

*Condensed Consolidated Financial Statements of*

**CEQUENCE ENERGY LTD.**

*March 31, 2012*

# CEQUENCE ENERGY LTD.

## Condensed Consolidated Balance Sheets (Unaudited) (Expressed in thousands of Canadian dollars)

	March 31, 2012 \$	December 31, 2011 \$
<b>ASSETS</b>		
<b>CURRENT</b>		
Cash	345	380
Accounts receivable (Note 5)	28,588	21,032
Deposits and prepaid expenses (Note 15)	3,434	3,231
	<u>32,367</u>	<u>24,643</u>
Exploration and evaluation assets (Note 3)	13,415	6,221
Property and equipment (Note 3)	421,924	409,729
Deposits and prepaid expenses (Note 15)	2,380	2,456
Deferred income taxes	41,514	48,316
	<u>511,600</u>	<u>491,365</u>
<b>LIABILITIES</b>		
<b>CURRENT</b>		
Demand credit facilities (Note 4)	53,139	11,618
Accounts payable and accrued liabilities (Note 6)	54,360	64,467
Other liabilities (Note 7)	316	5,289
	<u>107,815</u>	<u>81,374</u>
Provisions (Note 11)	29,046	28,942
	<u>136,861</u>	<u>110,316</u>
CONTINGENCIES AND COMMITMENTS (Note 15)		
<b>SHAREHOLDERS' EQUITY</b>		
Share capital (Note 12)	559,371	559,371
Contributed surplus	18,465	16,839
Deficit	(203,097)	(195,161)
	<u>374,739</u>	<u>381,049</u>
	<u>511,600</u>	<u>491,365</u>

### APPROVED BY THE BOARD

"Donald Archibald" Donald Archibald, Director  
"Brian Felesky" Brian Felesky, Director

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

# CEQUENCE ENERGY LTD.

## Condensed Consolidated Statements of Comprehensive Loss (Unaudited) (Expressed in thousands of Canadian dollars except per share amounts)

	Three months ended March 31,	
	2012	2011
	\$	\$
<b>REVENUE</b>		
Production revenue (Note 8)	17,688	20,684
Gain on derivative financial instruments (Note 16)	-	255
	<u>17,688</u>	<u>20,939</u>
<b>EXPENSES</b>		
Depletion, depreciation and impairment (Note 3)	28,648	9,137
General and administrative	1,774	1,793
Finance costs (Note 10)	557	1,107
Operating costs	6,862	6,741
Stock-based compensation (Note 13)	1,626	1,351
Transportation	1,791	1,829
Other expense (income) (Note 9)	(17,477)	(2,145)
	<u>23,781</u>	<u>19,813</u>
INCOME (LOSS) BEFORE INCOME TAXES	(6,093)	1,126
INCOME TAXES	1,843	3,101
<b>NET LOSS AND COMPREHENSIVE LOSS</b>	<u>(7,936)</u>	<u>(1,975)</u>
Loss per share, basic and diluted (Note 14)	\$ (0.05)	\$ (0.02)

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

# CEQUENCE ENERGY LTD.

## Condensed Consolidated Statements of Changes in Equity (Unaudited) (Expressed in thousands of Canadian dollars)

	Three months ended March 31,	
	2012	2011
	\$	\$
<b>SHARE CAPITAL</b>		
<b>Common Shares</b>		
Balance, beginning of period	559,371	452,526
Proceeds from shares issued in public offerings	-	44,168
Share issue costs, net of tax of \$nil (2011 - \$648)	-	(1,861)
Balance, end of period	<u>559,371</u>	<u>494,833</u>
<b>CONTRIBUTED SURPLUS</b>		
Balance, beginning of period	16,839	10,681
Stock-based compensation expense (Note 13)	1,626	1,351
Balance, end of period	<u>18,465</u>	<u>12,032</u>
<b>DEFICIT</b>		
Balance, beginning of period	(195,161)	(175,003)
Comprehensive loss	(7,936)	(1,975)
Balance, end of period	<u>(203,097)</u>	<u>(176,978)</u>
<b>TOTAL EQUITY</b>	<u><b>374,739</b></u>	<u><b>329,887</b></u>

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# CEQUENCE ENERGY LTD.

