>-</b>                    | <b>32,316,719</b> |

**ANTERRA ENERGY INC.****Notes to the condensed interim financial statements (unaudited)**

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

**B) Reconciliations as at September 30, 2010 (continued)**

Reconciliation of the statement of net income (loss) for the nine months ended September 30, 2010:

|                                          | Effect of transition to IFRS |                                          |                       |                                          |                            | IFRS<br>\$         |
|------------------------------------------|------------------------------|------------------------------------------|-----------------------|------------------------------------------|----------------------------|--------------------|
|                                          | Canadian<br>GAAP<br>\$       | Decommissioning<br>liability<br>(Note 2) | Depletion<br>(Note 3) | "Flow-<br>through<br>shares<br>(Note 4)" | Share-<br>based<br>payment |                    |
| <b>Continuing operations</b>             |                              |                                          |                       |                                          |                            |                    |
| Revenues                                 | 3,930,918                    |                                          |                       |                                          |                            | 3,930,918          |
| Royalties                                | (197,917)                    |                                          |                       |                                          |                            | (197,917)          |
| <b>Total revenue</b>                     | <b>3,733,001</b>             |                                          |                       |                                          |                            | <b>3,733,001</b>   |
| Operating expense                        | (2,264,531)                  |                                          |                       |                                          |                            | (2,264,531)        |
| Transportation expense                   | (140,868)                    |                                          |                       |                                          |                            | (140,868)          |
| Share-based payment                      | (315,254)                    |                                          |                       |                                          | 11,576                     | (303,678)          |
| Depletion, depreciation and amortization | (1,578,010)                  |                                          | 346,998               |                                          |                            | (1,231,012)        |
| General and administrative               | (1,844,621)                  |                                          |                       |                                          |                            | (1,844,621)        |
| <b>Loss from operations</b>              | <b>(2,410,283)</b>           |                                          | <b>346,998</b>        |                                          | <b>11,576</b>              | <b>(2,051,709)</b> |
| Interest expense                         | (192,755)                    | 48,729                                   |                       |                                          |                            | (144,026)          |
| <b>Loss before income tax</b>            | <b>(2,603,038)</b>           | <b>48,729</b>                            | <b>346,998</b>        |                                          | <b>11,576</b>              | <b>(2,195,735)</b> |
| Income tax recovery (expense)            | (668,935)                    |                                          |                       | (9,333)                                  |                            | (86,750)           |
| <b>Total comprehensive loss</b>          | <b>(1,934,103)</b>           | <b>48,729</b>                            | <b>346,998</b>        | <b>9,333</b>                             | <b>11,576</b>              | <b>(1,430,717)</b> |

# ANTERRA ENERGY INC.

## Notes to the condensed interim financial statements (unaudited)

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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### B) Reconciliations as at September 30, 2010 (continued)

The following explains the material adjustments:

#### **Note 1 – Property, plant, and equipment**

Under Canadian GAAP, the Company followed the full cost method of accounting for petroleum and natural gas properties whereby all costs relating to the acquisition, exploration and development of petroleum and natural gas reserves are capitalized in one Canadian cost centre.

Under IFRS, pre-exploration, exploration and evaluation and development and production expenditures are accounted for separately. The Company utilized the IFRS 1 deemed cost exemption that allowed the Company to measure its exploration and evaluation and development and production assets at the amount determined under Canadian GAAP at the date of transition to IFRS.

For the period ended September 30, 2011, the Company capitalised costs of \$3,079,706, which, under IFRS have been reclassified from development and production assets to exploration and evaluation assets.

#### **Note 2 - Asset retirement obligation**

Under Canadian GAAP, future cash flows related to funding the Company's asset retirement obligation in relation to petroleum and natural gas properties is discounted using a risk-adjusted rate.

Under IFRS, the future cash flows are discounted using a pre-tax risk free rate that reflects current market assessments of the time value of money and the risks specific to the obligation. This has resulted in an increase in the asset retirement obligation at the date of transition to IFRS, which can be recognized through retained earnings under the IFRS 1 exemption, and for the period ended September 30, 2010, which is recognised through the Statement of Comprehensive Loss for that year. Unlike Canadian GAAP, the accretion expense is classified as interest expense under IFRS.

