

LNG ENERGY LTD.
(Formerly Invicta Oil & Gas Ltd.)

CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the Three and Nine Months Ended June 30, 2009 and 2008
(stated in Canadian Dollars)

(unaudited)

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

LNG ENERGY LTD.
(Formerly Invicta Oil & Gas Ltd.)
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30, 2009	September 30, 2008
ASSETS		
Current		
Cash and cash equivalents (Note 14)	\$ 578,074	\$ 11,319,398
Short term investments (Note 15)	11,410,692	14,651,262
Amounts receivable	658,066	293,330
Prepaid expenses, advances and other term deposits	403,920	442,824
Assets held for sale (Note 5)	-	204,546
	13,050,752	26,911,360
Note receivable (Note 7)	-	300,000
Investments (Note 8)	282,511	2,130
Property and equipment (Note 9)	37,307,385	24,444,489
	\$ 50,640,648	\$ 51,657,979
LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ 829,132	\$ 1,654,106
Asset retirement obligation on assets held for sale (Note 10)	-	16,983
Capital lease obligation (Note 12)	2,820	13,322
	831,952	1,684,411
Long term		
Asset retirement obligation (Note 10)	3,066	-
Future income taxes	798,651	1,553,302
Non-controlling interest	5,131,648	2,385,792
SHAREHOLDERS' EQUITY		
Share capital (Note 11)	55,738,855	55,738,855
Warrants (Note 11)	-	417,110
Contributed surplus (Note 11)	7,332,079	6,365,200
Deficit	(19,195,603)	(16,486,691)
	43,875,331	46,034,474
	\$ 50,640,648	\$ 51,657,979

Future Operations (Note 2), Commitments (Note 9)

Approved on behalf of the Board of Directors:

"David Cohen"

Director

"Paul Larkin"

Director

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

LNG ENERGY LTD.
(Formerly Invicta Oil & Gas Ltd.)
CONSOLIDATED STATEMENTS OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT
(Unaudited)

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2009	2008	2009	2008
Revenue				
Oil and gas revenue (Note 9)	\$ 164,851	\$ -	\$ 164,851	\$ -
Less: Royalties expense	(32,401)		(32,401)	
	132,450	-	132,450	-
Expenses				
Operating	22,185	-	22,185	-
Exploration	23,943	42	38,660	1,979
Depletion and Depreciation	121,937	6,336	148,446	13,588
Bank charges	1,238	1,542	19,941	3,612
General and administration	404,555	312,825	1,693,000	748,937
Interest	4,027	569	4,782	1,436
Loss on disposal of property and equipment	-	-	4,400	834
Professional fees (Note 13)	247,764	481,664	946,903	1,316,163
Stock based compensation (Note 11)	418,633	203,348	520,796	4,209,979
Travel and business development	17,780	124,314	137,222	475,507
	(1,262,062)	(1,130,640)	(3,536,335)	(6,772,035)
Interest and other income	49,453	239,038	433,390	559,558
Foreign exchange gain (loss)	(30,968)	(4,065)	193,896	41,318
Loss from continuing operations before non-controlling interests	(1,111,127)	(895,667)	(2,776,599)	(6,171,159)
Income tax recovery (expense)	86,831	(20,434)	86,935	(20,434)
Non-controlling interest (Note 6)	(23,037)	36,500	(19,248)	35,351
Loss from continuing operations	(1,047,333)	(879,601)	(2,708,912)	(6,156,242)
Discontinued operations (Note 5)				
Palo Duro assets	-	(1,365)	-	(15,414)
Net loss and comprehensive loss for the period	(1,047,333)	(880,966)	(2,708,912)	(6,171,656)
Deficit, beginning of period	(18,148,270)	(10,712,415)	(16,486,691)	(5,421,725)
Deficit, end of period	\$ (19,195,603)	\$ (11,593,381)	\$ (19,195,603)	\$ (11,593,381)
Basic and diluted loss per share from continuing operations	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.05)
Basic and diluted loss per share	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.05)
Weighted average number of shares outstanding	144,095,965	140,127,528	144,095,965	123,281,800

