



# **Financial Statements**

**For the years ended December 31, 2014 and 2013**



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## **INDEPENDENT AUDITORS' REPORT**

To the Shareholders of Anterra Energy Inc.

We have audited the accompanying financial statements of Anterra Energy Inc., which comprise the statements of financial position as at December 31, 2014 and December 31, 2013, the statements of operations and comprehensive loss, changes in equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

### *Opinion*

In our opinion, the financial statements present fairly, in all material respects, the financial position of Anterra Energy Inc. as at December 31, 2014 and December 31, 2013, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

### *Emphasis of Matter*

Without modifying our opinion, we draw attention to Note 2 in the financial statements which indicates that Anterra Energy Inc. has a significant working capital deficiency and is in default under its credit facility agreement as at December 31, 2014. These conditions, along with other matters as set forth in Note 2 in the financial statements, indicate the existence of a material uncertainty that may cast significant doubt about Anterra Energy Inc.'s ability to continue as a going concern.

**KPMG LLP**

Chartered Accountants  
April 28, 2015  
Calgary, Canada

# ANTERRA ENERGY INC

## Statements of Financial Position

As at December 31		2014	2013
	Note		
<b>Assets</b>			
Trade and other receivables	7	\$ 2,747,669	\$ 2,968,038
Deposits and prepaid expenses		1,090,822	888,909
Fair value of risk management contracts	14	222,111	-
		<b>4,060,602</b>	<b>3,856,947</b>
Property, plant and equipment	10	64,445,608	72,625,940
Evaluation and exploration assets	11	386,667	386,667
		<b>\$ 68,892,877</b>	<b>\$ 76,869,554</b>
<b>Liabilities</b>			
Bank debt	12	\$ 12,484,515	\$ 14,014,704
Trade and other payables		9,687,480	3,528,084
		<b>22,171,995</b>	<b>17,542,788</b>
Other non-current liabilities	13	2,808,105	-
Decommissioning liabilities	15	22,669,166	22,152,634
Convertible debenture	16	3,610,812	3,489,507
		<b>51,260,078</b>	<b>43,184,929</b>
<b>Equity</b>			
Share capital	18	46,706,177	46,706,177
Equity component of convertible debenture	16	454,895	454,895
Contributed surplus		2,882,545	2,880,793
Deficit		(32,410,818)	(16,357,240)
		<b>17,632,799</b>	<b>33,684,625</b>
		<b>\$ 68,892,877</b>	<b>\$ 76,869,554</b>

Going concern (Note 2)

Subsequent event (Note 25)

See accompanying notes to financial statements.

Approved on behalf of the Board:

"Signed" \_\_\_\_\_ Director  
Owen Pinnell

"Signed" \_\_\_\_\_ Director  
Ross O. Drysdale

# ANTERRA ENERGY INC

## Statements of Loss and Comprehensive Loss

For the years ended December 31,	Note	2014	2013
<b>Revenue</b>			
Production and processing		\$ 23,779,400	\$ 12,395,142
Royalties		(5,053,519)	(1,622,853)
		<b>18,725,881</b>	10,772,289
Realized gain on risk management contracts	14	194,512	-
Unrealized gain on risk management contracts	14	222,111	-
		<b>19,142,504</b>	10,772,289
<b>Expenses</b>			
Production and operating		11,522,489	6,266,121
Spill clean-up and site remediation		2,865,021	-
Transportation		1,022,161	783,963
Depletion, depreciation and amortization	10	4,235,607	2,796,286
General and administrative		2,598,506	2,654,376
Finance expense	20	1,397,382	895,261
Share-based payments	19	1,752	50,066
Impairment expense	10	11,553,164	1,099,100
Exploration and evaluation expense	11	-	4,161,131
Transaction expense		-	437,821
Gain on business combination	8	-	(1,192,666)
		<b>35,196,082</b>	17,951,459
<b>Loss before income tax</b>		<b>(16,053,578)</b>	(7,179,170)
Deferred income tax (recovery)	17	-	(76,389)
<b>Loss and comprehensive loss</b>		<b>\$ (16,053,578)</b>	\$ (7,102,781)
<b>Loss per share</b>			
Basic and diluted	21	\$ (0.03)	\$ (0.02)

See accompanying notes to financial statements

# ANTERRA ENERGY INC

## Statements of Changes in Equity

	Note	Share Capital	Convertible Debenture Equity Component	Contributed Surplus	Accumulated Deficit	Total Equity
<b>Balance, January 1, 2013</b>		\$ 31,110,546	\$ -	\$ 2,830,727	\$ (9,254,459)	\$24,686,814
Share based payments		-	-	50,066	-	50,066
Private share placements	18	13,239,418	-	-	-	13,239,418
Shares issued on acquisition	18	2,356,213	-	-	-	2,356,213
Issuance of convertible debenture	16	-	454,895	-	-	454,895
Loss for the year		-	-	-	(7,102,781)	(7,102,781)
<b>Balance, December 31 , 2013</b>		\$46,706,177	\$454,895	\$2,880,793	(\$16,357,240)	\$33,684,625
<b>Balance, January 1, 2014</b>		\$46,706,177	\$ 454,895	\$2,880,793	\$ (16,357,240)	\$33,684,625
Share based payments	19	-	-	1,752	-	1,752
Loss for the year					(16,053,578)	(16,053,578)
<b>Balance, December 31 , 2014</b>		\$46,706,177	\$ 454,895	\$2,882,545	\$ (32,410,818)	\$17,632,799

See accompanying notes to financial statements

# ANTERRA ENERGY INC

## Statements of Cash Flows

For the years ended December 31,		2014	2013
<b>Operating activities:</b>			
	Note		
Loss for the year		\$ (16,053,578)	\$ (7,102,781)
Adjustments for:			
Depletion, depreciation and amortization	10	4,235,607	2,796,286
Accretion	20	675,171	505,805
Share based payments		1,752	50,066
Deferred income tax (recovery)		-	(76,389)
Unrealized gain on risk management contracts	14	(222,111)	-
Impairment expense	10	11,553,164	1,099,100
Exploration and evaluation	11	-	4,161,131
Gain on business combination	8	-	(1,192,666)
Decommissioning expenditure	15	(698,533)	-
Change in non-cash working capital	22	6,518,896	(907,003)
<b>Cash provided by (used in) operating activities</b>		<b>6,010,368</b>	<b>\$ (666,451)</b>
<b>Investing activities:</b>			
Property, plant and equipment expenditures	10	(6,947,240)	(3,449,191)
Additions to intangible exploration assets	11	-	(651)
Business combinations	8	-	(11,771,191)
Cash used to settle Sandstorm obligation		-	(3,467,502)
Change in non-cash working capital	22	2,467,061	(2,150,967)
<b>Cash used in investing activities</b>		<b>(4,480,179)</b>	<b>\$ (20,839,502)</b>
<b>Financing activities:</b>			
Net proceeds from issue of shares		-	13,239,418
Proceeds from (repayment of ) bank debt		(1,530,189)	8,266,535
<b>Cash provided by (used in) financing activities</b>		<b>(1,530,189)</b>	<b>21,505,953</b>
Change in cash and cash equivalents		\$ -	\$ -
Cash and cash equivalents, beginning of year		\$ -	\$ -
Cash and cash equivalents, end of year		\$ -	\$ -

See accompanying notes to financial statements

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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## 1. Reporting entity:

Anterra Energy Inc. (“Anterra” or the “Company”) is engaged in the acquisition, exploration, development and production of oil and natural gas in western Canada. The Company’s common shares are listed and trade on the TSX Venture Exchange under the symbol AE.A. The Company’s head office is located at 1420, 1122 4th Street SW, Calgary, Alberta T2R 1M1 and its registered office is located at 3700, 400 – 3rd Avenue SW Calgary, Alberta T2P 4H2.