## Condensed Consolidated Statements of Cash Flows (Unaudited) (Expressed in thousands of Canadian dollars)

	Three months ended March 31,	
	2012	2011
	\$	\$
<b>CASH FLOWS RELATED TO THE FOLLOWING ACTIVITIES:</b>		
<b>OPERATING</b>		
Net loss	(7,936)	(1,975)
Adjustments for non-cash items:		
Depletion, depreciation and impairment	28,648	9,137
Finance costs related to provisions (Note 10)	151	258
Stock-based compensation (Note 13)	1,626	1,351
Amortization of transaction costs on financial instruments (Note 10)	-	167
Unrealized gain on derivative financial instruments	-	(150)
Costs related to onerous contracts (Note 11)	(80)	-
Gain on sale of assets (Note 9)	(17,497)	(2,116)
Deferred income tax	1,843	3,108
	<u>6,755</u>	<u>9,780</u>
Decommissioning liabilities expenditures (Note 11)	(530)	(27)
Net change in non-cash working capital (Note 17)	<u>2,218</u>	<u>2,087</u>
	<u>8,443</u>	<u>11,840</u>
<b>INVESTING</b>		
Property and equipment and exploration and evaluation assets expenditures	(40,934)	(45,574)
Acquisitions	(6,740)	-
Proceeds from sale of assets	17,682	21,644
Net change in non-cash working capital (Note 17)	<u>(20,007)</u>	<u>22,045</u>
	<u>(49,999)</u>	<u>(1,885)</u>
<b>FINANCING</b>		
Proceeds from demand credit facilities (Note 4)	41,521	-
Repayment of demand credit facilities (Note 4)	-	(52,518)
Transaction costs on financial instruments (Note 4)	-	(57)
Issue of common shares (Note 12)	-	45,533
Share issue costs (Note 12)	-	(2,509)
	<u>41,521</u>	<u>(9,551)</u>
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>(35)</b>	<b>404</b>
<b>CASH, BEGINNING OF YEAR</b>	<b>380</b>	<b>1,321</b>
<b>CASH, END OF YEAR</b>	<b>345</b>	<b>1,725</b>
<b>SUPPLEMENTARY INFORMATION</b>		
Income taxes paid	-	-
Interest paid	462	679

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

# CEQUENCE ENERGY LTD.

## Notes to the Condensed Consolidated Financial Statements

Three months ended March 31, 2012 with 2011 comparatives

(All figures expressed in thousands except per share amounts unless otherwise noted)

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### 1. NATURE AND DESCRIPTION OF THE COMPANY

Cequence Energy Ltd. (the “Company” or “Cequence”) is incorporated under the laws of Alberta with common shares that are widely held and listed on the Toronto Stock Exchange (“TSX”). Cequence is engaged in the acquisition, exploration and production of petroleum and natural gas reserves in Western Canada. The registered office of the Company is located at Suite 3100, 525 - 8<sup>th</sup> Ave. SW, Calgary, Alberta, T2P 1G1.

These interim condensed consolidated financial statements (“consolidated financial statements”) include all assets, liabilities, revenues and expenses of Cequence and its wholly-owned subsidiary, 1175043 Alberta Ltd.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### Statement of compliance and authorization

These consolidated financial statements have been prepared in accordance with IAS 34, “Interim Financial Reporting” (“IAS 34”), as issued by the International Accounting Standards Board (“IASB”). Accordingly, certain information or footnote disclosure normally included in the annual consolidated financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the IASB, have been condensed or omitted.

These consolidated financial statements should be read in conjunction with the Company’s consolidated financial statements for the year ended December 31, 2011.

The consolidated financial statements were authorized for issue by the Company’s Board of Directors on May 10, 2012.

#### Basis of presentation

The consolidated financial statements have been prepared using the same accounting policies and methods as those used in the consolidated financial statements for the year ended December 31, 2011. The consolidated financial statements have been presented in Canadian dollars, which is also the Company’s functional currency, rounded to the nearest thousand, unless otherwise indicated.

