



ANNUAL INFORMATION FORM

For the Year Ended December 31, 2008

Dated March 26, 2009

ABBREVIATIONS AND CONVERSION

In this document, the abbreviations set forth below have the following meanings:

Oil, Natural Gas Liquids and Natural Gas

NGLs	natural gas liquids
Mcf	thousand cubic feet
MMcf	million cubic feet
MMcfe	million cubic feet of gas equivalent
Mcf/d	thousand cubic feet per day
Mcfe/d	thousand cubic feet of gas equivalent per day
MMcf/d	million cubic feet per day
MMBtu	million British Thermal Units
Bcf	billion cubic feet
Bcfe	billion cubic feet of gas equivalent on the basis of 6 Mcfe to 1 BOE

Other

AECO	EnCana Corporation's natural gas storage facility located at Suffield, Alberta.
BOE	barrel of oil equivalent on the basis of 1 BOE to 6 Mcf of natural gas. BOEs may be misleading, particularly if used in isolation. A BOE conversion ratio of 1 BOE for 6 Mcf is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead
BOE/d	barrel of oil equivalent per day
Mcfe	thousand cubic feet of gas equivalent on the basis of 6 Mcfe to 1 BOE
m ³	cubic metres
M\$	thousands of dollars
MM\$	millions of dollars

Conversions

The following table sets forth certain standard conversions between Standard Imperial Units and the International system of Units (or metric units)

<u>To convert from</u>	<u>To</u>	<u>Multiply by</u>
Mcf	cubic metres	0.028
cubic metres of gas	cubic feet	35.494
bbls	cubic metres	0.159
cubic metres of oil	bbls	6.289
feet	metres	0.305
metres	feet	3.281
miles	kilometres	1.609
kilometres	miles	0.621
acres	hectares	0.405
hectares	acres	2.471

DEFINITIONS

The following terms have the following meanings:

"**2005 Arrangement**" means the arrangement under the *Business Corporations Act* (Alberta) involving the Corporation, Thunder Energy Inc., Mustang Resources Inc. and Forte Resources Inc., among others.

"**Cordero Arrangement**" means the arrangement under the *Business Corporations Act* (Alberta) involving the Corporation and Cordero Energy Inc., among others.

"**associated gas**" means the gas cap overlying a crude oil accumulation in a reservoir.

"**coal bed methane**" or "**CBM**" means natural gas produced from coal formations. To produce this gas, the pressure in the coal seam must be reduced so that the gas can flow through existing fractures, called cleats, to a production well.

"**COGE Handbook**" means the Canadian Oil and Gas Evaluation Handbook.

"**contingent resources**" as described in the COGE Handbook means those quantities of petroleum estimated, as of a given date, to be potentially recoverable from known accumulations using established technology or technology under development, but which are not currently considered to be commercially recoverable due to one or more contingencies. Contingencies may include factors such as economic, legal, environmental, political, and regulatory matters or a lack of markets.

"**Corporation**" or "**Ember**" means Ember Resources Inc.

"**crude oil**" or "**oil**" as described in the COGE Handbook means a mixture consisting mainly of pentanes and heavier hydrocarbons that exists in the liquid phase in reservoirs and remains liquid at atmospheric pressure and temperature. Crude oil may contain small amounts of sulphur and other non-hydrocarbons but does not include liquids obtained from the processing of natural gas.

"**development costs**" means costs incurred to obtain access to reserves and to provide facilities for extracting, treating, gathering and storing the oil and gas from the reserves. More specifically, development costs, including applicable operating costs of support equipment and facilities and other costs of development activities, are costs incurred to:

- (a) gain access to and prepare well locations for drilling, including surveying and acquiring well locations for the purpose of determining specific development drilling sites, clearing ground, draining, road building, and relocating public roads, gas lines and power lines, to the extent necessary in developing the reserves;
- (b) drill and equip development wells, development type stratigraphic test wells and service wells, including the costs of platforms and of well equipment such as casing, tubing, pumping equipment and the wellhead assembly;
- (c) acquire, construct and install production facilities such as flow lines, separators, treaters, heaters, manifolds, measuring devices and production storage tanks, natural gas cycling and processing plants, and central utility and waste disposal systems; and
- (d) provide improved recovery systems.

"development well" means a well drilled inside the established limits of an oil or gas reservoir, or in close proximity to the edge of the reservoir, to the depth of a stratigraphic horizon known to be productive.

"exploration costs" means costs incurred in identifying areas that may warrant examination and in examining specific areas that are considered to have prospects that may contain oil and gas reserves, including costs of drilling exploratory wells and exploratory type stratigraphic test wells. Exploration costs may be incurred both before acquiring the related property (sometimes referred to in part as "prospecting costs") and after acquiring the property. Exploration costs, which include applicable operating costs of support equipment and facilities and other costs of exploration activities, are:

- (a) costs of topographical, geochemical, geological and geophysical studies, rights of access to properties to conduct those studies, and salaries and other expenses of geologists, geophysical crews and others conducting those studies (collectively sometimes referred to as "geological and geophysical costs");
- (b) costs of carrying and retaining unproved properties, such as delay rentals, taxes (other than income and capital taxes) on properties, legal costs for title defence, and the maintenance of land and lease records;
- (c) dry hole contributions and bottom hole contributions;
- (d) costs of drilling and equipping exploratory wells; and
- (e) costs of drilling exploratory type stratigraphic test wells.

"exploratory well" means a well that is not a development well, a service well or a stratigraphic test well.