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

LNG ENERGY LTD.
(Formerly Invicta Oil & Gas Ltd.)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2009	2008	2009	2008
Cash flows used by operating activities				
Loss from continuing operations	\$ (1,047,333)	\$ (879,601)	\$ (2,708,912)	\$ (6,156,242)
Items not affecting cash:				
Depletion and depreciation	121,937	6,336	148,446	13,588
Impairment write-down	-	-	-	-
Stock based compensation	418,633	203,348	520,796	4,209,979
Unrealized foreign exchange	1,833	40,221	17,291	7,241
Other write-downs	(4,303)	-	60,724	834
Other interest income (expense) related to Bonus Shares	98	-	965	-
Gain on investment in shares	-	-	(93,782)	-
Income tax expense (recovery)	(89,964)	20,434	(89,964)	20,434
Non-controlling interest	23,037	(36,502)	19,248	(35,351)
	(576,062)	(645,764)	(2,125,188)	(1,939,517)
Changes in non-cash working capital (Note 14)	440,390	(321,025)	(983,106)	(215,593)
	(135,672)	(966,789)	(3,108,294)	(2,155,110)
Discontinued operations				
Palo Duro Assets	-	(1,365)	-	(15,414)
	(135,672)	(968,154)	(3,108,294)	(2,170,524)
Cash flows used by investing activities				
Asset acquisition	(14,510)	-	(7,993,634)	(11,959,377)
Property and equipment purchased	(6,746)	(54,602)	(182,444)	(55,814)
Proceeds on disposal of property and equipment	-	-	136,410	372
Oil and gas property expenditures	(1,043,169)	(359,509)	(2,700,537)	(660,256)
Notes receivable	-	(100,000)	-	(300,000)
Investments	-	(3,061)	-	(3,061)
Short term investments	1,590,106	(14,651,262)	3,240,570	(14,651,262)
Changes in non-cash working capital (Note 14)	(2,390)	94,536	(126,841)	(1,570,064)
	523,291	(15,073,898)	(7,626,476)	(29,199,462)
Cash flows from financing activities				
Share capital issued, net of share issue cost	-	-	-	43,160,444
Subscription receipts	-	-	-	(57,119)
Shares issued on warrants and options exercised	-	-	-	1,975,647
Deferred financing fees	-	-	-	4,093
Loans Payable	-	-	-	(39,792)
Capital lease payments	(3,817)	(2,519)	(10,502)	(6,119)
	(3,817)	(2,519)	(10,502)	45,037,154
Foreign Exchange on opening cash and cash equivalents	(759)	-	3,948	-
Net decrease in cash and cash equivalents	383,043	(16,044,571)	(10,741,324)	13,667,168
Cash and cash equivalents, beginning of period	195,031	30,369,185	11,319,398	657,446
Cash and cash equivalents, end of period (Note 14)	\$ 578,074	\$ 14,324,614	\$ 578,074	\$ 14,324,614

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

LNG Energy Ltd.

(formerly Invicta Oil & Gas Ltd.)

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
For the Nine Months Ended June 30, 2009
(in Canadian dollars)

1. NATURE OF OPERATIONS

LNG Energy Ltd. (the "Company") was incorporated on February 24, 2000 in the Province of British Columbia.

On November 27, 2007, the Company completed the acquisition of 90% of the shares of LNG Energy (BC) Ltd. ("LNG BC"), formerly Cheetah Oil & Gas Limited. LNG BC indirectly holds interests in approximately 5.5 million acres of land for oil and natural gas exploration in Papua New Guinea. On November 25, 2008, the Company completed the acquisition of the remaining 10% shares of LNG BC, making LNG BC a wholly owned subsidiary of the Company.

Effective March 28, 2008, the Company changed its name to "LNG Energy Ltd." to reflect its focus on oil and gas in Papua New Guinea. The Company's common shares began trading under the new symbol "LNG" on the TSX Venture Exchange on March 28, 2008.

On December 4, 2008, the Company acquired a 60% interest in a private company for a purchase price of US\$6 million. This company had entered into a purchase-and-sale agreement with BNK Petroleum Ltd. ("BNK") under which this company purchased certain oil and gas properties for approximately US\$10 million. This investment is held by the Company's wholly owned subsidiary, LNG Energy (US) Inc. ("LNG US").

2. FUTURE OPERATIONS

These unaudited interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern. These principles assume that the Company will be able to realize its assets and discharge its obligations in the normal course of operations for the foreseeable future.

The Company is a development stage, independent natural gas and oil company engaged in the exploration and development of natural gas and oil properties in Papua New Guinea and the United States. As at June 30, 2009, the Company had net working capital of \$12,218,800 (September 30, 2008 - \$25,226,949) and incurred a net loss of \$2,708,912 for the nine months ended June 30, 2009 (June 30, 2008 - \$6,156,242). The application of the going concern assumption is dependent upon the Company's ability to generate future profitable operations and obtain the necessary financing to do so.

Management believes the going concern assumption to be appropriate for these financial statements. If the going concern assumption was not appropriate, adjustments might be necessary to the carrying values of assets and liabilities, reported revenues and expenses, and the balance sheet classifications used in the consolidated financial statements.

3. BASIS OF PRESENTATION

The unaudited consolidated interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles and are stated in Canadian dollars.

LNG Energy Ltd.

(formerly Invicta Oil & Gas Ltd.)