Effective January 1, 2014, the Company and its wholly owned subsidiary, Terrex Energy Inc. amalgamated pursuant to the laws of the Province of Alberta. The Amalgamated entity continued as Anterra Energy Inc.

The Company has two reportable operating segments and a corporate segment. The oil and gas segment explores for, develops and produces oil and gas. The midstream processing segment provides third party processing and disposal services to the oil and gas industry.

## 2. Going Concern:

Crude oil prices weakened significantly during the last months of 2014 negatively impacting the earnings and cash flow for the fourth quarter of 2014. Additionally, during the third quarter of 2014 the Company experienced two major pipeline failures at its Nipisi property. These failures have resulted in the Company incurring spill clean-up and remediation costs of \$2.9 million net of insurance recoveries of \$0.8 million.

The foregoing together with associated production disruptions were major contributors to the loss reported for the fourth quarter and a working capital deficiency of \$5.6 million excluding bank debt of \$12.5 million at December 31, 2014. In addition, at December 31, 2014, the Company is in default under its Credit Facility Agreement and the default may continue throughout 2015.

Lower year end commodity prices also had a negative impact on the value of the Company’s oil and natural gas reserves and the borrowing base upon which the Company’s credit facility is determined. Although proven plus probable reserves at December 31, 2014, as determined by the Company’s independent reserve evaluators, increased over year end 2013 reserves, lower commodity prices resulted in a reduction of their Net Present Value as compared to 2013.

Pursuant to a review by the Company’s lender, effective March 9, 2015, the Company’s \$15 million revolving, operating demand loan credit facility was restructured to include a revolving operating demand loan facility in the maximum amount of \$10 million and a non-revolving demand loan facility in the maximum amount of \$4.8 million. The non-revolving loan facility was repayable as to \$200,000 on acceptance of the facilities agreement and thereafter in monthly principal payments of \$200,000.

These conditions create a material uncertainty that may cast significant doubt as to the Company’s ability to execute on its business strategy and continue as a going concern.

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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These financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of obligations in the normal course of business. If this assumption is not appropriate, adjustments to the carrying amounts of assets and liabilities, revenues and expenses and the statement of financial position classifications used in the financial statements may be necessary and such adjustments could be material.

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

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board ("IASB").

The financial statements have been prepared on the historical cost basis except as disclosed in Note 6, and are presented in Canadian dollars, which is the Company's functional currency.

The financial statements were authorized for issuance by the Board of Directors on April 28, 2015.

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

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities and income and expenses. Actual results may differ materially from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and for any future years affected. Significant estimates and judgments made by management in the preparation of these financial statements are outlined below.

#### ***Critical judgments in applying accounting policies:***

The Company's assets are aggregated into cash-generating units ("CGUs"), for the purpose of calculating impairment. CGUs are based on an assessment of a unit's ability to generate largely independent cash flows. By their nature, these estimates and assumptions are subject to measurement uncertainty and may impact the carrying value of the Company's assets in future periods.

Judgments are required to assess when impairment indicators exist and impairment testing is required.

The application of the Company's accounting policy for exploration and evaluation assets requires management to make certain judgments as to future events and circumstances as to whether economic quantities of reserves have been found.

#### ***Key sources of estimation uncertainty:***

The following are the key sources of estimation uncertainties affecting the measurement of balances and transactions in these financial statements.

#### **(i) Decommissioning obligations**



# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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The Company estimates decommissioning obligations for oil and gas wells and their associated production facilities and pipelines. In most instances, removal of assets and remediation occurs many years into the future. This requires assumptions and estimates regarding abandonment date, future environmental and regulatory legislation, the extent of reclamation activities, the engineering methodology for estimating cost, and future removal technologies in determining the removal cost and liability-specific discount rates to determine the present value of these cash flows.

## **(ii) Income taxes**

Tax provisions are based on enacted or substantively enacted legislation. Changes in legislation could affect amounts recognized in profit or loss both in the period of change, which would include any impact on cumulative provisions, and in future periods. Deferred tax assets (if any) are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and an assessment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as the amounts recognized in profit or loss in the period in which the change occurs.

## **(iii) Reserves**

Estimation of reported recoverable quantities of proved and probable reserves include judgmental assumptions regarding production profiles, future commodity prices, exchange rates, remediation costs, timing and amount of future development costs, and production, transportation and marketing costs for future cash flows, as well as the interpretation of complex geological and geophysical models and data.

The economical geological and technical factors used to estimate reserves may change from period to period. Changes in reported reserves can impact the carrying values of the Company's petroleum and natural gas properties and equipment, the calculation of depletion and depreciation, the provision for decommissioning obligations, and the recognition of deferred tax assets due to changes in expected future cash flows. The recoverable quantities of reserves and estimated cash flows from Anterra's petroleum and natural gas interests are assessed and evaluated at least annually by independent reserve evaluators in accordance with National Instrument 51-101.

## **(iv) Share-based payments**

All equity-settled, share-based awards issued by the Company are recorded at fair value using the Black-Scholes option-pricing model. In assessing the fair value of equity-based compensation, estimates have to be made regarding the share price, expected volatility, option life, dividend yield, risk-free rate and estimated forfeitures at the initial grant date.

## **(v) Business Combinations**

In a business combination, management estimates the fair value of assets acquired and liabilities assumed which includes assessing the value of oil and gas properties based upon an estimation of the recoverable reserves being acquired.

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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## 4. Significant accounting policies:

The accounting policies set out below have been applied consistently in these financial statements.

### (a) Basis of consolidation:

These financial statements include the financial statements of the Company and its subsidiary (Terrex Energy Inc.) as at December 31, 2013. A subsidiary is consolidated from the date of acquisition, being the date on which the Company obtains control, and continues to be consolidated until the date that control ceases. Control exists when the Company is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect these returns through its power over the entity. All intercompany balances and transactions, and any unrealized income and expenses, arising from intercompany transactions are eliminated in full.

Many of the Company's oil and natural gas activities involve jointly controlled assets. The financial statements include the Company's share of these jointly controlled assets and a proportionate share of the relevant revenue and related costs.

### (b) Financial instruments:

#### (i) Non-derivative financial instruments:

Non-derivative financial instruments comprise trade and other receivables, cash and cash equivalents, bank debt, trade and other payables, convertible debenture and other non-current liabilities. Financial assets have been classified as loans and receivables, financial liabilities have been classified as other financial liabilities. These financial instruments are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these non-derivative financial instruments are measured at amortized cost using the effective interest rate method, less any impairment losses.

#### (ii) Derivative financial instruments:

The Company may enter into certain financial derivative contracts in order to manage the exposure to market risks from fluctuations in commodity prices. These instruments will not be used for trading or speculative purposes. The Company will not designate its financial derivative contracts as effective accounting hedges, and therefore will not apply hedge accounting, even though the Company considers all commodities contracts to be economic hedges. As a result, all financial derivative contracts will be classified as fair value through profit or loss and will be recorded on the statements of financial position at fair value. Transaction costs are recognized in profit or loss when incurred. Compound financial instruments issued by the Company may comprise convertible debentures that can be converted to common shares at the option of the holder for a fixed number of common shares.