#### **Note 3 - Depletion**

The Company depletes its development and production assets using unit of production under both IFRS and Canadian GAAP. However, due to the adjustments described above, the carrying value of the development and production assets has decreased under IFRS, which has resulted in a reduction in the depletion for the period ended September 30, 2010.

#### **Note 4 - Flow-through Shares**

Under Canadian GAAP, the Company would increase share capital with the full proceeds received on the issuance of flow-through shares. On renunciation of the related resource expenditures a future income tax liability would be recognized and the stated value of the share capital is reduced accordingly.

Under IFRS, the Company allocated the proceeds from issuance between share capital and a liability representing the sale of tax benefits. The liability is reversed when tax benefits are renounced and a deferred tax liability is recognized at that time. The reversal of the liability and the recognition of deferred tax are recognized in the income statement.

#### **Note 5 - Deferred tax**

Deferred tax affects of the IFRS depletion adjustment discussed above.

# ANTERRA ENERGY INC.

## Notes to the condensed interim financial statements (unaudited)

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

### C) Reconciliations as at December 31, 2010

Reconciliation of equity as at December 31, 2010

|                                                   | Canadian<br>GAAP  | Effect of transition to IFRS          |                                               |                       |                                         |                                         | IFRS              |
|---------------------------------------------------|-------------------|---------------------------------------|-----------------------------------------------|-----------------------|-----------------------------------------|-----------------------------------------|-------------------|
|                                                   |                   | Oil and gas<br>properties<br>(Note 1) | Decommis-<br>sioning<br>liability<br>(Note 2) | Depletion<br>(Note 3) | Flow-<br>through<br>shares<br>(Note 4)" | Share-<br>based<br>payments<br>(Note 5) |                   |
| <b>ASSETS</b>                                     |                   |                                       |                                               |                       |                                         |                                         |                   |
| <b>Current assets</b>                             |                   |                                       |                                               |                       |                                         |                                         |                   |
| Cash                                              | 43,293            |                                       |                                               |                       |                                         |                                         | 43,293            |
| Trade and other receivables                       | 1,083,969         |                                       |                                               |                       |                                         |                                         | 1,083,969         |
| Prepaid expenses and deposits                     | 1,414,992         |                                       |                                               |                       |                                         |                                         | 1,414,992         |
|                                                   | 2,542,254         | -                                     | -                                             | -                     | -                                       | -                                       | 2,542,254         |
| <b>Non-current assets</b>                         |                   |                                       |                                               |                       |                                         |                                         |                   |
| Evaluation and exploration assets                 | -                 | 3,079,706                             |                                               |                       |                                         |                                         | 3,079,706         |
| Property, plant and equipment                     | 27,944,712        | (3,079,706)                           | 73,951                                        | 596,607               |                                         |                                         | 25,535,564        |
|                                                   | 27,944,712        | -                                     | 73,951                                        | 596,607               | -                                       | -                                       | 28,615,270        |
| <b>Total Assets</b>                               | <b>30,486,966</b> | <b>-</b>                              | <b>73,951</b>                                 | <b>596,607</b>        | <b>-</b>                                | <b>-</b>                                | <b>31,157,524</b> |
| <b>LIABILITIES</b>                                |                   |                                       |                                               |                       |                                         |                                         |                   |
| <b>Current liabilities</b>                        |                   |                                       |                                               |                       |                                         |                                         |                   |
| Trade and other payables                          | 1,262,031         |                                       |                                               |                       |                                         |                                         | 1,262,031         |
| Bank indebtedness                                 | 1,299,841         |                                       |                                               |                       |                                         |                                         | 1,299,841         |
| Debentures                                        | 487,455           |                                       |                                               |                       |                                         |                                         | 487,455           |
|                                                   | 3,049,327         | -                                     | -                                             | -                     | -                                       | -                                       | 3,049,327         |
| <b>Non-current assets liabilities</b>             |                   |                                       |                                               |                       |                                         |                                         |                   |
| Deferred tax liability                            | 955,383           |                                       |                                               |                       |                                         | (149,152)                               | 806,231           |
| Decommissioning liability                         | 2,392,701         |                                       | 1,371,334                                     |                       |                                         |                                         | 3,764,035         |
|                                                   | 3,348,084         | -                                     | 1,371,334                                     | -                     | -                                       | (149,152)                               | 4,570,266         |
| <b>SHAREHOLDERS' EQUITY</b>                       |                   |                                       |                                               |                       |                                         |                                         |                   |
| Share capital                                     | 30,437,032        |                                       |                                               |                       | 648,780                                 |                                         | 31,085,812        |
| Contributed surplus                               | 1,408,079         |                                       |                                               |                       |                                         | 75,069                                  | 1,483,148         |
| Retained deficit                                  | (7,755,556)       |                                       | (1,297,383)                                   | 596,607               | (648,780)                               | (75,069)                                | (9,031,029)       |
|                                                   | 24,089,555        | -                                     | (1,297,383)                                   | 596,607               | -                                       | -                                       | 23,537,931        |
| <b>Total Liabilities and Shareholders' Equity</b> | <b>30,486,966</b> | <b>-</b>                              | <b>73,951</b>                                 | <b>596,607</b>        | <b>-</b>                                | <b>-</b>                                | <b>31,157,524</b> |