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
For the Nine Months Ended June 30, 2009
(in Canadian dollars)

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Principles of consolidation

These unaudited consolidated interim financial statements presented are those of LNG Energy Ltd. ("LNG") and the consolidated interim financial statements of its 100% owned subsidiaries LNG Energy US Inc. ("LNG US") and LNG Energy (BC) Ltd. ("LNG BC"). The consolidated interim financial statements include LNG BC's wholly-owned subsidiaries Telemu No. 18 Ltd., LNG Energy (PNG) Limited ("LNG PNG"), LNG Energy No. 2 Limited ("LNG No. 2"), and Scotia Petroleum Inc. ("Scotia BC"). The consolidated interim financial statements also include LNG US' 60% owned subsidiary, BWB Exploration, LLC. All intercompany transactions have been eliminated on consolidation.

b) Foreign currency translation

All of the Company's operations are considered financially and operationally integrated. The Canadian dollar is the Company's and each of its subsidiaries' functional currency. As a result, monetary assets and liabilities denominated in foreign currencies are translated at exchange rates in effect at the balance sheet date and non-monetary assets and liabilities are translated at rates in effect when the assets were acquired or liabilities incurred. Revenues and expenses are translated at rates of exchange prevailing on the transaction dates. Foreign exchange gains and losses are recorded in the statement of operations.

c) Cash and Equivalents

Cash and equivalents consist of cash and short term deposits which, on acquisition, have a maturity of less than ninety days.

d) Loss Per Share

The Company uses the treasury stock method to determine the dilutive effect of stock options and other dilutive instruments. The treasury stock method assumes that proceeds received from in-the-money stock options are used to repurchase common shares at the average market rate during the year. Basic loss per share figures has been calculated using the weighted monthly average number of shares outstanding during the respective years. Diluted loss per share figures are equal to those of basic loss per share for each period as the effects of stock options have been excluded since they are anti-dilutive.

e) Use of Estimates

The preparation of the unaudited consolidated interim financial statements is in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses recorded during the reporting periods. Actual results could differ from these estimates and these differences could have a significant impact on the consolidated interim financial statements.

LNG Energy Ltd.

(formerly Invicta Oil & Gas Ltd.)

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
For the Nine Months Ended June 30, 2009
(in Canadian dollars)

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

f) Financial Instruments

The Company classifies all financial instruments as held-to-maturity, available-for-sale, held-for-trading or loans and receivables. Financial assets held to maturity, loans and receivables and financial liabilities, other than those held for trading, are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Instruments classified as held-for-trading are measured at fair value with unrealized gains and losses recognized in the Statement of Operations and Deficit.

The Company has classified its financial instruments as follows:

Cash and cash equivalents	Held for trading
Short term investments	Held for trading
Amounts receivables	Loans and receivables
Notes receivable	Loans and receivables
Investments	Held for trading
Accounts payable and accrued liabilities	Other liabilities
Capital lease obligations	Other liabilities

g) Property and Equipment

Oil and Gas Interest

The Company follows the Canadian full cost method of accounting, whereby all costs associated with the exploration for and development of oil and gas reserves are capitalized on a country-by-country basis. Such costs include land acquisitions, drilling, well equipment, geological and geophysical, and overhead expenses related to exploration and development activities. Gains or losses are not recognized upon disposition of oil and gas properties unless crediting the proceeds against accumulated costs would result in a material change in the rate of depletion and depreciation.

Costs capitalized in the cost centres, including facilities and well equipment, together with estimated future capital costs associated with proven reserves, are depleted and depreciated using the unit-of-production method which is based on gross production and estimated proven oil and gas reserves as determined by the Company. The cost of significant unevaluated properties is excluded from the depletion and depreciation base. For purposes of the depletion and depreciation calculations, oil and gas reserves are converted to a common unit of measure on the basis of their relative energy content.

The Company uses Canadian standards for full cost accounting and for the ceiling test calculation pertaining to the measurement of impairment of petroleum and natural gas properties. In applying the full cost method, the Company evaluates petroleum and natural gas assets to determine that the carrying amount in each cost centre is recoverable and does not exceed the fair value of the properties in the cost centre. The carrying amounts are assessed to be recoverable when the sum of the undiscounted cash flows expected from the production of proved reserves and the lower of cost and the market of unproved properties exceeds the carrying amount of the cost centre.

LNG Energy Ltd.

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NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
For the Nine Months Ended June 30, 2009
(in Canadian dollars)

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

g) Property and Equipment (Continued)

Oil and Gas Interest (Continued)

When the carrying amount is not recoverable, an impairment loss is recognized to the extent the carrying amount of the cost centre exceeds the sum of the discounted cash flows (calculated by using the Company's risk-free rate) expected from the production of proved and probable reserves and the lower of cost and market of unproved properties of the cost centre.