# CEQUENCE ENERGY LTD.

## Notes to the Condensed Consolidated Financial Statements

Three months ended March 31, 2012 with 2011 comparatives

(All figures expressed in thousands except per share amounts unless otherwise noted)

### 3. PROPERTY AND EQUIPMENT AND EXPLORATION AND EVALUATION ASSETS

	Property and equipment	Exploration and evaluation assets	Total
<b>Cost or deemed cost:</b>			
Balance at December 31, 2010	420,368	-	420,368
Additions	152,569	6,221	158,790
Acquisitions	25,540	-	25,540
Disposals	(57,273)	-	(57,273)
Balance at December 31, 2011	541,204	6,221	547,425
Additions	41,055	36	41,091
Acquisitions	-	7,158	7,158
Disposals	(710)	-	(710)
Balance at March 31, 2012	581,549	13,415	594,964
<b>Depletion, depreciation and impairment:</b>			
Balance at December 31, 2010	(78,567)	-	(78,567)
Depletion and depreciation	(41,228)	-	(41,228)
Impairment loss	(18,332)	-	(18,332)
Disposals	6,652	-	6,652
Balance at December 31, 2011	(131,475)	-	(131,475)
Depletion and depreciation	(10,567)	-	(10,567)
Impairment loss	(18,081)	-	(18,081)
Disposals	498	-	498
Balance at March 31, 2012	(159,625)	-	(159,625)
<b>Carrying amounts:</b>			
At December 31, 2011	409,729	6,221	415,950
At March 31, 2012	421,924	13,415	435,339

Costs subject to depletion include \$408,947 of estimated future capital costs (December 31, 2011 – \$426,485).

The Company's credit facilities are secured by a demand debenture with a first floating charge over all assets of the Company (see note 4).

Exploration and evaluation assets consist of the Company's exploration projects which are pending the determination of proven reserves that are capable of economic production. Costs consist primarily of undeveloped land and drilling costs until the drilling of the well is complete and proven reserves which are capable of economic production have been established.

#### **Impairment**

The Company reviewed each CGU comprising its property and equipment at March 31, 2012 for indicators of impairment and determined that indicators were present related to decreases to future natural gas prices used to estimate the value in use and fair value less cost to sell of each of the Company's CGUs.

# CEQUENCE ENERGY LTD.

## Notes to the Condensed Consolidated Financial Statements

Three months ended March 31, 2012 with 2011 comparatives

(All figures expressed in thousands except per share amounts unless otherwise noted)

### 3. PROPERTY AND EQUIPMENT AND EXPLORATION AND EVALUATION ASSETS (Continued)

#### *Impairment (continued)*

As a result, impairment tests were carried out at March 31, 2012. The recoverable amounts of each of the Company's CGUs at March 31, 2012 were estimated as their fair value less cost to sell, based on the net present value of discounted future cash flows from oil and gas reserves, as estimated by the Company's independent reserves evaluator, and adjusted for changes to forward prices since the Company's reserves were evaluated at December 31, 2011. Consideration was also given to acquisition metrics of recent transactions completed on similar assets to those contained within the relevant CGU.

The benchmark escalated prices on which the March 31, 2012 impairment tests are based are as follows:

	Natural Gas	Condensate	Crude Oil
	AECO Spot (\$/mmbtu)	Edmonton Pentanes Plus (\$/bbl)	Edmonton Par (\$/bbl)
2012	2.63	111.92	94.17
2013	3.67	108.88	98.98
2014	4.13	105.06	101.02
2015	4.59	105.06	101.02
2016	5.05	105.06	101.02
2017	5.51	105.06	101.02
2018	5.94	106.49	102.40
2019	6.06	108.65	104.47
2020	6.19	110.84	106.58
2021	6.31	113.08	108.73

Prices increase at a rate of approximately 2.0 percent per year for natural gas, condensate and crude oil after 2021. Adjustments were made to the benchmark prices, for purposes of the impairment tests, to reflect varied delivery points and quality differentials in the products delivered.