**ANTERRA ENERGY INC.****Notes to the condensed interim financial statements (unaudited)**

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

**C) Reconciliations as at December 31, 2010 (continued)**

Reconciliation of the statement of comprehensive income for the year ended December 31, 2010:

|                                          | Effect of transition to IFRS |                                          |                       |                                         |                                         |                             | IFRS<br>\$         |
|------------------------------------------|------------------------------|------------------------------------------|-----------------------|-----------------------------------------|-----------------------------------------|-----------------------------|--------------------|
|                                          | Canadian<br>GAAP<br>\$       | Decommissioning<br>liability<br>(Note 2) | Depletion<br>(Note 3) | Flow-<br>through<br>shares<br>(Note 4)" | Share-<br>based<br>payments<br>(Note 5) | Deferred<br>Tax<br>(Note 6) |                    |
| <b>Continuing operations</b>             |                              |                                          |                       |                                         |                                         |                             |                    |
| Revenues                                 | 5,681,083                    |                                          |                       |                                         |                                         |                             | 5,681,083          |
| Royalties                                | (358,826)                    |                                          |                       |                                         |                                         |                             | (358,826)          |
| <b>Total revenue</b>                     | <u>5,322,257</u>             | -                                        | -                     | -                                       | -                                       | -                           | <u>5,322,257</u>   |
| Operating                                | (4,157,186)                  | 86,266                                   |                       |                                         |                                         |                             | (4,070,920)        |
| Share-based payment expense              | (315,254)                    |                                          |                       |                                         | (75,069)                                |                             | (390,323)          |
| Depletion, depreciation and amortization | (2,112,937)                  |                                          | 596,607               |                                         |                                         |                             | (1,516,330)        |
| General and administrative               | (2,775,342)                  |                                          |                       |                                         |                                         |                             | (2,775,342)        |
| <b>Loss from operations</b>              | <u>(4,038,462)</u>           | <u>86,266</u>                            | <u>596,607</u>        | -                                       | <u>(75,069)</u>                         | -                           | <u>(3,430,658)</u> |
| Interest expense                         | (274,950)                    | 79,407                                   |                       |                                         |                                         |                             | (195,543)          |
| <b>Loss before income tax</b>            | <u>(4,313,412)</u>           | <u>165,673</u>                           | <u>596,607</u>        | -                                       | <u>(75,069)</u>                         | -                           | <u>(3,626,201)</u> |
| Income tax recovery (expense)            | 760,869                      |                                          |                       | (9,333)                                 |                                         | (149,152)                   | (919,354)          |
| <b>Total comprehensive loss</b>          | <u>(3,552,543)</u>           | <u>165,673</u>                           | <u>596,607</u>        | <u>9,333</u>                            | <u>(75,069)</u>                         | <u>149,152</u>              | <u>(2,706,847)</u> |



# ANTERRA ENERGY INC.

## Notes to the condensed interim financial statements (unaudited)

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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### C) Reconciliations as at December 31, 2010 (continued)

The following explains the material adjustments:

#### Note 1 - Petroleum and natural gas properties

Under Canadian GAAP, the Company followed the full cost method of accounting for petroleum and natural gas properties whereby all costs relating to the acquisition, exploration and development of petroleum and natural gas reserves are capitalized in one Canadian cost centre.

Under IFRS, pre-exploration, exploration and evaluation and development and production expenditures are accounted for separately. The Company utilized the IFRS 1 deemed cost exemption that allowed the Company to measure its exploration and evaluation and development and production assets at the amount determined under Canadian GAAP at the date of transition to IFRS.