The liability component of a compound financial instrument is recognized initially at the fair value of a similar liability that does not have an equity conversion option. The equity component, if any, is recognized initially at the difference between the fair value of the compound financial instruments as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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(iii) Share capital:

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

**(c) Exploration and evaluation assets and property, plant and equipment**

(i) Recognition and measurement:

***Exploration and evaluation expenditures:***

Pre-license costs are recognized in the statement of income (loss) as incurred.

Exploration and evaluation (“E&E”) costs, including the costs of acquiring licenses, geological and geophysical expenditures and drilling and completion costs are initially capitalized as either tangible or intangible exploration or evaluation assets according to the nature of the assets acquired. The costs are accumulated in cost centers by well, field or exploration area pending determination of technical feasibility and commercial viability.

E&E assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability; and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

The technical feasibility and commercial viability of extracting a mineral resource is considered to be determinable when proven and probable reserves are determined to exist. A review of each exploration license or field is carried out, at least annually, to ascertain whether proven and/or probable reserves have been discovered. Upon determination of proven and probable reserves, intangible E&E assets attributable to those reserves are first tested for impairment and then transferred from E&E assets to a separate category within tangible assets referred to as oil and natural gas interests.

The cost of undeveloped land that expires or any impairment recognized during a period is charged against earnings as exploration and evaluation expense.

***Development and production costs:***

Items of property, plant and equipment (“PP&E”), which include oil and gas development and production assets, are measured at cost less accumulated depletion and depreciation and accumulated impairment losses. The initial cost of an asset includes its purchase price or construction cost, costs attributable to bringing the asset into operation and the initial estimate of decommissioning obligations. Development and production assets are grouped into CGUs for impairment testing. When significant parts of an item of PP&E, including oil and natural gas interests, have different useful lives, they are accounted for as separate items (major components).

***Disposition***

Gains or losses on disposal of an item of PP&E, including oil and natural gas interests are recognized within gains (losses) on disposition. The gain or loss is measured as the difference

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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between the fair value of proceeds received and the carrying value of the asset disposed, including capitalized future decommissioning costs.

(ii) Subsequent costs:

Costs incurred subsequent to the determination of technical feasibility and commercial viability and the costs of replacing parts of property, plant and equipment are recognized as oil and natural gas interests only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in earnings as incurred. Such capitalized oil and natural gas interests generally represent costs incurred in developing proved and/or probable reserves and bringing in or enhancing production from such reserves and, are accumulated on a field or geotechnical area basis. The carrying amount of any replaced or sold component is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in earnings as incurred.

(iii) Depletion and depreciation:

The net carrying amount of development or production assets is depleted using the unit of production method by reference to the ratio of production in the year to the related proven and probable reserves, taking into account estimated future development costs necessary to bring those reserves into production. Proven and probable reserves are estimated annually using independent reserve engineer reports prepared in accordance with Canadian Securities Regulation National Instrument 51-101, and represent the estimated quantities of crude oil, natural gas and natural gas liquids which geological, geophysical and engineering data demonstrate with a specified degree of certainty, to be recoverable in future years from known reservoirs and which are considered commercially producible.

For other assets, depreciation is recognized on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Land is not depreciated.

The estimated useful lives for other assets for the current and comparative years are as follows:

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Midstream processing equipment	20 years
Office and other equipment	5 years

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Depreciation methods, useful lives and residual values are reviewed at each reporting date.

**(d) Impairment:**

(i) Financial assets:

A financial asset is assessed at each reporting date to determine whether there is any objective evidence of impairment. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

Significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

All impairment losses are recognized in earnings.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized. For financial assets measured at amortized cost the reversal is recognized in earnings.

(ii) Non-financial assets:

The carrying amounts of the Company's non-financial assets, other than E&E assets and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and other intangible assets that have indefinite lives or that are not yet available for use an impairment test is completed each year. E&E assets are assessed for impairment when they are reclassified to PP&E and when facts and circumstances suggest the carrying amount exceeds the recoverable amount.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The recoverable amount of an asset or a CGU is the greater of its value in use and its fair value less costs to sell.

Value in use is generally computed by reference to the present value of the future cash flows expected to be derived from production of proven and probable reserves. 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.

Fair value less cost to sell is determined as the amount that would be obtained from the sale of a CGU in an arm's length transaction. The fair value less cost to sell of oil and natural gas assets is generally determined as the net present value of the estimated future cash flows expected to arise from the continued use of the CGU discounted by an appropriate discount rate. Consideration is given to acquisition metrics of recent transactions completed on similar assets to those contained within the relevant CGU.

The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to the CGUs that are expected to benefit from the synergies of the combination.

An impairment loss is recognized if the carrying amount of an asset, or its CGU, exceeds its estimated recoverable amount. Impairment losses are recognized in earnings. Impairment losses recognized in respect of CGU's are allocated first to reduce the carrying amount of any goodwill

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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allocated to the units and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the assumptions used to determine the recoverable amount in the period that led to impairment. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depletion and depreciation or amortization, if no impairment loss had been recognized.

## **(e) Business combinations**

The acquisition method of accounting is used to account for acquisitions that meet the definition of a business under IFRS. The cost of an acquisition is measured as the fair value of the assets acquired, equity instruments issued and liabilities incurred or assumed at the exchange date. Identifiable assets acquired and liabilities assumed are measured initially at their fair values at the acquisition date. The excess of the cost of acquisition over the fair value of identifiable assets and liabilities acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets acquired, the difference is recognized as a gain in earnings.

Transaction costs that are incurred in connection with a business combination other than those associated with the issue of debt or equity securities, are recognized in earnings.

## **(f) Share based payments:**

The Company uses the fair value method for valuing share based compensation. Under this method, the compensation cost attributed to stock options are measured at the fair value at the grant date and expensed over the vesting period with a corresponding increase in contributed surplus. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options that vest. Upon the settlement of the stock options, the previously recognized value in contributed surplus is recorded as an increase to share capital.

## **(g) Provisions:**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are not recognized for future operating losses.

## **(h) Decommissioning liabilities**

The Company's activities give rise to dismantling, decommissioning and site disturbance remediation activities. Provision is made for the estimated cost of site restoration and capitalized in the relevant asset category.

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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Decommissioning obligations are measured at the present value of management's best estimate of expenditures required to settle the present obligation at the measurement date using a risk free discount rate. Subsequent to the initial measurement, the obligation is adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. The increase in the provision due to the passage of time is recognized as finance costs whereas increases/decreases due to changes in the estimated future cash flows are capitalized. Actual costs incurred upon settlement of the decommissioning obligations are charged against the provision to the extent the provision is established.

## **(i) Revenue:**

Revenue from the sale of oil and natural gas is recorded when the significant risks and rewards of ownership of the product is transferred to the buyer which is usually when legal title passes to the external party.

Revenue from midstream activities is recorded when the service is rendered to the customer.

Royalty income is recognized as it accrues in accordance with the terms of the overriding royalty agreements.

## **(j) Finance income and expenses:**

Finance expense is comprised of interest expense on borrowings, accretion of the discount on decommissioning liabilities and accretion of the equity component of convertible debentures. Interest income is recognized in earnings as it accrues, using the effective interest rate method.