"field" means an area consisting of a single reservoir or multiple reservoirs all grouped on or related to the same individual geological structural feature and/or stratigraphic condition. There may be two or more reservoirs in a field that are separated vertically by intervening impervious strata or laterally by local geologic barriers, or both. Reservoirs that are associated by being in overlapping or adjacent fields may be treated as a single or common operational field. The geological terms "structural feature" and "stratigraphic condition" are intended to denote localized geological features, in contrast to broader terms such as "basin", "trend", "province", "play" or "area of interest".

"forecast prices and costs" means future prices and costs that are:

- (a) generally accepted as being a reasonable outlook of the future;
- (b) if, and only to the extent that, there are fixed or presently determinable future prices or costs to which the Corporation is legally bound by a contractual or other obligation to supply a physical product, including those for an extension period of a contract that is likely to be extended, those prices or costs rather than the prices and costs referred to in paragraph (a).

"future income tax expenses" means future income tax expenses estimated (generally, year-by-year):

- (a) making appropriate allocations of estimated unclaimed costs and losses carried forward for tax purposes, between oil and gas activities and other business activities;

- (b) without deducting estimated future costs (for example, Crown royalties) that are not deductible in computing taxable income;
- (c) taking into account estimated tax credits and allowances (for example, royalty tax credits); and
- (d) applying to the future pre-tax net cash flows relating to the reporting issuer's oil and gas activities the appropriate year-end statutory tax rates, taking into account future tax rates already legislated.

"future net revenue" means the estimated net amount to be received with respect to the development and production of reserves (including synthetic oil, CBM and other non-conventional reserves) estimated using forecast prices and costs.

"gross" means:

- (a) in relation to the Corporation's interest in production or reserves, its "company gross reserves", which are its working interest (operating or non-operating) share before deduction of royalties and without including any royalty interests of the Corporation;
- (b) in relation to wells, the total number of wells in which the Corporation has an interest; and
- (c) in relation to properties, the total area of properties in which the Corporation has an interest.

"natural gas" as described in the COGE Handbook means a mixture of lighter hydrocarbons that exist either in the gaseous phase or in solution in crude oil in reservoirs but are gaseous at atmospheric conditions. Natural gas may contain sulphur or other non-hydrocarbon compounds.

"natural gas liquids" as described in the COGE Handbook means those hydrocarbon components that can be recovered from natural gas as liquids including, but not limited to, ethane, propane, butanes, pentanes plus, condensate and small quantities of non-hydrocarbons.

"net" means

- (a) in relation to the Corporation's interest in production or reserves its working interest (operating or non-operating) share after deduction of royalty obligations, plus its royalty interests in production or reserves;
- (b) in relation to the Corporation's interest in wells, the number of wells obtained by aggregating the Corporation's working interest in each of its gross wells; and
- (c) in relation to the Corporation's interest in a property, the total area in which the Corporation has an interest multiplied by the working interest owned by the Corporation.

"non-associated gas" means an accumulation of natural gas in a reservoir where there is no crude oil.

"operating costs" or **"production costs"** means costs incurred to operate and maintain wells and related equipment and facilities, including applicable operating costs of support equipment and facilities and other costs of operating and maintaining those wells and related equipment and facilities.

"production" means recovering, gathering, treating, field or plant processing (for example, processing gas to extract natural gas liquids) and field storage of oil and gas.

"property" includes:

- (a) fee ownership or a lease, concession, agreement, permit, licence or other interest representing the right to extract oil or gas subject to such terms as may be imposed by the conveyance of that interest;
- (b) royalty interests, production payments payable in oil or gas, and other non-operating interests in properties operated by others; and
- (c) an agreement with a foreign government or authority under which a reporting issuer participates in the operation of properties or otherwise serves as "producer" of the underlying reserves (in contrast to being an independent purchaser, broker, dealer or importer).

A property does not include supply agreements, or contracts that represent a right to purchase, rather than extract, oil or gas.

"property acquisition costs" means costs incurred to acquire a property (directly by purchase or lease, or indirectly by acquiring another corporate entity with an interest in the property), including:

- (a) costs of lease bonuses and options to purchase or lease a property;
- (b) the portion of the costs applicable to hydrocarbons when land including rights to hydrocarbons is purchased in fee;
- (c) brokers' fees, recording and registration fees, legal costs and other costs incurred in acquiring properties.

"proved property" means a property or part of a property to which reserves have been specifically attributed.

"reservoir" means a porous and permeable subsurface rock formation that contains a separate accumulation of petroleum that is confined by impermeable rock or water barriers and is characterized by a single pressure system.

"service well" means a well drilled or completed for the purpose of supporting production in an existing field. Wells in this class are drilled for the following specific purposes: gas injection (natural gas, propane, butane or flue gas), water injection, steam injection, air injection, salt-water disposal, water supply for injection, observation, or injection for combustion.

"solution gas" means natural gas dissolved in crude oil.

"stratigraphic test well" means a drilling effort, geologically directed, to obtain information pertaining to a specific geologic condition. Ordinarily, such wells are drilled without the intention of being completed for hydrocarbon production. They include wells for the purpose of core tests and all types of expendable holes related to hydrocarbon exploration. Stratigraphic test wells are classified as (a) "exploratory type" if not drilled into a proved property; or (b) "development type", if drilled into a proved property. Development type stratigraphic wells are also referred to as "evaluation wells".

"**support equipment and facilities**" means equipment and facilities used in oil and gas activities, including seismic equipment, drilling equipment, construction and grading equipment, vehicles, repair shops, warehouses, supply points, camps, and division, district or field offices.