Results of the Company's impairment tests at March 31, 2012 and 2011 are as follows:

	March 31, 2012 Impairment	March 31, 2011 Impairment
Northeast British Columbia	\$ 13,194	\$ -
Peace River Arch	4,887	-
Deep Basin	-	-
Total	\$ 18,081	\$ -

#### *Sale of Assets*

During the three months ended March 31, 2012, the Company closed the sale of certain undeveloped land and gas-weighted properties located in Northwest Alberta for total cash consideration of \$17,682, subject to final adjustments. The sale resulted in a gain recognized in comprehensive income (loss) of \$17,497.



# CEQUENCE ENERGY LTD.

## Notes to the Condensed Consolidated Financial Statements

Three months ended March 31, 2012 with 2011 comparatives

(All figures expressed in thousands except per share amounts unless otherwise noted)

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### 4. DEMAND CREDIT FACILITIES

On May 10, 2012, the Company renewed its credit facilities with a syndicate of Canadian chartered banks. The renewed facilities are on the same terms and at the same interest rates as the previous facilities and consist of a \$90,000 extendible revolving term credit facility and a \$10,000 operating facility. As at March 31, 2012, the Company has drawn \$53,139 under the extendible revolving term credit facility and \$nil under the operating facility (December 31, 2011 – \$11,618 and \$nil for the revolving and operating facilities, respectively) and is in compliance with all covenants. The next scheduled review is to take place in November, 2012. During the three months ended March 31, 2012 the Company capitalized transaction costs related to its credit facilities of \$nil (March 31, 2011 – \$57).

A reconciliation of the Company's credit facilities to the amount presented on the consolidated balance sheet is as follows:

	<b>March 31, 2012</b>	December 31, 2011
Credit facilities	<b>53,139</b>	11,618
Less: transaction costs capitalized (net of accumulated amortization)	-	-
	<b>53,139</b>	11,618

### 5. ACCOUNTS RECEIVABLE

	<b>March 31, 2012</b>	December 31, 2011
Trade receivables	<b>19,660</b>	13,015
Less: allowance for doubtful accounts	<b>(543)</b>	(551)
Net trade receivables	<b>19,117</b>	12,464
Accrued revenue	<b>6,378</b>	6,332
Other receivables	<b>3,093</b>	2,236
Total accounts receivable	<b>28,588</b>	21,032

### 6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	<b>March 31, 2012</b>	December 31, 2011
Accounts payable	<b>22,587</b>	36,267
Accrued liabilities	<b>31,773</b>	28,200
Total accounts payable and accrued liabilities	<b>54,360</b>	64,467

# CEQUENCE ENERGY LTD.

## Notes to the Condensed Consolidated Financial Statements

Three months ended March 31, 2012 with 2011 comparatives

(All figures expressed in thousands except per share amounts unless otherwise noted)

### 7. OTHER LIABILITIES

	March 31, 2012	December 31, 2011
Obligations related to onerous contracts – current (Note 11)	316	331
Obligations related to flow-through shares	-	4,958
Total other liabilities	<u>316</u>	<u>5,289</u>

### 8. PRODUCTION REVENUE

	Three months ended March 31,	
	2012	2011
Sales of oil and natural gas	19,864	23,927
Less: royalties	(2,176)	(3,243)
Total production revenue	<u>17,688</u>	<u>20,684</u>

### 9. OTHER EXPENSE (INCOME)

	Three months ended March 31,	
	2012	2011
Gain on sale of property and equipment	(17,497)	(2,116)
Other	20	(29)
Total other expense (income)	<u>(17,477)</u>	<u>(2,145)</u>

### 10. FINANCE COSTS

	Three months ended March 31,	
	2012	2011
Interest expense on demand credit facilities (including stand-by fees and commitment fees of \$89 (2011 - \$87))	406	682
Accretion expense on provisions	151	258
Amortization of transaction costs on financial instruments	-	167
Total finance costs	<u>557</u>	<u>1,107</u>