## **(k) Income tax:**

Income tax expense comprises current and deferred tax. Income tax expense is recognized in earnings except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred taxes are recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination or on taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

## **(l) Per share amounts:**

Basic earnings (loss) per share is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is determined by adjusting the profit attributable to common shareholders and the weighted average number of common shares outstanding for the effects of dilutive instruments such as options and warrants granted. The calculation assumes that the proceeds on exercise of options or warrants are used to purchase shares at the current market price.

## **(m) Flow through shares**

Resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with tax legislation. On issuance the premium received on the flow-through shares, being the difference in price over a common share with no tax attributes is recognized on the statement of financial position. As expenditures are incurred the deferred tax liability, associated with the renounced tax deductions is recognized through profit and loss along with a pro-rata portion of the deferred premium.

## **5. New Accounting Standards**

On January 1, 2014, the Company adopted IFRIC 21 which provides guidance with respect to recognition of liabilities resulting from government levies. The Company also adopted IAS 32 that clarifies the requirements for offsetting financial assets and liabilities. The adoption of these standards has no impact on the amounts recorded in the financial statements as at December 31, 2014 or on the comparative periods.

During the year ended December 31, 2014 the IASB issued the following standard which is applicable to the Company in future years;

IFRS 9 "Financial Instruments" replaces IAS 39 "Financial Instruments: Recognition and Measurement" and addressed the classification and measurement of financial instruments with an, effective date of January 1, 2018. The Company has not completed its evaluation of the effect of adopting IFRS 9 on its financial statements.

## **6. Determination of fair values:**

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable,



# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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further information about the assumptions made in determining fair values is disclosed in the note specific to that asset or liability.

(a) Trade and other receivables, bank debt, trade and other payables and other non-current liabilities

The fair value of trade and other receivables, bank debt, trade and other payables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. The fair value of these balances approximated their carrying value due to their short term to maturity. The carrying value of bank debt approximates fair value due to the floating interest rate. The carrying value of other non-current liabilities approximates its fair value as the interest rate is a market interest rate.

(b) Stock options

The fair value of stock options is measured using a Black Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behavior), expected dividends, and the risk-free interest rate (based on government bonds).

(c) Property, plant and equipment and exploration and evaluation assets

The fair value of PP&E recognized in a business combination is based on market values. The market value is the estimated amount for which the assets could be exchanged on the acquisition date between a willing buyer and a willing seller in an arm's length transaction wherein the parties each acted knowledgeably, prudently and without compulsion. The market value of oil and natural gas interests, included in PP&E, are estimated with reference to the discounted cash flows expected to be derived from oil and gas production based upon externally prepared reserve reports. The market values of E & E assets are estimated with reference to market values of current arm's length transactions in comparable a locations.

(d) Derivatives

The fair value of forward contracts is determined by discounting the difference between the contracted prices and published forward price curves as at the statement of financial position date, using the remaining contracted amounts and risk-free interest rate (based on published government rates). The fair value of options and costless collars is based on option models that use published information with respect to volatility, prices and interest rates.

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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## 7. Financial risk management:

### (a) Overview:

The Company's activities expose it to a variety of financial risks that arise as a result of its exploration, development, production, and financing activities. Financial risks include; credit, risk, liquidity risk and market risk.

The following addresses the Company's exposure to each of these risks, its objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors oversees management's establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

### (b) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from joint venture partners and oil and natural gas marketers.

All of the Company's operations are conducted in Canada. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer.

Receivables from oil and natural gas marketers are normally collected on the 25th day of the month following production. The Company's policy to mitigate credit risk associated with these balances is to establish marketing relationships with stable, substantial and industry recognized purchasers. Historically, the Company has not experienced any collection issues with its oil and natural gas marketers. Receivables from joint interest partners are typically collected within one to three months of the joint interest bill being issued. The Company attempts to mitigate risk relating to joint interest receivables by obtaining partner pre-approval of significant capital expenditures and in other instances may request cash advances in cases of significant capital expenditures. Collection of outstanding balances, however, is dependent on industry factors such as commodity price fluctuations, escalating costs and the risk of unsuccessful drilling. Further risk exists with joint interests as disagreements occasionally arise that increase the potential for non-collection. The Company does not typically obtain collateral from oil and natural gas marketers or joint interests; however, the Company does have the ability to withhold production from joint partners in the event of non-payment.

As at December 31, 2014 and 2013, the Company's trade and other receivables are comprised as follows:

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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	2014	2013
Oil and natural gas marketing companies	1,162,758	712,142
Joint interest partners	1,740,446	2,688,085
Allowance for doubtful accounts	(155,535)	(432,189)
	<b>2,747,669</b>	<b>2,968,038</b>

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As at December 31, 2014 and 2013, the Company's trade and other receivables are aged as follows:

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	2014	2013
Current (less than 90 days)	2,623,232	1,769,533
Past due (more than 90 days)	280,272	1,630,724
Allowance for doubtful accounts	(155,535)	(432,189)
	<b>2,747,969</b>	<b>2,968,038</b>

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## (c) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company's approach to managing liquidity is to ensure, to the extent possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company's financial liabilities consist of bank debt, trade and other payables, other non-current liabilities and a convertible debenture.

The Company ensures that it has sufficient resources to meet expected operational expenses including the servicing of financial obligations excluding the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters. To achieve this objective, the Company prepares annual capital and operational expenditure budgets, which are regularly monitored and updated as considered necessary. Further, the Company utilizes authorizations for expenditures on both operated and non-operated projects to further manage capital expenditure. The Company also attempts to match its payment cycle with collection of oil and natural gas revenue on the 25th of each month.

Financial liabilities, as at December 31, 2014 total \$28,590,912 all of which are current except for \$ 2,808,105 other non-current liabilities (Note 13) which is due on January 31, 2016 and a \$3,610,812 convertible debenture (Note 14) which is due on March 15, 2018. Refer to Note (2) for additional information.

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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## **(d) Market risk:**

Market risk is the risk that changes in market prices, such as commodity prices, foreign exchange rates and interest rates will affect the Company's income or the value of the financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company may use both financial derivatives and physical delivery sales contracts to manage market risks. All such transactions will be conducted within risk management tolerances as set by the Board of Directors. Refer to note 14 for details regarding the Company's risk management contracts.

### *Currency risk:*

Prices for oil are determined in global markets and generally denominated in United States dollars. Natural gas prices obtained by the Company are influenced by both US and Canadian demand and the corresponding North American supply, and recently, by imports of liquefied natural gas. The exchange rate effect cannot be quantified but generally an increase in the value of the \$CDN as compared to the \$US will reduce the prices received by the Company for its petroleum and natural gas sales.

### *Interest rate risk:*

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The interest charged on the outstanding bank loan fluctuates with the interest rates posted by the lenders. The Company is exposed to interest rate risk on its bank debt which bears a floating interest rate and has not entered into any mitigating interest rate contracts.

For the year ended December 31, 2014, a 1% or 100 basis point increase or decrease in market interest rates on the Company's floating rate bank debt would change net earnings by \$124,845.

### *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. Commodity prices for oil and natural gas are impacted by not only the relationship between the Canadian and United States dollar and also world economic events that dictate the levels of supply and demand.