"**unproved property**" means a property or part of a property to which no reserves have been specifically attributed.

"**well abandonment costs**" means costs of abandoning a well (net of salvage value) and of disconnecting the well from the surface gathering system. They do not include costs of abandoning the gathering system or reclaiming the wellsite.

RESERVES DEFINITIONS

The determination of oil and gas reserves involves the preparation of estimates that have an inherent degree of associated uncertainty. Categories of proved, probable and possible reserves have been established to reflect the level of these uncertainties and to provide an indication of the probability of recovery.

The estimation and classification of reserves requires the application of professional judgment combined with geological and engineering knowledge to assess whether or not specific reserves classification criteria have been satisfied. Knowledge of concepts including uncertainty and risk, probability and statistics, and deterministic and probabilistic estimation methods is required to properly use and apply reserves definitions.

"**Reserves**" are estimated remaining quantities of oil and natural gas and related substances anticipated to be recoverable from known accumulations, from a given date forward, based on: (a) analysis of drilling, geological, geophysical, and engineering data; (b) the use of established technology; and (c) specified economic conditions, which are generally accepted as being reasonable and shall be disclosed. Reserves are classified according to the degree of certainty associated with the estimates.

"**Proved**" reserves are those reserves that can be estimated with a high degree of certainty to be recoverable. It is likely that the actual remaining quantities recovered will exceed the estimated Proved reserves.

"**Developed Producing**" reserves are those reserves that are expected to be recovered from completion intervals open at the time of the estimate. These reserves may be currently producing or, if shut-in, they must have previously been on production, and the date of resumption of production must be known with reasonable certainty.

"**Developed Non-Producing**" reserves are those reserves that either have not been on production, or have previously been on production, but are shut-in, and the date of resumption of production is unknown.

"**Undeveloped**" reserves are those reserves expected to be recovered from known accumulations where a significant expenditure (e.g., when compared to the cost of drilling a well) is required to render them capable of production. They must fully meet the requirements of the reserves classification (proved, probable, possible) to which they are assigned.

In multi-well pools, it may be appropriate to allocate total pool reserves between the developed and undeveloped categories or to sub-divide the developed reserves for the pool between developed producing and developed non-producing. This allocation should be based on the estimator's assessment as to the reserves that will be recovered from specific wells, facilities and completion intervals in the pool and their respective development and production status.

"Probable" reserves are those additional reserves that are less certain to be recovered than Proved reserves. It is equally likely that the actual remaining quantities recovered will be greater or less than the sum of the estimated Proved plus Probable reserves.

"Possible" reserves are those additional reserves that are less certain to be recovered than Probable reserves. It is unlikely that the actual remaining quantities recovered will exceed the sum of the estimated Proved plus Probable plus Possible reserves.

COMMON SHARE CONSOLIDATION

On September 5, 2008, Ember consolidated its share capital, issuing one common share in the capital of Ember (a "Common Share") in exchange for each 2.5 shares held. Information contained herein with respect to Embers' securities reflect such consolidation unless otherwise specifically stated.

FORWARD-LOOKING STATEMENTS

Some of the statements contained herein including, without limitation, financial and business prospects and financial outlooks, may be forward-looking statements which reflect management's expectations regarding future plans and intentions, growth, results of operations, performance and business prospects and opportunities. Words such as "may", "will", "should", "could", "anticipate", "believe", "expect", "intend", "plan", "potential", "continue", and similar expressions have been used to identify these forward-looking statements. These statements reflect management's current beliefs and are based on information currently available to management. Forward-looking statements involve significant risk and uncertainties. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements including, but not limited to, changes in general economic and market conditions and other risk factors. Although the forward-looking statements contained herein are based upon what management believes to be reasonable assumptions, management cannot assure that actual results will be consistent with these forward-looking statements. Investors should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and, except as required by law, Ember assumes no obligation to update or revise them to reflect new events or circumstances.

Forward-looking statements and other information contained herein concerning the oil and gas industry and Ember's general expectations concerning this industry are based on estimates prepared by management using data from publicly available industry sources as well as from reserve reports, market research and industry analysis and on assumptions based on data and knowledge of this industry which Ember believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While Ember is not aware of any misstatements regarding any industry data presented herein, the industry involves risks and uncertainties and is subject to change based on various factors.

In particular, this annual information form contains forward-looking information pertaining to the following:

- the quantity of and future net revenues from Ember's reserves;
- natural gas production levels;
- commodity prices, foreign currency exchange rates and interest rates;
- capital expenditure programs and other expenditures;
- supply and demand for natural gas;
- expectations regarding Ember's ability to raise capital and to continually add to reserves through acquisitions and development;
- schedules and timing of certain projects and Ember's strategy for growth;
- competitive conditions;
- Ember's future operating and financial results; and
- treatment under governmental and other regulatory regimes and tax, environmental and other laws.

Ember's actual results could differ materially from those anticipated in these forward-looking information as a result of both known and unknown risks, including the risk factors set forth under "Risk Factors" and those set forth below:

- volatility in market prices for oil, NGLs and natural gas;
- changes or fluctuations in oil, NGLs and natural gas production levels;
- changes in foreign currency exchange rates and interest rates;
- changes in capital and other expenditure requirements and debt service requirements;

- liabilities and unexpected events inherent in oil and gas operations, including geological, technical, drilling and processing problems;
- uncertainties associated with estimating reserves;
- competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel;
- Ember's success at acquisition, exploitation and development of reserves;
- changes in general economic, market and business conditions in Canada, North America and worldwide; and
- changes in environmental or other legislation applicable to Ember's operation's and Ember's ability to comply with current and future environmental and other laws.