Other Assets

Depreciation is based on the estimated useful lives of the assets and is computed using the declining balance method. Equipment is recorded at cost on acquisition. Depreciation is provided using the following rates:

Office furniture and equipment	15%
Vehicles	30%
Computer equipment and software	15% - 50%

h) Asset Retirement Obligations

The fair value of obligations associated with the retirement of tangible long-lived assets is recorded in the period the asset is put into use, with a corresponding increase to the carrying amount of the related asset. The obligations recognized are statutory, contractual or legal obligations. The liability is accreted over time for changes in the fair value of the liability through charges to accretion, which is included in depletion, depreciation and accretion expense. The costs capitalized to the related assets are amortized in a manner consistent with the depletion and depreciation of the related asset.

i) Revenue recognition

Revenue associated with sales of oil, natural gas and natural gas liquids ("NGL") is recognized when title passes to the purchaser.

j) Stock-Based Compensation

The Company has a stock-based compensation plan, whereby stock options are granted to employees and non-employees in accordance with the policies of regulatory authorities. The fair value of all share purchase options granted is expensed over their vesting period with a corresponding increase to contributed surplus or warrant capital. Options granted to non-employees, to the extent unvested, are fair valued on subsequent reporting dates. Upon exercise of share purchase options, the consideration paid by the option holder, together with the amount previously recognized in contributed surplus or warrant capital, is recorded as an increase to share capital. The Company has not incorporated an estimated forfeiture rate for stock options that may not vest. The Company accounts for actual forfeitures as they occur.

The Company uses the Black-Scholes option valuation model to calculate the fair value of share purchase options at the date of grant. Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate and, therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's share purchase options.

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NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
For the Nine Months Ended June 30, 2009
(in Canadian dollars)

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

k) Income Taxes

The Company follows the asset and liability method of tax allocation. Under this method, future tax assets and liabilities are determined based on differences between the financial reporting and tax basis of assets and liabilities, and measured using the substantially enacted tax rates and laws that will be in effect when the differences are expected to reverse. In the case of unused tax losses, income tax reductions, and certain items that have a tax basis but cannot be identified with an asset or liability on the balance sheet, the recognition of future income tax assets is determined by reference to the likely realization of future income tax reductions. The Company has not recognized potential future benefit amounts as the criteria for recognition under Canadian generally accepted accounting principles have not been met.

l) Joint Interest Activities

Certain of the Company's exploration, development and production activities are conducted jointly with other entities and accordingly the consolidated financial statements reflect only the Company's proportionate interest in such activities.

m) Comparative figures

Certain comparative figures have been reclassified to conform to the current year's presentation. Such reclassification is for presentation purposes only and has no effect on the Company's previously reported results.

m) Adoption of New Accounting Standards

Effective October 1, 2008, the Company has adopted two new accounting standards issued by the Canadian Institute of Chartered Accountants ("CICA"). These accounting standards are adopted on a prospective basis with no restatement of prior period financial statements. There was no impact on opening retained earnings. The new standards are as follows:

(i) Inventories

Section 3031, "Inventories", which replaces Section 3030 establishes standards for the measurement and disclosure of inventories. This Section provides more extensive guidance in the following areas: the determination of cost, including allocation of overhead; limitation of permitted cost formulas; and expansion of disclosure requirements to increase transparency. The disclosure requirements in 3031 did not have any impact on the Company's financial statements.

(ii) Goodwill and Intangible Assets

Section 3064 "Goodwill and Intangible Assets" establishes guidance on the recognition of intangible assets as well as the recognition and measurement of internally developed intangible assets. In addition, Section 3450 "Research and Development Costs" was withdrawn from the Handbook. Adopting this accounting change did not have a material effect on the Company's financial statements.

LNG Energy Ltd.

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NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
For the Nine Months Ended June 30, 2009
(in Canadian dollars)

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

n) Future Accounting Pronouncements

(i) **Business combination, non-controlling interest, and consolidation**

In January 2009, the CICA issued Handbook Sections 1582, Business Combinations, ("Section 1582"), 1601, Consolidated Financial Statements, ("Section 1601") and 1602, Non-controlling Interests, ("Section 1602") which replaces CICA Handbook Sections 1581, Business Combinations, and 1600, Consolidated Financial Statements. Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under International Financial Reporting Standards ("IFRS"). Section 1582 is applicable for the Company's business combinations with acquisition dates on or after January 1, 2011. Early adoption of this Section is permitted. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. Section 1601 is applicable for the Company's interim and annual consolidated financial statements for its fiscal year beginning January 1, 2011. Early adoption of this Section is permitted. If the Company chooses to early adopt any one of these Sections, the other two sections must also be adopted at the same time.

(ii) **International Financial Reporting Standards**

In February 2008, the CICA Accounting Standards Board ("AcSB") confirmed the changeover to IFRS from Canadian GAAP will be required for publicly accountable enterprises effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company continues to monitor, and assess, the impact of the conversion of Canadian GAAP to IFRS.

5. DISCONTINUED OPERATIONS

Palo Duro assets

On December 30, 2008, the Company sold its 15% working interest in Palo Duro assets to Tyner Resources Ltd. ("Tyner"). In consideration of the transfer of the interest, Tyner has issued 9,378,208 common shares to the Company, which represented 13.2% of the number of the issued and outstanding shares of Tyner subsequent to this transaction. The value of the Tyner shares on the date of closing was approximately \$0.02 per share, resulting in aggregate consideration received of \$187,563. The assets were written down to its fair value as at September 30, 2008, hence no gain or loss was recorded during the six months ended June 30, 2009. A director of LNG is also the President and a director of Tyner, and accordingly, abstained from voting on the approval of the transaction.