# CEQUENCE ENERGY LTD.

## Notes to the Condensed Consolidated Financial Statements

Three months ended March 31, 2012 with 2011 comparatives

(All figures expressed in thousands except per share amounts unless otherwise noted)

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### 11. PROVISIONS

#### *Decommissioning liabilities*

The following table summarizes the changes in decommissioning liabilities for the three months ended March 31, 2012 and the year ended December 31, 2011:

	<b>March 31, 2012</b>	December 31, 2011
Balance - beginning of period	<b>28,135</b>	26,130
Acquisitions	<b>418</b>	1,539
Property dispositions (Note 3)	<b>(28)</b>	(7,135)
Accretion expense	<b>172</b>	905
Liabilities incurred	<b>647</b>	3,217
Abandonment costs incurred	<b>(530)</b>	(955)
Revisions in estimated cash flows	<b>201</b>	(21)
Revisions due to change in discount rates	<b>(691)</b>	4,455
Balance - end of period	<b>28,324</b>	28,135

The Company's decommissioning liabilities result from its ownership in oil and natural gas assets including well sites, facilities and gathering systems. The total estimated, undiscounted cash flows, inflated at 2 percent, required to settle the obligations at March 31, 2012 are \$44,011 (December 31, 2011 - \$42,659). These cash flows have been discounted using a risk-free interest rate of 2.67 percent (December 31, 2011 - 2.50 percent) based on Government of Canada long-term benchmark bonds. The Company expects these obligations to be settled in approximately 2 to 30 years. As at March 31, 2012, no funds have been set aside to settle these liabilities.

#### *Onerous contracts*

As at March 31, 2012, the Company recognized a provision related to an onerous lease contract of \$1,038 (December 31, 2011 - \$1,138). The provision for onerous lease contract represents the present value of the future lease obligations that the Company is presently obligated to make under a non-cancellable onerous operating lease contract, less revenue expected to be earned on the lease, including estimated future sub-lease revenue. The total estimated, undiscounted cash flows, required to settle the obligations are \$1,071 (December 31, 2011 - \$1,164). These cash flows have been discounted using a risk-free interest rate of 1.32 percent (December 31, 2011 - 0.99 percent) based on Government of Canada three year benchmark bonds.

Cequence expects to reduce the provision by \$316 in the twelve months ended March 31, 2013, which amount is included with other liabilities in the condensed consolidated balance sheet (see note 7). The portion of the provision expected to be realized in the period subsequent to March 31, 2013 of \$722 is carried with provisions as a non-current liability in the condensed consolidated balance sheet as at March 31, 2012. During the three months ended March 31, 2012, the Company recognized a reduction to finance costs of \$21 (March 31, 2011 - \$nil) to account for accretion and change in estimates and rates related to onerous contracts. The estimates may vary as a result of changes in the utilization of the lease premises and the sub-lease arrangements, where applicable. The unexpired term of the leases at March 31, 2012 is 40 months.

# CEQUENCE ENERGY LTD.

## Notes to the Condensed Consolidated Financial Statements

Three months ended March 31, 2012 with 2011 comparatives

(All figures expressed in thousands except per share amounts unless otherwise noted)

### 12. SHARE CAPITAL

Cequence has an unlimited number of common voting shares and common non-voting shares with no par value.

	Three months ended March 31, 2012		Year ended December 31, 2011	
	Number (000's)	Stated Value \$	Number (000's)	Stated Value \$
<b>Issued common voting shares</b>				
Balance, beginning of period	<b>161,856</b>	<b>559,371</b>	128,750	452,526
Common shares	-	-	25,358	84,229
Flow-through shares	-	-	4,898	16,758
Common shares on exercise of stock options	-	-	600	1,794
Common shares on exercise of the 2011 Warrants	-	-	2,250	8,663
	<b>161,856</b>	<b>559,371</b>	161,856	563,970
Share issue costs, net of taxes of \$nil (2011 - \$1,531)	-	-	-	(4,599)
Balance, end of period	<b>161,856</b>	<b>559,371</b>	161,856	559,371
Warrants, beginning of period	<b>2,250</b>	-	4,500	-
Warrants cancelled	<b>(2,250)</b>	-	-	-
Warrants exercised	-	-	(2,250)	-
Warrants, end of period	-	-	2,250	-

On March 8, 2012, the Company's 2012 Warrants were cancelled at no cost to Cequence and no redress to the shareholder.