EMBER RESOURCES INC.

Ember Resources Inc. was incorporated under the *Business Corporations Act* (Alberta) (the "ABCA") on June 3, 2005.

Ember is a publicly traded oil and gas company engaged in the exploration for, and the acquisition, development and production of, natural gas reserves, derived primarily from CBM. Ember is a reporting issuer or the equivalent thereof in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, Prince Edward Island and Newfoundland and its common shares are listed and posted for trading on the Toronto Stock Exchange (the "TSX") under the trading symbol "EBR". Ember was formed in 2005 for the purpose of acquiring and developing the CBM interests of Thunder Energy Inc. ("Thunder").

The head and principal office of Ember is located at Suite 800, 521 – 3rd Avenue S.W., Calgary, Alberta and its registered office is located at Suite 3700, 400 – 3rd Avenue S.W., Calgary, Alberta.

DEVELOPMENT OF THE BUSINESS OF EMBER

History

In July 2005, Ember, Thunder, Mustang Resources Inc. ("Mustang") and Forte Resources Inc. ("Forte") completed the 2005 Arrangement. Under the 2005 Arrangement, Ember acquired certain natural gas rights associated with coal from Thunder and became engaged in the acquisition, development and production of CBM gas reserves. Ember assumed all liabilities, including environmental liabilities, relating to the transferred assets.

In July 2005, Ember completed a \$6 million private placement consisting of 1,243,523 Common Shares issued at \$4.83 per share to employees, directors and service providers of Ember.

On August 31, 2005, Ember completed a bought deal financing of 2,800,000 Common Shares at a price of \$17.88 per share for gross proceeds of \$50,050,000.

On March 1, 2007, the Corporation acquired CBM natural gas assets from a private company for cash consideration of \$8.75 million. The assets located in the Acme area of Alberta consisted of 10 drilled and completed non-producing gas wells with an average working interest of 92%, and a 70.5% operated interest in 16,960 gross acres of land (11,960 net).

Also on March 1, 2007, the Corporation issued 2,264,160 Common Shares by way of a private placement, at \$6.63 per share for cash consideration of \$15.0 million. Proceeds of the issue were used to fund the \$8.75 million Acme acquisition with the balance used to reduce debt and for working capital purposes.

On September 5, 2008, the Corporation consolidated its share capital, issuing one Common Share in exchange for each 2.5 shares held.

On September 5, 2008, Ember acquired Cordero Energy Inc ("Cordero") pursuant to the Cordero Arrangement. Under the Cordero Arrangement, Ember acquired all of the issued and outstanding shares of Cordero for \$71.768 million in cash and the issuance of 26,194,207 Common Shares.

On September 5, 2008 Ember issued through a private placement equity financing, 10,731,707 Common Shares at \$5.125 per share for gross proceeds of \$55 million.

On September 5, 2008, Ember closed a new syndicated \$120 million credit facility with two Canadian banks. The facility consists of a \$15 million working capital facility, an \$85 million production facility and a \$20 million subordinated development facility.

Since inception, Ember has drilled 164 gross (140.9 net) Horseshoe Canyon wells, and 13 gross (11.5 net) Mannville wells. The Corporation has increased production from 2,336 Mcf/d (389 BOE/d) at inception to a current rate of 28,335 Mcf/d (4,722 BOE/d), an increase of 1,114%.

Recent Developments

In October 2007, the Alberta government announced changes to royalties paid to the province to be effective on January 1, 2009. The province has identified non-conventional resources, such as CBM and the oil sands, as future industries for Alberta and changes to the royalty structure are designed to encourage further development.

Ember's average well productivity included in its reserve report (2009 average, proven developed producing) is estimated at 67 Mcf/d. Based on the new royalty regime, royalties paid to the Alberta government will decline from a base rate prior to Gas Cost Allowance of 13% in 2008 to 5% in 2009 and beyond. The 5% royalty rate would remain in effect at prices up to \$9.80/Mcf. At \$11.50/Mcf the royalty rate would increase to the original 13%. As a result, Ember is expected to benefit immediately from the new royalty regime and will continue to benefit in a higher gas price environment.

Trends

Natural gas prices were stronger in the first half of 2008 as normal winter heating demands reduced supply over hangs. Strong oil prices also contributed to higher natural gas prices as natural gas competes with oil in certain markets. Third and fourth quarter 2008 natural gas prices declined significantly from levels experienced in the second quarter of 2008 as the global economy became gripped by corrections stemming from the financial market liquidity crisis and economic slowdown. Spot market gas prices which reached figures near a two year high in June 2008, are now experiencing a 50-60 % downward correction in 2009. Factors that have an impact on gas prices are: the supply demand balance in North America, imports of LNG, weather patterns, drilling trends in both Canada and the U.S., emerging technology in drilling and reservoir completion techniques in unconventional reservoirs and overall economic activity.

Ember's natural gas prices are currently approximating the AECO price as heating values have stabilized from new production the Corporation brought on-stream. In addition, marketing efforts have achieved slightly better pricing.

CBM is in all material respects the same as natural gas. It varies in heating content and other elements contained within the produced gas stream. For example, Ember's CBM contains no harmful hydrogen sulfide and minor amounts of carbon dioxide.