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NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
For the Nine Months Ended June 30, 2009
(in Canadian dollars)

5. DISCONTINUED OPERATIONS (Continued)

Palo Duro assets (Continued)

The following table presents summarized financial information related to discontinued operations:

OPERATIONS	Nine months ended	
	June 30, 2009	June 30, 2008
Expenses		
Operations and exploration	\$ -	\$ 15,414
Loss from discontinued operations	\$ -	\$ 15,414

6. ACQUISITIONS

a) LNG BC Acquisition

On November 27, 2007, the Company completed the acquisition of 90% of the shares of LNG BC from Cheetah Oil and Gas Ltd ("Cheetah Nevada"). The total cash and share consideration was \$17,086,218 (US\$17,329,077). LNG BC indirectly holds interests in approximately 5.5 million acres of land for oil and natural gas exploration in Papua New Guinea.

In connection with the acquisition, the Company issued 3,968,437 shares of the Company, at a deemed price of \$0.56 per share. These shares were issued on January 11, 2008.

Allocation of the purchase price to the assets and liabilities acquired is as follows:

Net working capital deficit (net of cash and cash equivalent of \$1,889,874)	\$	(488,714)
Equipment		85,052
Oil and gas properties		21,615,802
Capital lease obligation		(21,128)
Future income taxes		(1,553,302)
Non-controlling interest		(2,551,492)
Total net assets acquired	\$	17,086,218
Consideration paid:		
Cash	\$	14,859,755
Shares		2,222,325
Acquisition costs		4,138
Total consideration paid	\$	17,086,218

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NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
For the Nine Months Ended June 30, 2009
(in Canadian dollars)

6. ACQUISITIONS (Continued)

a) LNG BC Acquisition (Continued)

On November 25, 2008, the Company acquired the remaining 10% of the shares of LNG BC from Cheetah Nevada. The total consideration included US\$250,000 and an exchange of a note receivable (\$300,000 principal and accumulated interest of \$14,460) owed by Cheetah Nevada to the Company under a loan agreement dated March 12, 2008.

Allocation of the purchase price to the assets and liabilities acquired is as follows:

Oil and gas properties	\$	(2,515,502)
Future income taxes		754,651
Non-controlling interest		2,385,886
Total net assets acquired	\$	625,035
Consideration paid:		
Cash	\$	310,575
Exchange of note receivable		300,000
Interest related to note receivable		14,460
Total consideration paid	\$	625,035

The above amounts are estimates, which were made by management at the time of the preparation of these financial statements based on information available. Amendments may be made to these amounts as values subject to estimate are finalized.

b) BWB Exploration LLC acquisition

On December 4, 2008, the Company acquired a 60% interest in a private company, BWB Exploration LLC ("BWB") for a purchase price of US\$6 million. Refer to Note 9.

Allocation of the purchase price to the assets and liabilities acquired is as follows:

Oil and gas properties	\$	12,781,000
Non-controlling interest		(5,112,400)
Total net assets acquired	\$	7,668,600
Consideration paid:		
Cash	\$	7,668,600
Total consideration paid	\$	7,668,600

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NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
For the Nine Months Ended June 30, 2009
(in Canadian dollars)

7. NOTE RECEIVABLE

On November 25, 2008, the note receivable due from Cheetah Oil and Gas Ltd. ("Cheetah Nevada) was settled in connection with the 10% share acquisition of LNG BC from Cheetah Nevada described in Note 6.

The note receivable due from Cheetah Oil and Gas Ltd. included interest at 8% per annum and was secured by a pledge and security agreement granting the Company a first ranking security interest in all of the shares owned by Cheetah Nevada in the capital of LNG BC. The note receivable was repayable within 90 days of written demand for repayment being made.

8. INVESTMENTS

	June 30, 2009	September 30, 2008
Sterling West Management Ltd.	\$ 2	\$ 2
Cheetah Nevada	1,163	2,128
Tyner Resources Ltd. (Note 5)	281,346	-
	\$ 282,511	\$ 2,130

The Company has entered into a service relationship with a group of companies for the provision of administrative, office support and management services. The Company subscribed for one share at \$2 per share in the private company. Upon execution of the agreement, each participant is required to provide a deposit to the entity. The Company's share of the deposit was determined to be \$28,500.

Cheetah Nevada issued 100,000 of its common shares to the Company as fully-paid and non-assessable shares in connection with note receivable described in Note 7. These shares are designated as held for trading and are fair valued at the end of each period.

Tyner Resources Ltd. issued 9,378,208 common shares in connection with the sale of the Company's Palo Duro assets described in note 5. These shares are designated as held for trading and are fair valued at the end of each period.