As at March 31, 2012, there were no issued or outstanding non-voting shares (December 31, 2011 – none).

### 13. STOCK BASED COMPENSATION PLANS

The Company has a stock option plan for directors, officers, employees and consultants of the Company and its subsidiaries. The number of common shares granted with respect to options may not exceed a rolling maximum of 10 percent of the Company's outstanding common shares. Options typically vest over a three year period, expire five years from the date of grant and are settled by issuing shares of the Company.

During the three months ended March 31, 2012, the Company issued 270 stock options at prices ranging from \$1.54 to \$1.95 to employees and directors. The options have a five year life and one third vest annually commencing one year following the grant date. The Company utilized a Black-Scholes option pricing model to price the options. During the three months ended March 31, 2012, 285 options were forfeited.

# CEQUENCE ENERGY LTD.

## Notes to the Condensed Consolidated Financial Statements

Three months ended March 31, 2012 with 2011 comparatives

(All figures expressed in thousands except per share amounts unless otherwise noted)

### 13. STOCK BASED COMPENSATION PLANS (Continued)

A summary of the inputs used to value stock options is as follows:

	March 31, 2012 \$	December 31, 2011 \$
Risk-free interest rate	1.3% - 1.5%	1.3% - 2.8%
Expected life of options	5 years	5 years
Expected volatility	60%	60%
Expected dividend rate	0%	0%
Expected forfeiture rate	15%	15%
Weighted average fair value	\$0.89	\$1.91

Expected volatility is determined by reference to the Company's industry peers as, due largely to changes in the size and structure of the Company in recent years, this was determined to be a more meaningful measure than the historical volatility of the Company's shares.

A summary of the status of the Company's stock option plan and changes during the three months ended March 31, 2012 and the year ended December 31, 2011 is as follows:

	March 31, 2012		December 31, 2011	
	Number of Options (000's)	Weighted Average Exercise Price, \$	Number of Options (000's)	Weighted Average Exercise Price, \$
Outstanding, beginning of period	13,094	2.54	9,713	1.99
Granted	270	1.72	4,221	3.69
Forfeited	(285)	2.74	(240)	1.99
Exercised (Note 12)	-	-	(600)	1.99
Outstanding, end of period	13,079	2.51	13,094	2.54

The following table summarizes information about stock options outstanding at March 31, 2012:

	Options Outstanding			Options Exercisable	
Range of Exercise Price, \$	Weighted Average Exercise Price, \$	Number of Options Outstanding (000's)	Weighted Average Contractual Life Remaining (years)	Number of Options (000's)	Weighted Average Exercise Price, \$
1.54 – 1.99	1.98	8,978	3.5	2,903	1.98
2.96 – 3.94	3.69	4,096	4.3	3	2.96
8.36	8.36	5	5.6	5	8.36
	2.51	13,079	3.7	2,911	2.00

During the three months ended March 31, 2012, \$1,626 (2011 - \$1,351) in compensation expense related to equity-settled stock options has been recognized in comprehensive income (loss).

# CEQUENCE ENERGY LTD.

## Notes to the Condensed Consolidated Financial Statements

Three months ended March 31, 2012 with 2011 comparatives

(All figures expressed in thousands except per share amounts unless otherwise noted)

### 14. LOSS PER SHARE

Loss per share has been calculated based on the weighted average number of common shares outstanding during the period. The following table reconciles the denominators used for the basic and diluted loss per share calculations. No stock options or warrants have been included in the calculation of diluted shares outstanding for the three months ended March 31, 2012 (2011 – none) as their inclusion would be anti-dilutive.