DESCRIPTION OF THE BUSINESS OF EMBER

General

Ember is engaged in the exploration for, and the acquisition, development and production of, natural gas reserves derived primarily from CBM. Ember currently has four core properties located in Alberta, Fenn Big Valley, Acme, Buffalo Lake, and Malmo. Ember established its original core positions in Fenn Big Valley with an initial acquisition of producing and non-producing assets transferred to it pursuant to the 2005 Arrangement. The Corporation added to this base of assets with a property acquisition in the Acme

area in March 2007 (see "Statement of Reserves Data and Other Oil and Gas Information - Principal Properties"). In 2008, the Corporation added to its asset base with the acquisition of Cordero which contained the new asset areas of Buffalo Lake and Malmo. See "Development of the Business of Ember - Recent Developments". With the opportunity base established, Ember has expanded production and land positions with workovers, drilling, complimentary acquisitions and new land purchases.

Corporate Strategy

Ember's business objective is to exploit the production and growth potential inherent in its CBM assets. Ember's focus is on the partially developed Horseshoe Canyon play at Fenn Big Valley and Acme, its recently acquired Buffalo Lake and Malmo properties, and to a lesser degree its larger Mannville CBM play which consists of Mannville coal seams at Rosalind, Manola and Fenn Big Valley. Ember has and will continue to pursue complementary land acquisitions in its core areas.

Revenues

For the year ended December 31, 2008, 99% of Ember's revenue before royalties was derived from CBM natural gas production from Horseshoe Canyon plays at Fenn Big Valley, Acme, Buffalo Lake and Malmo.

CBM

CBM is natural gas, predominately methane gas, which occurs in coal seams. The gas can be produced economically by drilling conventional style vertical and horizontal gas wells and employing special completion techniques which are specific to this type of reservoir. CBM is virtually identical to the sweet gas produced from conventional sandstone reservoirs. In Alberta, CBM is subject to the same drilling, production and operational rules as other forms of sweet natural gas.

CBM reservoir characteristics differ fundamentally from those of conventional petroleum reservoirs. In CBM reservoirs, gas molecules are attached, or adsorbed, to the coal matrix. As the pressure in the coal seam is depleted, the gas molecules detach, or desorb, from the coal surface and diffuse through the matrix until they reach a natural fracture called a cleat. The gas molecules then flow through the natural fracture system to the wellbore. The composition and geological history of a coal seam will determine whether it is saturated with gas or whether it exists in some state of undersaturation. In an undersaturated coal seam only water is produced initially, with gas production being delayed until reservoir pressure has declined to the point of saturation (critical gas desorption pressure).

Ultimate gas recovery from a CBM well is a function of a complex relationship between permeability, thickness, coalbed gas content and well spacing, but the production rates for the first portion of the well's economic life are almost solely dependent on the coal seam permeability and gas content.

De-methanization, the removal of methane gas from coalbeds undergoing mining, has been carried out since World War II utilizing underground collection systems and boreholes drilled from the surface. During the 1980s in the United States, oil field completion and stimulation techniques were applied to wells drilled from the surface resulting in profitable gas wells. This exploration and development technology is now being actively applied in, among others, Canada, Australia, India, China and the United Kingdom.

Until the early 1980s, the natural gas industry considered CBM to be a coal mining industry problem. It was a nuisance and hazard to coal mining as opposed to a potential source of natural gas. Even though coal is a source rock for conventional reservoirs, coal seams were not considered as completion targets because they often had little or no gas shows and it was not considered probable that a thin, shallow

horizon could hold economic quantities of gas. It took an understanding of the storage and production mechanisms, and modification of conventional oil and gas technology, before CBM became recognized as an important source of economic gas supplies.

Coal is unusual as a reservoir because it is both the source rock and the reservoir for the gas. Gas is stored in an adsorbed state on coal, and thus for a given reservoir pressure much more gas can be stored in a coal seam than in a comparable sandstone reservoir. The methane recovered from coal seams is virtually the same as sweet natural gas which is produced from conventional sandstone reservoirs, and therefore should have the same marketability and demand the same price.

Production of gas from coal seams is controlled by a three step process. First, the gas is desorbed from the coal. It then diffuses through the coal matrix to the cleat system. Coals contain small (typically, several per centimetre), regularly spaced, naturally occurring fractures called face and butt cleats. Finally, the gas flows through the cleat system to the well bore.

Many coal reservoirs are water saturated, and water maintains the reservoir pressure that holds the gas in the adsorbed state in the coals. Typically, water must be produced from coal seams to reduce the reservoir pressure and release the gas.

The reservoir properties which most affect CBM recovery are net coal thickness, gas content, permeability and the desorption and diffusion characteristics of the coal. Well log, core data and laboratory studies are necessary to determine these parameters. Although some of this data is in the public domain, it is very disparate on a regional basis, and as such usually needs to be gathered from new samples.

As the reservoir pressure drops from the critical desorption pressure to the abandonment pressure, the amount of gas that the coal can store also decreases. This difference in storage capacities represents the amount of gas that can desorb and become available for production.

For a successful CBM project, producers must accurately characterize the reservoir properties and apply the available technology to optimize production.

In situ CBM resources are estimated by applying industry standard reserve calculations. It must be noted that resource estimates have inherent errors due to the method of measurement, and the effect of moisture change, non organic content, lost gas on core extraction and other error sources.

Management believes that the most promising formations for the recovery of CBM in Western Canada are the Horseshoe Canyon and the Upper and Lower Mannville coals located in a fairway from south of Calgary to north of Edmonton, Alberta. However, there are numerous other gas bearing coal formations that may become economic resources.