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NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
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(in Canadian dollars)

9. PROPERTY AND EQUIPMENT

	June 30, 2009		
	COST	ACCUMULATED AMORTIZATION, DEPLETION, DEPRECIATION & IMPAIRMENT	NET BOOK VALUE
Oil and gas properties:			
Papua New Guinea	\$ 24,068,139	\$ 819,341	\$ 23,248,798
United States	14,045,906	113,845	13,932,061
Vehicles - capital lease	47,792	35,948	11,844
Vehicles	59,721	21,341	38,380
Office furnitures and equipment	55,454	16,482	38,971
Computer equipment	67,522	33,049	34,474
Computer software	6,135	3,278	2,857
	\$ 38,350,669	\$ 1,043,283	\$ 37,307,385

	September 30, 2008		
	COST	ACCUMULATED AMORTIZATION, DEPRECIATION & IMPAIRMENT	NET BOOK VALUE
Oil and gas properties:			
Papua New Guinea	\$ 25,131,650	\$ 819,341	\$ 24,312,309
Vehicles - capital lease	47,792	32,365	15,427
Vehicles	67,367	16,854	50,513
Office furnitures and equipment	38,780	11,691	27,089
Computer equipment	65,918	30,000	35,918
Computer software	6,135	2,902	3,233
	\$ 25,357,642	\$ 913,153	\$ 24,444,489

Papua New Guinea

The Company holds a 100% working interests in four Petroleum Prospecting License's (PPL) and one Petroleum Retention License (PRL) through permits received from the Minister of Petroleum and Energy for Papua New Guinea.

On November 20, 2008, the Company received approval of the license applications from the government of Papua New Guinea. The applications involved the approval of the relinquishment and the re-application of four licenses that are currently held by the Company.

These new licenses have a six year term along with revised expenditure commitments for each license. The work commitments relating to these new licenses are approximately US\$12 million over the next two years.

These properties are subject to a 22.5% back-in participation right in favour of the government, which the government may exercise upon payment of 22.5% of the expenses incurred in the development of the property. The back-in participation right includes a 2% revenue royalty payment obligation to indigenous groups, which is only payable if the government exercises its back-in participation right.

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9. PROPERTY AND EQUIPMENT (Continued)

Papua New Guinea (Continued)

The PPLs and PRL are considered unproved at June 30, 2009 and as no production has occurred, no depletion has been recorded. During the three and nine month ended June 30, 2009, no general and administrative costs were capitalized.

United States

On December 4, 2008, the Company acquired a 60% interest in BWB for a purchase price of US\$6 million. This company had purchased certain oil and gas properties in the Black Warrior Basin, Mississippi and West Tishomingo, Oklahoma regions for approximately US\$10 million.

These properties are subject to a 2% revenue royalty payment obligation by the Company to the 40% non-controlling interest of BWB in connection with the purchase of BWB.

BWB has an exploration agreement with BNK Petroleum Ltd. ("BNK") whereby BNK can earn up to a 50% working interest in a portion or all of the Black Warrior acreage by drilling a series of test wells on identified prospects. The exploration program requires BNK to pay for the private company's share of the costs.

BWB elected to participate in the Berwyn 1-15H well in West Tishomingo. BWB's working interest is 7.86%.

10. ASSET RETIREMENT OBLIGATION ON ASSETS HELD FOR SALE

The following table presents the reconciliation of the beginning and ending aggregate carrying amount of the obligation associated with the asset retirement costs of the oil and gas asset in the Palo Duro asset:

	June 30, 2009	September 30, 2008
Balance, beginning of year	\$ 16,983	\$ -
Liabilities incurred	3,066	14,786
Change in estimate	-	1,100
Liabilities disposed (Note 5)	(16,983)	
Accretion	-	1,097
Balance, end of period	\$ 3,066	\$ 16,983

The calculation was assessed using a risk-free rate of 10.00% and an assumed inflation rate of 1.45% per annum.

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11. SHARE CAPITAL AND CONTRIBUTED SURPLUS

a) Authorized

Unlimited common shares without par value

b) Issued

	NUMBER OF SHARES	SHARE CAPITAL	CONTRIBUTED SURPLUS
Balance September 30, 2007	50,374,917	\$ 7,493,370	\$ 1,997,788
Shares issued pursuant to private placements	81,673,583	45,868,620	-
Shares issued upon exercise of warrants	7,278,278	2,260,776	-
Shares issued upon exercise of agents' warrants	325,750	272,152	-
Shares issued upon exercise of options	475,000	329,788	(272,288)
Stock based compensation	-	-	4,370,472
Shares issued on acquisition	3,968,437	2,222,325	-
Warrants expired	-	-	269,228
Less: Share issue costs	-	(2,708,176)	-
Balance September 30, 2008	144,095,965	\$ 55,738,855	\$ 6,365,200
Stock based compensation	-	-	549,769
Warrants expired	-	-	417,110
Balance June 30, 2009	144,095,965	\$ 55,738,855	\$ 7,332,079

On November 29, 2007, the Company completed its non-brokered private placement for gross proceeds of \$43,284,157 consisting of 77,293,138 shares at a price of \$0.56 per common share. An additional 4,380,445 common shares were issued as a finders' fee in connection with the private placement.