	Three months ended March 31,	
	2012	2011
Basic weighted average shares	161,856	131,161
Effect of dilutive stock options and warrants	-	-
Diluted weighted average shares	161,856	131,161

### 15. CONTINGENCIES AND COMMITMENTS

	2012	2013	2014	2015	2016+	Total
Office leases	\$ 892	1,133	922	187	-	\$ 3,134
Drilling services	1,063	2,138	-	-	-	3,201
Pipeline transportation	1,271	1,687	1,687	1,543	-	6,188
Total	\$ 3,226	4,958	2,609	1,730	-	\$ 12,523

The Company has a pipeline transportation contract that expires on November 30, 2015.

During the year ended December 31, 2011, the Company entered into a drilling service agreement whereby the Company has committed to use a drilling rig for 360 days over the two years following commencement of use of the drilling rig at current market rates. The commitment is drawn down when the rig is in use, whether by Cequence or third parties. Cequence expects to meet the commitment in the required time.

During the year ended December 31, 2011, the Company entered into a drilling service agreement whereby the Company made a deposit of \$3,500 to obtain a right of first refusal on the use of two drilling rigs over the five years following the date that use of the rigs commences. The deposit is to be drawn down as the Company incurs costs related to the use of the drilling rigs and \$528 has been drawn down at March 31, 2012. Cequence expects to reduce the deposit by \$592 in the twelve months ended March 31, 2013, which amount is included with deposits and prepaid expenses in the condensed consolidated balance sheet as at March 31, 2012. The portion of the outstanding deposit expected to be drawn down in the period subsequent to March 31, 2013 of \$2,380 is carried as a non-current asset in the condensed consolidated balance sheet as at March 31, 2012.

### 16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments, including derivative financial instruments and embedded derivative financial instruments, recognized in the condensed consolidated balance sheet consist of cash, accounts receivable, demand credit facilities and accounts payable and accrued liabilities.

The Company's accounts receivable, demand credit facilities and accounts payable and accrued liabilities approximate their carrying values due to their short terms to maturity and the floating interest rate on the Company's debt.

# CEQUENCE ENERGY LTD.

## Notes to the Condensed Consolidated Financial Statements

Three months ended March 31, 2012 with 2011 comparatives

(All figures expressed in thousands except per share amounts unless otherwise noted)

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### 16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

The Company's fair value hierarchy for those assets and liabilities measured at fair value as of March 31, 2012 comprises cash, which is considered a level 1 financial instrument.

The Company has exposure to market risk, credit risk and liquidity risk from its use of financial instruments. There have not been any changes to the Company's exposure to risks, or the objectives, policies and processes to manage these risks from December 31, 2011 other than as noted below:

On March 30, 2012, the Company entered into a commodity derivative financial instrument contract effective May 1, 2012. The following information presents all outstanding positions for commodity derivative financial instruments at March 31, 2012:

	<b>Volume</b>	<b>Price</b>	<b>Basis</b>
May 1, 2012 to October 31, 2012	5,000 gj/day	\$1.82	AECO

For the three months ended March 31, 2012 realized gains from commodity derivative contracts recognized in comprehensive income (loss) were \$nil compared to a gain of \$105 in the three months ended March 31, 2011.

The fair value of the commodity contracts outstanding at March 31, 2012 was \$nil (December 31, 2011 - \$nil). For the three months ended March 31, 2012 the Company recorded an unrealized gain of \$nil from derivative commodity contracts compared to a gain of \$150 for the three months ended March 31, 2011. An estimate of credit risk has been made in the valuation of all derivative commodity contracts.

As at March 31, 2012, an increase in gas price of \$0.50/gj results in a decrease in the fair value of the commodity contract of \$224 (\$168 after tax) and a commensurate decrease to comprehensive income (loss).

### 17. CHANGES IN NON-CASH WORKING CAPITAL

	<b>Three months ended</b>	
	<b>March 31,</b>	
	<b>2012</b>	<b>2011</b>
Accounts receivable	(7,556)	2,612
Deposits and prepaid expenses	(127)	198
Accounts payable and accrued liabilities	(10,106)	21,322
Net change in non-cash working capital	(17,789)	24,132
Allocated to:		
Operating activities	2,218	2,087
Investing activities	(20,007)	22,045
	(17,789)	24,132