## **(f) Capital management:**

The Company's objective in managing its capital structure is to maintain a flexible structure that permits the Company to meet its financial obligations, execute on its planned growth strategy and preserve its access to capital markets. The Company's capital structure is composed of the following:

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

	2014	2013
Shareholders' equity	\$ 17,632,799	\$ 33,684,625
Convertible debenture	3,610,812	3,489,507
Other non-current liabilities	2,808,105	-
Bank indebtedness	12,484,515	14,014,704
Net working capital (surplus) deficiency	5,626,878	(328,863)
	\$ 42,163,109	\$ 50,859,973

In a normal economic environment, the Company is able to manage its capital structure and make adjustments in response to changes in economic conditions and the underlying risk associated with oil and gas assets. The Company monitors its capital and financing requirements through an 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 issuances, the use of bank and other credit arrangements, adjusting capital spending, or by undertaking other strategies as deemed appropriate under the specific circumstances.

Under the Company's current Credit Facility, it is required to maintain a working capital ratio, after adding the unused portion of the revolving demand loan facility and excluding outstanding debt under the facility, of not less than 1:1. As at December 31, 2014 the adjusted working capital ratio was 1 to 0.73 and the Company is in default under the Agreement, and the default may continue throughout 2015.

Management reviews its capital management approach on an ongoing basis. There were no material changes to this approach during the year ended December 31, 2014. The Company is not subject to externally imposed capital requirements.

## 8. Business Combinations:

### (a). Terrex Energy Inc., corporate acquisition

On March 14, 2013, the Company purchased 100% of the issued and outstanding shares of Terrex Energy Inc. ("Terrex"), a public junior oil and gas company, for a total consideration of \$2,067,885 comprised 31,813,614 Class A common shares of Anterra and 5,150,000 warrants to purchase 1,581,050 Class A common shares (the "Acquisition"). The warrants to purchase 967,050 Class A shares expired on August 21, 2013 and warrants to purchase 614,000 Class A shares will expire on July 15, 2015 and have an exercise price of \$1.00 and \$0.60 respectively. No value has been attributed to the warrants.

Concurrently with the Acquisition, 1,866,560 Anterra shares were issued to individuals pursuant to the settlement of personnel obligations. The purpose of the Acquisition was to increase the Company's presence and size in the Western Canadian Sedimentary Basin, and provide the

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

Company with additional development opportunities and operating synergies. The value of common shares issued as consideration was determined in reference to the share price of a material third party private placement of Class A common shares which closed on April 5, 2013. The purchase was accounted for as a business combination using the acquisition method of accounting under IFRS 3.

## Estimated fair value of the net assets of Terrex:

### Total

Petroleum and natural gas properties	\$ 16,830,283
Deferred income tax asset	1,274,413
Net working capital(1)	(493,153)
Inter-company payable	(7,755,830)
Decommissioning liability	(6,595,162)
Gain on business combination	(1,192,666)
<b>Total net assets acquired</b>	<b>\$ 2,067,885</b>

### Consideration

Class A common shares (31,813,614 shares at \$0.065 per share)	\$ 2,067,885
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(1) Includes \$54,539 of cash and cash equivalents

The fair value assigned to petroleum and natural gas properties is based upon evaluations prepared by independent reserve evaluators and other market considerations. The value assigned to the deferred income tax asset is based upon accumulated non-capital losses and is limited to the deferred income tax liability previously recognized by the Company. The fair value of petroleum and natural gas properties and the deferred income tax asset gave rise to the gain on purchase.

Immediately prior to and in connection with the Acquisition, Terrex and Anterra entered into a settlement agreement (the "Agreement") with Sandstorm Metals and Energy Ltd. and 0905896 BC Ltd. (collectively, "Sandstorm"). Pursuant to the Agreement, the obligations of Terrex, under a hydro carbon purchase agreement dated March 18, 2011 were terminated in exchange for \$3 million cash, funded by Anterra, the delivery of certain equipment from Terrex having a value of \$3 million, and the issuance by Anterra of a \$4 million principal amount, 6%, 5 year secured convertible debenture (note 16), the issuance of 3 million Anterra Shares, and the issuance of 20,801,303 Terrex Shares which were exchanged for approximately 6.4 million Anterra shares under the Acquisition. The inter-company payable amount reflects amounts advanced by Anterra to Terrex to facilitate the Agreement.

Costs related to acquisitions totaled \$ 621,165 of which \$402,817 was incurred and charged to earnings during year ended December 31, 2013. During the period from March 15, 2013 to December 31, 2013, the acquisition attributed revenues of \$3.3 million net of royalties, and a net loss of \$1.2 million for the period, which is included in the statement of loss and comprehensive loss.

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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## (b). Nipisi, property acquisition

The Company acquired light oil producing assets, together with associated infrastructure in the Nipisi area of north central Alberta. The property acquisition was accounted for as a business combination under IFRS 3. The transaction closed on December 18, 2013.

### **Estimated net assets acquired**

Petroleum and natural gas properties	\$17,088,757
Decommissioning liability	(5,263,027)
Total net assets acquired	\$ 11,825,730

### **Consideration**

Cash	\$11,825,730
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The estimated fair value of the petroleum and natural gas properties acquired was determined using discounted cash flows based on an external reserves report and other market considerations. Decommissioning liabilities assumed were determined using the timing and estimated costs associated with the abandonment, restoration and reclamation of the wells and facilities acquired.

Cost related to the acquisition totaled \$35,004, have been charged to earnings. Revenue and net income contributed for the post-closing period from December 18 to December 31, 2013 was \$372,913 and \$176,749 respectively.

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

## 9. Segmented Financial Information:

<b>For the year ended December 31, 2014</b>	<b>Oil and Gas Production</b>	<b>Midstream Processing</b>	<b>Corporate Segment</b>	<b>Eliminations</b>	<b>Total</b>
Revenue	\$ 20,136,286	\$ 3,696,527	-	\$ (53,413)	23,779,400
Royalties	(5,053,519)	-	-	-	(5,053,519)
	15,082,767	3,696,527	-	(53,413)	18,725,881
Realized gain on risk Management contracts	194,512	-	-	-	194,512
Unrealized gain on risk Management contracts	222,111	-	-	-	222,111
	15,499,390	3,696,527	-	(53,413)	19,142,504
Production and operating expenses	9,766,827	1,809,075	-	(53,413)	11,522,489
Spill clean-up and site remediation	2,865,021	-	-	-	2,865,021
Transportation	1,004,306	17,855	-	-	1,022,161
Depletion, depreciation and amortization	4,076,584	159,023	-	-	4,235,607
General and administrative expenses	1,655,919	299,593	642,994	-	2,598,506
Share-based payments	-	-	1,752	-	1,752
Impairment expense	11,553,164	-	-	-	11,553,164
Finance expense	530,165	23,698	843,519	-	1,397,382
<b>Net income (loss)</b>	<b>(\$15,952,596)</b>	<b>\$1,387,283</b>	<b>(\$1,488,265)</b>	<b>-</b>	<b>(\$16,053,578)</b>
<b>Capital expenditures:</b>					
Property, plant and equipment	\$ 6,842,317	\$ 92,758	\$ 12,165	\$ -	\$ 6,947,240
<b>Total Assets</b>	<b>\$61,626,405</b>	<b>\$3,205,870</b>	<b>\$4,060,602</b>	<b>\$ -</b>	<b>\$ 68,892,877</b>



# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

## 9. Segmented Financial Information, continued;

For the year ended December 31, 2013	Oil and Gas Production	Midstream Processing	Corporate Segment	Eliminations	Total
Revenue	\$ 9,415,413	\$ 3,079,515	\$ -	\$ (99,786)	\$ 12,395,142
Royalties	(1,622,853)	-	-	-	(1,622,853)
	7,792,560	3,079,515	-	(99,786)	10,772,289
Production and operating expenses	5,067,606	1,298,301	-	(99,786)	6,266,121
Transportation	783,963	-	-	-	783,963
Depletion, depreciation and amortization	2,623,313	172,973	-	-	2,796,286
General and administrative expenses	1,757,273	556,131	340,972	-	2,654,376
Transaction cost	437,821	-	-	-	437,821
Share-based payments	-	-	50,066	-	50,066
Impairment expense	1,099,100	-	-	-	1,099,100
Exploration and evaluation expense	4,161,131	-	-	-	4,161,131
Gain on business combination	(1,192,666)	-	-	-	(1,192,666)
Finance expense	409,772	-	485,489	-	895,261
Deferred income tax expense (recovery)	(49,326)	(24,263)	(2,800)	-	(76,389)
<b>Net income (loss)</b>	<b>(\$7,305,427)</b>	<b>\$ 1,076,373</b>	<b>(\$873,727)</b>	<b>-</b>	<b>(\$7,102,781)</b>
<b>Capital expenditures:</b>					
Exploration and evaluation assets	\$ 651	\$ -	\$ -	\$ -	\$ 651
Property, plant and equipment	2,068,234	1,380,957	-	-	3,449,191
	\$ 2,068,885	\$ 1,380,957	\$ -	\$ -	\$ 3,449,842
<b>Total Assets</b>	<b>\$ 69,916,246</b>	<b>\$ 3,096,361</b>	<b>\$ 3,856,947</b>	<b>\$ -</b>	<b>\$ 76,869,554</b>

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013  
(tabular amounts are Canadian dollars except share and per share information)

## 10. Property, plant and equipment:

	Petroleum and natural gas properties \$	Processing facilities and other \$	Total \$
<b>Cost</b>			
Balance at January 1, 2013	42,787,582	3,852,230	46,639,812
Additions	2,068,234	1,380,957	3,449,191
Nipisi acquisition	17,088,757	-	17,088,757
Terrex acquisition	16,830,283	-	16,830,283
Decommissioning provisions	(891,943)	102,943	(789,000)
Balance at December 31, 2013	77,882,913	5,336,130	83,219,043
Additions	6,840,487	106,753	6,947,240
Decommissioning provisions	499,420	161,779	661,199
<b>Balance at December 31, 2014</b>	<b>85,222,820</b>	<b>5,604,662</b>	<b>90,827,482</b>
<b>Depletion, depreciation and impairment</b>			
Balance at January 1, 2013	4,630,921	2,066,796	6,697,717
Depletion and depreciation	2,623,313	172,973	2,796,286
Impairment for the year	1,099,100	-	1,099,100
Balance at December 31, 2013	8,353,334	2,239,769	10,593,103
Depletion and depreciation	4,076,584	159,023	4,235,607
Impairment cost	11,553,164	-	11,553,164
<b>Balance at December 31, 2014</b>	<b>23,983,082</b>	<b>2,398,792</b>	<b>26,381,874</b>
<b>Net book value</b>			
Balance at December 31, 2013	69,529,579	3,096,361	72,625,940
<b>Balance at December 31, 2014</b>	<b>61,239,738</b>	<b>3,205,870</b>	<b>64,445,608</b>

Future development costs totaling \$35,708,400 (2013 - \$38,570,000) are included in the depletion calculation. Personnel expenses of \$225,158 (2013 - \$270,887) directly attributed to capital activities were capitalized in property, plant and equipment during the year.

### Impairment charge

At December 31, 2014, due to a decline in the future commodity prices, reserve revisions and adjustments to future costs, the Company tested its oil and natural gas CGUs for impairment. As a result, the Company determined that the carrying amount of the cash generating units at Breton, Strathmore and Other Alberta Properties exceeded their recoverable amount calculated using fair value less costs to sell. The fair value less costs to sell was determined on a discounted cash flow basis, based on 2014 year-end reserves and commodity prices, using a discount rate of 12%. The impairment was attributed to PP&E and an impairment loss of \$11,553,164 was recorded.

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

In testing a CGU for impairment, the Company used the commodity price forecast prepared and used by its independent reserve evaluators in the assessment and evaluation of the Company's 2014 year-end reserves, the information presented below has been extracted from the evaluator's commodity price forecast.

Year	Inflation rate	CAD to USD Exchange Rate	Crude oil Edmonton city Gate (\$cdn/bbl)	Alberta AECO Average price (\$cdn/mcf)
2015	0%	0.86	70.95	3.85
2016	2%	0.86	77.10	4.15
2017	2%	0.86	82.25	4.45
2018	2%	0.86	87.60	4.80
2019	2%	0.86	93.15	5.05
2020	2%	0.86	97.55	5.35
2021	2%	0.86	102.15	5.65
2022	2%	0.86	104.20	5.85
2023	2%	0.86	106.25	6.20
2024	2%	0.86	108.40	6.40
2025	2%	0.86	110.55	6.60

A 3% change in the discount rate would result in a \$ 4,337,412 change in the impairment amount recognized.

## 11. Evaluation and exploration assets:

Balance, January 1, 2013	\$ 4,547,147
Additions	651
Exploration and evaluation expense	(4,161,131)
<b>Balance, December 31, 2014 and December 31, 2013</b>	<b>\$ 386,667</b>

Exploration and evaluation (E&E) assets consist of the Company's exploration projects which are pending the determination of proven or probable reserves. Additions represent costs incurred on E&E assets during the year.

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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## 12. Bank debt:

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	2014	2013
<b>Authorized</b>	<b>\$15,000,000</b>	\$15,000,000
<b>Outstanding</b>	<b>\$12,484,515</b>	\$14,014,704

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Bank indebtedness is comprised of a revolving, operating, demand loan credit facility bearing interest at the bank prime plus 1.00% (2013 - prime rate 0.75%), with an effective rate at December 31, 2014 of 4.00% (December 31, 2013 – 3.75%). The facility is secured by a first floating charge debenture in the amount of \$35 million over all assets of the Company. Under its Credit Facility Agreement, the Company is required to maintain an adjusted working capital ratio, after adding the unused portion of the revolving demand loan facility and excluding outstanding debt under the facility, of not less than 1:1. As at December 31, 2014 the adjusted working capital ratio was 1 to 0.73 and the Company is in default under the Agreement, and the default may continue throughout 2015.

Effective March 9, 2015 the Company's \$15 million revolving, operating demand loan credit facility was restructured to include a revolving operating demand loan facility in the maximum amount of \$10 million and a non-revolving demand loan facility in the maximum amount of \$4.8 million. The non-revolving loan facility was repayable as to \$200,000 on acceptance of the facilities agreement and thereafter in monthly principal payments of \$200,000. The covenants have remained consistent with those discussed above.

## 13. Other non-current liabilities

The non-current liabilities are comprised of amounts payable to a related party, see note 26, due January 31, 2016 together with interest at 10% per annum.

## 14. Risk management contracts

The Company's activities expose it to a variety of financial risks that arise as a result of its exploration, development, operating and financial activities. The Company's financial risks are consistent with those discussed in Note 7.