c) Stock Options

The following table summarizes information about stock option transactions:

	NUMBER OF OPTIONS	AVERAGE EXERCISE PRICE
Balance, September 30, 2007	3,400,000	\$0.38
Granted	12,475,000	\$0.52
Exercised	(475,000)	\$0.13
Cancelled	(1,850,000)	\$0.67
Balance, September 30, 2008	13,550,000	\$0.49
Granted	2,290,000	\$0.19
Forfeited	(1,800,000)	\$0.43
Balance, June 30, 2009	14,040,000	\$0.44

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11. SHARE CAPITAL AND CONTRIBUTED SURPLUS (Continued)

c) Stock Options (Continued)

The following table summarizes information about the stock options outstanding at June 30, 2009:

EXERCISE PRICE	OUTSTANDING OPTIONS	OPTIONS EXERCISABLE	EXPIRY DATE
\$0.20	75,000	75,000	December 16, 2009
\$0.10	700,000	700,000	November 27, 2011
\$0.67	271,000	271,000	September 20, 2012
\$0.67	379,000	379,000	September 21, 2012
\$0.58	6,100,000	6,100,000	November 27, 2012
\$0.56	750,000	500,000	February 1, 2013
\$0.58	1,500,000	1,500,000	February 1, 2013
\$0.28	1,975,000	1,425,000	May 1, 2013
\$0.19	2,290,000	2,290,000	May 14, 2014
	14,040,000	13,240,000	

During the three and nine month period ended June 30, 2009, the Company recorded stock based compensation expense of \$418,633 and \$520,796 respectively (Three and nine months ended June 30, 2008 – \$203,348 and \$4,209,979 respectively). The Company also capitalized \$28,973 of stock based compensation to oil and gas properties in the three and nine months ended June 30, 2009. (Three and nine months ended June 30, 2008 - \$44,474). The fair value of the options granted has been estimated on the date of grant using the Black-Scholes option-pricing model using the following assumptions:

Assumptions used to revalue unvested consultant options within the option-pricing model are as follows:

	As at June 30,	
	2009	2008
Risk-free interest rate	1.83% - 2.47%	2.88% - 3.96%
Expected life	3.8 - 5 years	5 years
Expected volatility	125% - 131.60%	117.72% - 133.71%
Expected dividends	Nil	Nil
Average Fair value (\$ per option)	0.40	0.48

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11. SHARE CAPITAL AND CONTRIBUTED SURPLUS (Continued)

d) Warrants

The following table summarizes information about warrant transactions:

	NUMBER OF WARRANTS	WEIGHTED AVERAGE EXERCISE PRICE	CARRYING AMOUNT
Balance September 30, 2007	20,349,917	0.22	1,301,120
Exercised	(7,604,028)	0.25	(614,782)
Expired	(1,514,334)	0.55	(269,228)
Balance September 30, 2008	11,231,555	0.16	\$ 417,110
Expired	(11,231,555)	0.16	(417,110)
Balance June 30, 2009	-	-	\$ -

e) Escrow Shares

As at June 30, 2009, the Company has 1,540,312 (2008 – 4,620,936) common shares held in escrow to be released in tranches of 15% every six months up to November 28, 2009.

12. CAPITAL LEASE OBLIGATION

The Company is obligated under a capital lease to future minimum annual lease payment that is due as follows:

2009	\$ 3,610
	3,610
Less: amount representing interest at 13.75%	(790)
Present value of future minimum lease obligations	2,820
Less: Current Portion	2,820
Long Term Portion	\$ -

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13. RELATED PARTY TRANSACTIONS AND BALANCES

Transactions and balances with related parties for the nine month ended June 30, 2009 and 2008 for amounts paid to companies controlled by directors and officers of the Company were as follows:

	For the Three Months ended June 30,		For the Nine Months ended June 30,	
	2009	2008	2009	2008
Management and Consulting Services paid to current directors and officers	\$ -	\$ 14,500	\$ -	\$ 147,900
Management and Consulting Services paid to former directors and officers	-	242,600	-	242,600
Director Fees paid to a former officer of the Company	-	-	-	7,500
Director Fees paid to current independent directors of the Company	8,000	8,000	26,000	44,500
	\$ 8,000	\$ 265,100	\$ 26,000	\$ 442,500

These expenditures are included in professional fees and were measured at the exchange amount, which are amounts agreed upon by the transacting parties.

14. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

a) Changes in non-cash working capital are as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2009	2008	2009	2008
Amounts receivable	\$ 103,191	\$ (79,948)	\$ (364,384)	\$ (138,230)
Prepaid expenses, advances and other term deposits	(24,007)	(20,718)	7,734	(84,677)
Notes receivable	-	-	-	155,189
Accounts payable and accrued liabilities	358,816	(133,818)	(753,297)	(1,731,300)
Current portion of long term debt	-	282	-	824
Change in non-cash working capital	\$ 438,000	\$ (234,202)	\$ (1,109,947)	\$ (1,798,194)
Relating to:				
Operating activities	440,390	(321,025)	(983,106)	(215,593)
Investing activities	(2,390)	86,823	(126,841)	(1,582,601)
Change in non-cash working capital	\$ 438,000	\$ (234,202)	\$ (1,109,947)	\$ (1,798,194)

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14. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS (Continued)

- b) Other non-cash transactions that occurred during the three and nine months ended June 30, 2009 and 2008 are:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2009	2008	2009	2008
Common shares issued related to acquisition of subsidiary (Note 6)	\$ -	\$ -	\$ -	\$2,222,325
Common shares issued as a finders' fee in connection with the private placement charged to share issue costs.	\$ -	\$ -	\$ -	\$2,584,463

- c) Cash and cash equivalents is comprised of the following:

	June 30, 2009	September 30, 2008
Cash	\$ 578,074	\$ 1,757,979
Cash equivalents	-	9,561,419
	\$ 578,074	\$ 11,319,398

Cash and cash equivalents are classified as "held for trading" and are measured at carrying value which approximates the fair values due to the short term nature of these instruments with maturity at acquisition not exceeding 90 days.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value of financial assets and liabilities

The carrying amount for cash and cash equivalents, short term investments, amounts receivable, note receivable, term and other deposits, investments, accounts payable and accrued liabilities and capital lease obligations on the balance sheet approximate fair value because of the limited short term nature of these instruments.

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Foreign currency risk

The Company is subject to normal market risks including fluctuations in foreign exchange rates. While the Company expects to manage its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

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15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

Credit risk

Cash and cash equivalents consist of cash bank balances and short-term deposits maturing in less than 90 days. The Company manages the credit exposure related to short-term investments by selecting counter parties based on credit ratings and monitors all investments to ensure a stable return, avoiding complex investment vehicles with higher risk such as asset backed commercial paper.

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 Company is exposed to interest rate fluctuations on its cash balances and cash equivalents.

The Company is not exposed to interest rate fluctuations on its short-term investments. At June 30, 2009, the Company had short term investments, with maturities at acquisition exceeding 90 days, amounted to \$11,410,692, bearing interest at fixed rates of 0.400% and 0.158% per annum.

As at June 30, 2009, the Company had short-term investments as follows:

- \$8,311,095 Government Insured Certificate with a 1 year term that is redeemable after 30 days, bearing interest at 0.400% per annum with a maturity date of April 23, 2010.
- \$3,099,597 Government Insured Certificate with a 30 day term, bearing interest at 0.158% per annum with a maturity date of July 8, 2009.

Liquidity risk

The Company maintains sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash and short-term investments. The Company's cash is invested in business accounts which are available on demand. The Company does not invest in asset backed securities. The Company's short-term investments are available on demand after 30 days without penalty. All financial liabilities are due to be settled within 180 days of the balance sheet date.

16. CAPITAL MANAGEMENT

The Company manages its capital such that there are adequate capital resources to safeguard the Company's ability to continue as a going concern through the optimization of its capital structure. The capital structure consists of shareholder's equity comprising of share capital, share purchase warrants, contributed surplus and deficit. The basis for the Company's capital structure is dependent on the Company's expected business growth and changes in business environment.

As at June 30, 2009, total managed capital was \$43,875,331 (September 30, 2008 - \$46,034,474), comprised of share capital of \$55,738,855 (September 30, 2008 - \$55,738,855), share purchase warrants of \$Nil (September 30, 2008 - \$417,110), contributed surplus of \$7,332,079 (September 30, 2008 - \$6,365,200) and a deficit of \$19,195,603 (September 30, 2008 - \$16,486,691).

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17. SEGMENT REPORTING

Geographic Information:

The Company operates in one reportable operating segment, being the exploration of oil and gas properties in the United States and Papua New Guinea. The geographical information is as follows:

June 30, 2009	Papua New Guinea	United States	Canada	Total
Current assets	\$ 448,462	\$ 228,057	\$ 12,345,680	\$ 13,022,199
Investments	-	-	282,511	282,511
Property and equipment	23,280,422	14,048,972 *	6,544	37,335,938
	\$ 23,728,884	\$ 14,277,029	\$ 12,634,735	\$ 50,640,648

* Includes the non-controlling interest of \$5,112,400. Refer to Note 6(b).

June 30, 2009	Papua New Guinea	United States	Canada	Total
Oil and gas revenue	\$ -	\$ 164,851	\$ -	\$ 164,851

September 30, 2008	Papua New Guinea	United States	Canada	Total
Current assets	\$ 457,294	\$ 37,173	\$ 26,212,347	\$ 26,706,814
Note receivable	-	-	300,000	300,000
Investments	-	-	2,130	2,130
Property and equipment	24,436,158	-	8,331	24,444,489
Asset held for sale	-	204,546	-	204,546
	\$ 24,893,452	\$ 241,719	\$ 26,522,808	\$ 51,657,979