To achieve an economical recovery, a coal must contain sufficient gas. The required combination of permeability and methane generation and storage occur in coals ranked between medium volatile and low volatile bituminous. Coal seams that have been targeted for CBM development usually have a rank between high volatile bituminous and medium volatile bituminous. Coal rank and gas content generally increase with depth, but increased depth can have a detrimental effect on permeability. Therefore, there is a trade off between increased gas content and diminishing permeability.

A satisfactory reservoir is one requirement to economic recovery of CBM resources. An entity must also develop successful drilling and completion techniques in order to depressure the coals and ultimately produce the associated gas. These techniques will vary among different types of coal.

Coal gas capacity is also reduced by the effect of ash (typically 5% to 30%) and increasing temperatures. Ash is an all encompassing term for mineral impurities; more impurities in the coal means fewer adsorption sites for methane molecules. Increasing coal seam temperature also reduces gas capacity in that the energy in the methane molecules causes the gas not to adsorb. The actual gas content of many coal seams can be less than the potential gas capacity. This can result from post depositional uplifting, faulting and erosion. Uplifting can reduce the coal's temperature and increase its gas capacity, hence producing an undersaturated coal. Faulting and erosion can allow gas to escape throughout geologic history and again lead to an undersaturated coal. As noted previously, in an undersaturated coal seam, pressure must be depleted past critical desorption pressure. The gas production is delayed until the reservoir pressure has declined to the level of saturation.

Competition

The oil and natural gas industry is competitive in all its phases. Ember competes with numerous other participants in the search for, and the acquisition of, natural gas properties and in the marketing of natural gas. Ember's competitors include resource companies which have greater financial resources, staff and facilities than those of Ember. Competitive factors in the distribution and marketing of oil and natural gas include price and methods and reliability of delivery. Ember views its competitive position as being equivalent to that of other oil and gas issuers of similar size and at a similar stage of development.

Seasonal Factors

The exploration for and development of oil and natural gas reserves is dependent on access to areas where production is to be conducted. Ember carries on operations where all properties have year-round access, however, seasonal weather variations, including freeze-up and break-up, affect access in certain circumstances.

Environmental Regulation

The oil and natural gas industry is currently subject to environmental regulations pursuant to a variety of provincial and federal legislation. Compliance with such legislation can require significant expenditures or result in operational restrictions. Breach of such requirements may result in suspension or revocation of necessary licenses and authorizations, civil liability for pollution damage and the imposition of material fines and penalties, all of which might have a significant negative impact on earnings and overall competitiveness. Ember believes that it is in material compliance with applicable environmental laws and regulations. Ember anticipates making increased expenditures of both a capital and expense nature as a result of the increasingly stringent laws relating to the protection of the environment. Ember also believes that it is reasonably likely that the trend towards stricter standards in environmental legislation and regulation will continue.

Personnel

As at December 31, 2008, Ember had in its head office in Calgary 31 employees and 8 consultants.

STATEMENT OF RESERVES DATA AND OTHER OIL AND GAS INFORMATION

Principal Properties

A summary description of Ember's major producing and exploration properties is set out below. References to gross volumes refer to total production. References to net volumes refer to Ember's working interest share before the deduction of royalties payable to others.

Fenn Big Valley, Alberta

The Fenn Big Valley properties are predominantly Horseshoe Canyon properties and are located approximately 140 kilometres northeast of the City of Calgary and include an average working interest of 92% in 49,581 gross (45,737 net) acres of land in this area. There are 152 (149 net) CBM wells in the Fenn Big Valley area, of which there were 145 (142 net) producing CBM wells as of December 31, 2008. Ember owns 10 MMcf/d of processing capacity in two natural gas plants and interests in a gathering system that covers four townships in the area. Corporation interest production in Fenn Big Valley for the period ended December 31, 2008 averaged 4,765 Mcf/d.

In 2006, Ember entered into operating agreements with Thunder Energy Trust, now Sword Energy Inc. ("Sword"), which govern the parties' respective rights and obligations with respect to certain dual producing wells on the Fenn Big Valley properties. The agreements provide for producing Sword's conventional gas and Ember's CBM through the same well bore. The agreements also address well abandonments and the administration of well licenses and provide Ember with the right to take-over non-productive conventional wells for CBM production in certain circumstances.

During the year ended December 31, 2008, 4.0 (4.0 net) wells were drilled in the area to a depth of approximately 1,000 metres, resulting in 4.0 (4.0 net) CBM wells.

Planned development activity in the Fenn Big Valley area for 2009 includes the drilling of up to 9 (9 net) CBM wells.

Acme, Alberta

The Acme properties located approximately 80 kilometres northeast of the City of Calgary are being developed in Horseshoe Canyon Coals and include an average working interest of 66% in 18,185 gross (11,991 net) acres of land in this area. Ember completed the acquisition of this property on March 1, 2007. There are 90 (68.1 net) CBM wells in the Acme area, of which there were 88 (68 net) producing CBM wells as of December 31, 2008. Corporation interest production in Acme for the period ended December 31, 2008 averaged 5,658 Mcf/d.

In May 2007, a long-term processing agreement for Ember's newly acquired Acme property was signed with Ember's partner AltaGas. Under the agreement, Altagas agreed to construct all of the required processing and pipeline infrastructure; in return Ember will pay a processing fee and dedicate its gas production and reserves in the area to the facility. The agreement commits Ember to deliver a minimum of 16.8 Bcf of gas over an estimated six year period. Total cost to construct the infrastructure was approximately \$13.5 million.