Effective June 1, 2014, the Company entered into a commodity price contract, as outlined below, to mitigate a degree of its exposure to commodity price risk and provide a degree of stability to operating cash flows which enable the Company to fund a portion of its capital program. Additionally effective July 1, 2014 the Company entered into two fixed price power contracts also outlined below,

Such contracts are not used for trading or speculative purposes. The Company has not designated the financial derivative contracts as effective accounting hedges although the Company considers them to be an effective economic hedge. As a result, the contracts are recorded at fair value on the

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

statement of financial position, with changes in fair value being recognized as an unrealized gain or loss on the statement of operations.

Financial assets and liabilities carried at fair value are required to be classified in accordance with a hierarchy that prioritizes the inputs used to measure fair value. The risk management contracts are valued using level 2 inputs which are based on quoted forward prices that can be substantially observed or corroborated in the market place.

## Commodity price contract

Remaining term	Contract Type	Quantity Contracted	Price Floor	Price Ceiling
Jan. 1, 2015 – June 2015	Crude Oil - collar	150 bbls per day	\$97.00 / bbl	\$112.00/bbl

## Power price contracts

Remaining term	Contract Type	Volume	Price
Jan. 2015 – Dec ember 2015	Fixed price	0.2 MW	\$52.99/MWh
Jan. 2015 – June 2017	Fixed price	1.5 MW	\$55.25/MWh

At December 31, 2014, the foregoing derivative contracts were recorded at fair value on the statement of financial position as an asset of \$222,111 and the Company recognized an unrealized gain of \$222,111 and realized gain of \$194,512.

## 15. Decommissioning liabilities:

Balance at January 1, 2013	\$ 10,673,673
Changes to estimate	(789,000)
Obligation acquired	11,858,189
Accretion expense	409,772
Balance, December 31, 2013	\$ 22,152,634
Changes to estimate	661,199
Obligation settled	(698,533)
Accretion expense	553,866
<b>Balance, December 31, 2014</b>	<b>\$ 22,669,166</b>

The Company's decommissioning liability results from its ownership interest in petroleum and natural gas assets including well sites, gathering systems and processing and production facilities, all of which will require future expenditures for decommissioning under existing legislation.

The Company has estimated the net present value of the decommissioning obligations to be \$22,669,166 at December 31, 2014 (2013- \$22,152,634) based on an undiscounted total future liability of \$24,849,754 (2013 - \$23,975,656). These expenditures are expected to be incurred over

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

the next 25 years with the majority of costs to be incurred between 2015 and 2025. A risk free rate of 2.50% (2013 – 2.61%) and an inflation factor of 2% were used to determine the decommissioning liability at December 31, 2014.

## 16. Convertible debenture:

6% redeemable convertible debenture

December 31	2014	2013
6% redeemable convertible debenture, at face value	\$4,000,000	\$4,000,000
Equity component, before deferred income taxes	(606,526)	(606,526)
Accretion	217,338	96,033
<b>Balance</b>	<b>\$3,610,812</b>	<b>\$3,489,507</b>

On March 14, 2013, immediately prior to and in connection with the acquisition of Terrex (note 8, Business Combination), the Company issued a \$4 million principal amount convertible debenture as partial settlement of a hydrocarbon purchase agreement between Terrex and Sandstorm. The debenture bears interest at 6% payable semi-annually with the principal repayable on March 14, 2018; the debenture is secured, subordinate to the bank credit facility, by a floating charge on the property and assets of the Company.

At the option of the holder on 20 days' notice, the debenture is convertible, in whole or in part at any time, into common shares of the Company at a price of \$0.10 per share. The debenture is redeemable, in whole or in part at any time, by the Company on 30 days' notice.

The debenture was initially recorded at its principal amount net of an equity component valued at \$606,526 (\$454,895 after deferred income tax) attributable to the holder's option to convert the debt into common shares.

## 17. Income tax

The Company has non-capital losses for income tax purposes totaling approximately \$37.9 million. The losses expire between 2023 and 2034. The related tax benefits have only been recognized to the extent there are taxable temporary differences to offset with.

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

Reconciliation of effective tax rate:		
Rate Reconciliation	2014	2013
Income (loss) before tax	<b>(16,053,578)</b>	(7,179,170)
Expected tax rate	<b>25.0%</b>	25.0%
Expected income tax expense (recovery)	<b>(4,013,395)</b>	(1,794,793)
Share based compensation	<b>438</b>	12,517
Nontaxable gain on acquisition	-	(298,167)
Other	-	(30,727)
Change in unrecognized deferred tax assets	<b>4,012,957</b>	2,034,781
Total income tax expense (recovery)	-	(76,389)

Deferred tax assets and liabilities are attributable to the following:

	2014	2013
Deferred tax liabilities:		
Property, plant and equipment (including E&E assets)	<b>(5,614,553)</b>	(8,438,340)
Convertible debt liability	<b>(97,297)</b>	(127,623)
Risk management contracts	<b>(55,528)</b>	-
Less deferred tax assets:		
Decommissioning Liabilities	<b>5,667,292</b>	5,538,159
Non-capital losses	<b>100,086</b>	3,027,804
Share issue costs and other	-	-
Net deferred tax liability	-	-

Deferred tax assets have not been recognized in respect to the following temporary differences:

	2014	2013
Property, plant and equipment (including E&E assets)	-	3,246,618
Non-capital losses	<b>37,507,641</b>	17,840,782
Share issue costs and other	<b>467,051</b>	835,464
Total temporary differences	<b>37,974,692</b>	21,922,864

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

## Continuity of the deferred income tax liability

	Balance at January 1 2014	Recognized in P&L	Acquired in business combination	Recorded in Equity	Balance at December 31, 2014
Property, plant and equipment (including E&E assets)	(8,438,340)	2,823,787	-	-	(5,614,553)
Risk management contracts	-	(55,528)	-	-	(55,528)
Convertible debenture	(127,623)	30,326	-	-	(97,297)
Decommissioning Liabilities	5,538,159	129,133	-	-	5,667,292
Non-capital losses	3,027,804	(2,927,718)	-	-	100,086
Share issue costs and other	-	-	-	-	-
	-	-	-	-	-

	Balance at January 1 2013	Recognized in P&L	Acquired in business combination	Recorded in Equity	Balance at December 31 2013
Property, plant and equipment (including E&E assets)	(6,575,763)	(213,786)	(1,648,791)	-	(8,438,340)
Convertible debenture	-	24,008	-	(151,631)	(127,623)
Decommissioning Liabilities	2,668,418	1,220,950	1,648,791	-	5,538,159
Non-capital losses	2,624,391	(871,000)	1,274,413	-	3,027,804
Share issue costs and other	83,783	(83,783)	-	-	-
	(1,199,171)	76,389	1,274,413	(151,631)	-

## 18. Share capital:

### Authorized

Unlimited Class A voting shares without par value

Unlimited preferred shares, issuable in series, rights and privileges to be determined on issue.