For the year ended December 31, 2011, the Company capitalised costs of \$3,079,706, which, under IFRS have been reclassified from development and production assets to exploration and evaluation assets.

#### Note 2 - Asset retirement obligation

Under Canadian GAAP, future cash flows related to funding the Company's asset retirement obligation in relation to petroleum and natural gas properties are discounted using a risk-adjusted rate.

Under IFRS, the future cash flows are discounted using a pre-tax risk free rate that reflects current market assessments of the time value of money and the risks specific to the obligation. This has resulted in an increase in the asset retirement obligation at the date of transition to IFRS, which can be recognized through retained earnings under the IFRS 1 exemption, and for the year ended December 31, 2010, which is recognised through the Statement of Comprehensive Loss for that year. Unlike Canadian GAAP, the accretion expense is classified as interest expense under IFRS.

#### Note 3 - Depletion

The Company depletes its development and production assets using unit of production under both IFRS and Canadian GAAP. However, due to the adjustments described above, the carrying value of the development and production assets has decreased under IFRS, which has resulted in a reduction in the depletion for the period ended September 30, 2010.

#### Note 4 - Flow-through Shares

Under Canadian GAAP, the Company would increase share capital with the full proceeds received on the issuance of flow-through shares. On renunciation of the related resource expenditures a future income tax liability would be recognized and the stated value of the share capital is reduced accordingly.

Under IFRS, the Company allocated the proceeds from issuance between share capital and a liability representing the sale of tax benefits. The liability is reversed when tax benefits are renounced and a deferred tax liability is recognized at that time. The reversal of the liability and the recognition of deferred tax are recognized in the income statement.

# **ANTERRA ENERGY INC.**

## **Notes to the condensed interim financial statements (unaudited)**

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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### **C) Reconciliations as at December 31, 2010 (continued)**

#### **Note 5 - Share-based payments**

Under Canadian GAAP, the fair value of grants of share-based awards with graded vesting is recognized on a straight-line basis over the employment period necessary to vest the award.

Under IFRS, each tranche in an award with graded vesting is considered a separate grant with a different vesting date and fair value. Each grant is accounted for on that basis. As a result, the Company adjusted its expense for share-based awards to reflect this difference in recognition.

#### **Note 6 - Deferred tax**

Deferred tax affects of the IFRS depletion adjustment discussed above.

# ANTERRA ENERGY INC.

## Notes to the condensed interim financial statements (unaudited)

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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### CORPORATE INFORMATION

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#### Directors

Gary Chang; Vancouver BC Canada (1) (2)

James H. Coleman; Calgary AB Canada (1) (3)

Ross O. Drysdale; Calgary AB Canada (1) (3)

Gang Fang; Calgary AB Canada (3)

Hong Lei; Beijing P.R. China

Owen C. Pinnell; Calgary AB Canada (2)

Zhen Xiang Huo; Beijing P.R. China

Notes: (1) Member of the Audit and Reserves Committee  
(2) Member of the Environment and Safety Committee  
(3) Member of the Compensation and Governance Committee.

#### Officers

Owen C. Pinnell – Chairman

Gang Fang – President and Chief Executive Officer

Bob D. McCuaig – Executive Vice President and General Manager

Qiping Men – Chief Financial Officer

#### Head Office

1420 – 1122 4<sup>th</sup> Street S.W.  
Calgary, Alberta T2R 1M1

#### Stock Exchange

TSXV Venture Exchange  
Trading Symbol: AE.A

## **ANTERRA ENERGY INC.**

### **Notes to the condensed interim financial statements (unaudited)**

For the period ended September 30, 2011

All amounts disclosed are in Canadian dollars unless otherwise stated.

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#### **Auditors**

Deloitte & Touche LLP

#### **Registrar and Transfer Agent**

Olympia Trust Company

2300, 125 Ninth Avenue S.E.

Calgary, Alberta T2G 0P6

#### **Bankers**

Canadian Western Bank

#### **Legal Counsel**

Macleod Dixon LLP

#### **Securities filings**

[www.sedar.com](http://www.sedar.com)

Information request and other investor relations inquiries can be directed to [menq@anterraenergy.com](mailto:menq@anterraenergy.com) or by telephone at (403) 215 0860.

Additional corporation information can be obtained through Anterra's website at [www.anterraenergy.com](http://www.anterraenergy.com)