During the year ended December 31, 2008, 57 (38.0 net) wells were drilled in the area to a depth of approximately 1,050 metres, resulting in 57 (38.0 net) CBM wells.

Planned development activity in the Acme area for 2009 includes the drilling of up to 36 (15 net) CBM wells.

Buffalo Lake, Alberta

The Buffalo Lake properties are predominately Horseshoe Canyon CBM properties and are located approximately 60 kilometres northeast of Red Deer, Alberta and include an average working interest of 84% in 69,250 gross acres (57,902 net acres) of land. There are 164 (137.0 net) wells in the area of which 125 (100 net) were producing as of December 31, 2008. Ember owns and operates one 8 MMcf/d gas plant, two main compressor stations, eight booster compressor stations and associated gathering systems. Corporation interest production from this area for the period ending December 31, 2008 averaged 8,634 Mcf/d (raw). Ember receives third party processing revenue from both main compressor stations in addition to processing all of Ember's owned gas. Ember processed 628 Mcf/d (raw) third party gas as at December 31, 2008.

During the year ended December 31, 2008, 3.0 (2.6 net) wells were drilled in the area to a depth of approximately 1,000 metres, resulting in 3.0 (2.6 net) CBM wells.

Planned development activity in the area for 2009 includes the drilling of up to 12 (12 net) CBM wells.

Malmo, Alberta

The Malmo properties are predominately Horseshoe Canyon CBM properties and are located approximately 70 kilometres northeast of Red Deer, Alberta and include an average working interest of 88% in 28,277 gross acres (24,923 net acres) of land. There are 133 (118.3 net) wells in the area of which 122 (108 net) were producing as of December 31, 2008. Ember owns and operates two main compressor stations, four booster compressors and associated gathering systems. Corporation interest production from this area for the period ending December 31, 2008 averaged 8,847 Mcf/d (raw). Ember receives third party processing revenue from one of the main compressor stations in addition to processing all of Ember's owned gas. Ember processed 2,987 Mcf/d (raw) third party gas as at December 31, 2009.

During the year ended December 31, 2008, no wells were drilled in the area.

Planned development activity in the area for 2009 includes the drilling of up to 4 (4 net) CBM wells.

Other

In addition to its four core properties, Ember owns interests in additional properties that are prospective for Horseshoe Canyon CBM. These areas are Bittern Lake and Donalds. Planned development activity in these two areas for 2009 includes the drilling of up to 12 (12 net) CBM wells. Ember also retains interests in various minor conventional oil and gas properties. These properties will be the subject of a divestment program in 2009.

Ember has a significant interest in two large properties that are prospective for CBM development in the Mannville coals; Manola (approximately 150 kilometres northwest of Edmonton, Alberta) and Rosalind (approximately 140 kilometres southeast of Edmonton, Alberta). Rosalind has an average working interest of 83% in 100,586 gross (83,684 net) acres of land. Manola has an average working interest of 98% in 88,000 gross (86,386 net) acres of land. Ember has developed three pilot projects (one in Manola and two in Rosalind) but has yet to demonstrate commerciality. Ember plans to continue with the long term development of the Mannville coals, however, there is no development planned for 2009.

Reserves Data

In accordance with National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities* ("NI 51-101"), McDaniel & Associates Consultants Ltd. ("McDaniel") prepared a report (the "McDaniel

Report") dated March 13, 2009 of Ember's oil, NGL and natural gas reserves as at December 31, 2008. The tables below are a summary of the oil, NGL and natural gas reserves of the Corporation and the net present value of future net revenue attributable to such reserves as summarized in the McDaniel Report based on forecast price and cost assumptions. The tables summarize the data contained in the McDaniel Report and as a result may contain slightly different numbers than such report due to rounding. Also due to rounding, certain columns may not add exactly. Sproule Associates Limited evaluated certain minor properties, representing less than 5% of total proved plus probable reserves, which are included in the McDaniel Report.

The net present value of future net revenue attributable to the Corporation's reserves is stated without provision for interest costs and general and administrative costs, but after providing for estimated royalties, production costs, development costs, other income, future capital expenditures, and well abandonment costs for only those wells assigned reserves by McDaniel. It should not be assumed that the undiscounted or discounted net present value of future net revenue attributable to the Corporation's reserves estimated by McDaniel represent the fair market value of those reserves. Other assumptions and qualifications relating to costs, prices for future production and other matters are summarized herein. The recovery and reserve estimates of the Corporation's oil, NGL and natural gas reserves provided herein are estimates only and there is no guarantee that the estimated reserves will be recovered. Actual reserves may be greater than or less than the estimates provided herein.

The values shown for income taxes and future net revenue after income taxes were calculated on a stand-alone basis in the McDaniel Report. The values shown may not be representative of future income tax obligations, applicable tax horizon or after tax valuation.

The McDaniel Report is based on certain factual data supplied by the Corporation and McDaniel's opinions of reasonable practice in the industry. The extent and character of ownership and all factual data pertaining to the Corporation's petroleum properties and contracts (except for certain information residing in the public domain) were supplied by the Corporation to McDaniel and accepted without any further investigation. McDaniel accepted this data as presented and neither title searches nor field inspections were conducted.