Issued and Outstanding		Class A Shares	Warrants	\$
Balance, January 1, 2013		246,438,032	-	31,110,546
Acquisition	(a)(b)	36,680,174	5,150,000	2,356,213
Expired	(b)	-	(3,150,000)	-
Private placement	(c)	107,692,308	1,000,000	6,619,750
Private placement	(d)	106,060,606	1,000,000	6,619,668
<b>Balance, December 31, 2014 and December 31, 2013</b>		<b>496,871,120</b>	<b>4,000,000</b>	<b>46,706,177</b>



# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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- (a) On March 14, 2013, a total of 36,680,174 shares were issued on the Terrex Acquisition: 31,813,614 shares were issued to Terrex shareholders in exchange for all Terrex shares; 3,000,000 shares were issued to Sandstorm directly pursuant to the Sandstorm Settlement Agreement; and 1,866,560 shares were issued to individuals directly pursuant to the settlement of personnel obligations.
- (b) On March 14, 2013, a total of 5,150,000 warrants for the acquisition of a total of 1,581,050 Anterra Class A shares were issued in relation to the Terrex Acquisition: warrants to purchase 967,050 shares at a price of \$1.001 expired on August 21, 2013 and warrants to purchase 614,000 shares at a price of \$0.603 per share will expire on July 15, 2015. No value has been attributed to the warrants.
- (c) On April 5, 2013, pursuant to a private placement, the Company issued 107,692,308 Class A common shares, at a price of \$0.065 per share, to LandOcean Resource Investment Canada Co. Ltd. for gross proceeds of \$7 million. The Company paid a cash fee of \$350,000 and issued 1,000,000 common shares purchase warrants relating to the private placement. Each warrant entitles the holder to acquire one common share at a price of \$0.10 per share. The warrants will expire on April 4, 2015.
- (d) On August 26, 2013, pursuant to a private placement, the Company issued 106,060,606 Class A common shares at a price of \$0.066 per share, to Huisheng Group Co. Ltd. ("Huisheng") for gross proceeds of \$7 million. The Company paid a cash fee of \$350,000 and issued 1,000,000 common shares purchase warrants relating to the private placement. Each warrant entitles the holder to acquire one common share at a price of \$0.10 per share. The warrants will expire on August 21, 2015.

## 19. Share based payments:

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 engineering services to the Company.

A summary of the status of the Company's stock option plan as December 31, 2014 and 2013, and changes during the period ending on those dates is presented below.

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

Options Outstanding	Number of options	Weighted average exercise price \$
Outstanding at January 1, 2012	20,200,000	0.10
Forfeited	(350,000)	0.255
Outstanding at December 31, 2012	19,850,000	0.14
Forfeited	(1,750,000)	0.10
Forfeited	(1,500,000)	0.255
<b>Balance, December 31, 2014 and December 31, 2013</b>	<b>16,600,000</b>	<b>0.13</b>

The following table summarizes stock options outstanding and exercisable:

Options Exercisable					
Range of exercise prices	Number outstanding at December 31, 2014	Expiry date	Weighted average exercise price	Number exercisable at December 31, 2014	Weighted average remaining contractual life
\$0.10	13,100,000	July 13, 2015	\$0.10	13,100,000	0.5 years
\$0.255	3,500,000	March 26, 2016	\$0.255	3,500,000	1.2 years
<b>\$0.10 - \$0.255</b>	<b>16,600,000</b>		<b>\$0.13</b>	<b>16,600,000</b>	<b>0.7 years</b>

No options were granted during the years ended December 31, 2014 and 2013.

## 20. Finance income and expenses:

	2014	2013
Finance income:		
Interest income on bank deposits	\$ (897)	\$ (867)
Financial expenses:		
Interest on bank debt	483,108	200,323
Interest on debenture	240,000	190,000
Accretion of debenture	121,305	96,033
Accretion of decommissioning liabilities	553,866	409,772
	<b>1,398,279</b>	<b>896,128</b>
Net finance expense	<b>1,397,382</b>	<b>\$895,261</b>

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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## 21. Per share amounts:

Basic loss per share was calculated as follows:

	2014	2013
Loss for the year	\$ (16,053,578)	\$ (7,102,781)
Weighted average number of common shares (Basic)	496,871,120	392,643,301

The effect of outstanding options, warrants and convertible instruments is non-dilutive.

## 22. Supplemental cash flow information:

Changes in non-cash working capital is comprised of

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	2014	2013
Source of cash:		
Trade and other receivable	220,369	378,422
Deposit and prepaid expenses	(201,913)	(324,500)
Trade and other payable	8,967,501	(3,111,892)
	8,985,957	(3,057,970)
Related to operating activities	6,518,896	(907,003)
Related to investing activities	2,467,061	(2,150,967)

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## 23. Commitments:

The Company has entered into a lease arrangement for office facilities and expiring December 31, 2017. Annual base lease payments are \$221,892.

## 24. Key management personnel compensation:

Key management personnel include the Board of Directors and Executives that have authority and responsibility for planning, directing and controlling the activities of the Company.

In addition to their salaries, the Company also provides non-cash benefits to directors and executive officers. Key management personnel compensation is comprised of the following:

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

	2014	2013
Salaries and wages	\$ 425,625	\$ 449,514
Short-term employee benefits	28,126	6,180
Share based payments (i)	1,752	17,022
	<b>\$ 455,503</b>	<b>\$ 472,716</b>

- (i) Represents the amortization of share based compensation associated with options granted to executive officers as recorded in the financial statements.

## 25. Subsequent event

Subsequent to year end the Company entered into a commodity price contract, on a no-cost collar basis, relating to the sale of 200 bbls of oil per day for the period from June 1, 2015 to December 31, 2015. The contract provides for a floor price of \$65.00 per bbl and a ceiling price of \$76.00 per bbl.

## 26. Related party transactions:

The Company has entered into the following transactions with related parties:

- a) LandOcean Energy Services Co., Ltd. ("LandOcean") and Western Union Petro (Canada) Technology Co., Ltd. ("Western Union"), a wholly owned subsidiary of LandOcean. LandOcean currently holds approximately 21.7% of the issued and outstanding Class A common shares of Anterra through its subsidiary, LandOcean Resources Investment Canada Co., Ltd. LandOcean has been tasked with (1) assessing the potential of the Company's oil and gas properties and preparing development plans for the properties; and (2) providing assistance to the Company's management in executing such plans. Specific projects, as summarized below, undertaken by LandOcean and Western Union are approved by the independent directors of the Company prior to the commencement of the project. The Company's management monitors and manages the work, and tracks all expenses against a budget approved by the directors for the project.
- i) On April 8, 2013, the Company entered into an agreement ("the Agreement") with LandOcean whereby LandOcean will provide Anterra with long-term technical consulting services including integrated reservoir studies, exploitation evaluations and production planning for existing properties and acquisition projects through to the end of 2014. Pursuant to the Agreement, LandOcean will earn total compensation of \$1,949,600 for technical services of which \$976,880 has been earned to December 31, 2014. The Company charges technical costs incurred under the Agreement to petroleum and natural gas

# ANTERRA ENERGY INC.

For the years ended December 31, 2014 and 2013

(tabular amounts are Canadian dollars except share and per share information)

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properties. Additionally, under the terms of the Agreement, \$50,000 for travel, communication and management costs, were paid and expensed during 2013. At December 31, 2014, \$392,000 was payable to LandOcean in relation to the Agreement.

- ii) During 2014, the Company engaged Western Union, to complete various field projects including the initial stage of a water-flood project at Strathmore, Alberta. During the year total costs of \$3,584,962 related to the various projects were incurred of which \$2,808,105 which remains payables at December 31, 2014, see Note 13.

No work additional to that completed during 2014 is ongoing or anticipated with the above related entities.

- (b.) During the year ended December 31, 2014, a consulting company, to which an officer of Anterra is related, charged the Company \$100,579 (2013 - \$93,980) for consulting services. At December 31, 2014, \$8,378 was payable in relation to services provided
- (c.) During the year ended December 31, 2014, a consulting company, to which a director of Anterra is related, charged the Company \$23,500 (2013 - \$58,300) for management and advisory services. This is in addition to those amounts disclosed in note 24.