Reserves Data – Forecast Prices and Costs

Summary of Oil and Gas Reserves as of December 31, 2008 – Forecast Prices and Costs

RESERVES CATEGORY	Unconventional Natural Gas (CBM)		Conventional Natural Gas (associated & non- associated)		Conventional Light and Medium Oil		Conventional NGLs	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
	(Bcf)	(Bcf)	(Bcf)	(Bcf)	(Mbbbl)	(Mbbbl)	(Mbbbl)	(Mbbbl)
Proved								
Developed Producing	50.1	45.9	6.1	5.3	73.9	69.2	21.2	15.0
Developed Non-Producing	1.6	1.5	0.8	0.7	4.3	4.1	0.8	0.5
Undeveloped	38.8	34.5	2.1	1.9	-	-	-	-
Total Proved	<u>90.5</u>	<u>81.8</u>	<u>9.0</u>	<u>7.8</u>	<u>78.2</u>	<u>73.4</u>	<u>22.1</u>	<u>15.5</u>
Probable	<u>38.0</u>	<u>34.0</u>	<u>4.6</u>	<u>3.8</u>	<u>57.8</u>	<u>55.7</u>	<u>14.1</u>	<u>10.0</u>
Total Proved plus Probable	<u>128.5</u>	<u>115.8</u>	<u>13.6</u>	<u>11.6</u>	<u>136.0</u>	<u>129.0</u>	<u>36.2</u>	<u>25.5</u>
Possible	<u>34.9</u>	<u>31.1</u>	<u>1.8</u>	<u>1.6</u>	<u>0.6</u>	<u>0.4</u>	<u>1.1</u>	<u>0.7</u>
Total Proved Plus Probable plus Possible	<u>163.4</u>	<u>146.9</u>	<u>15.4</u>	<u>13.2</u>	<u>136.6</u>	<u>129.4</u>	<u>37.3</u>	<u>26.2</u>

Summary of Net Present Value of Future Net Revenue as of December 31, 2008 – Forecast Prices and Costs

RESERVES CATEGORY	Before Income Taxes Discounted at (%/year)					After Income Taxes Discounted at (%/year)					Unit Value Before Income Tax Deducted at 10%/year
	0	5	10	15	20	0	5	10	15	20	(\$/BOE)
	(MM\$)	(MM\$)	(MM\$)	(MM\$)	(MM\$)	(MM\$)	(MM\$)	(MM\$)	(MM\$)	(MM\$)	
Proved											
Developed Producing	330.8	257.1	212.3	182.1	160.3	330.8	257.1	212.3	182.1	160.3	22.42
Developed Non-Producing	10.0	8.2	6.9	5.9	5.1	10.0	8.2	6.9	5.9	5.1	16.65
Undeveloped	168.0	114.0	80.5	58.2	42.7	146.1	102.2	73.7	54.0	40.0	11.82
Total Proved	<u>508.8</u>	<u>379.3</u>	<u>299.7</u>	<u>246.3</u>	<u>208.1</u>	<u>486.8</u>	<u>367.5</u>	<u>292.9</u>	<u>242.1</u>	<u>205.4</u>	<u>17.95</u>
Probable	248.2	152.0	103.1	74.4	55.9	172.0	103.3	69.4	49.9	37.5	14.39
Total Proved plus Probable	<u>756.9</u>	<u>531.3</u>	<u>402.8</u>	<u>320.6</u>	<u>264.1</u>	<u>658.8</u>	<u>470.8</u>	<u>362.2</u>	<u>291.9</u>	<u>243.0</u>	<u>16.88</u>
Possible	240.3	129.0	80.7	55.0	39.7	180.1	96.4	60.1	40.9	29.4	13.21
Total Proved Plus Probable plus Possible	<u>997.2</u>	<u>660.3</u>	<u>483.5</u>	<u>375.7</u>	<u>303.7</u>	<u>838.9</u>	<u>567.2</u>	<u>422.3</u>	<u>332.8</u>	<u>272.4</u>	<u>16.13</u>

Total Future Net Revenue (Undiscounted) as of December 31, 2008 – Forecast Prices

RESERVES CATEGORY	Revenue (MM\$)	Royalties (MM\$)	Operating Costs (MM\$)	Development Costs (MM\$)	Abandonment and Reclamation Costs (MM\$)	Future Net Revenue Before Income Taxes (MM\$)	Income Taxes (MM\$)	Future Net Revenue After Income Taxes (MM\$)
Proved Reserves	890.5	80.2	202.2	80.0	19.3	508.7	21.9	486.8
Proved plus Probable Reserves	1,315.3	123.9	301.1	110.1	23.3	756.9	98.1	658.8
Proved plus Probable plus Possible Reserves	1,702.8	162.2	393.3	123.9	26.2	997.2	158.3	838.9

Future Net Revenue by Production Group as of December 31, 2008 - Forecast Prices

RESERVES CATEGORY	Future Net Revenue Before Income Taxes (discounted at 10%/year) (MM\$)	Unit Value Before Income Tax Deducted at 10%/year (\$/BOE)
Proved Reserves		
CBM	264.0	19.35
Conventional natural gas (including associated by-products)	32.5	24.57
Light and medium crude oil (including associated by-products)	3.2	43.57
Proved plus Probable Reserves		
CBM	353.0	18.29
Conventional natural gas (including associated by-products)	45.2	23.07
Light and medium crude oil (including associated by-products)	4.6	35.94
Proved plus Probable plus Possible Reserves		
CBM	428.1	17.49
Conventional natural gas (including associated by-products)	50.7	22.84
Light and medium crude oil (including associated by-products)	4.7	38.63

Note:

(1) Unit Values are based on net reserve volumes.

Summary of Pricing Assumptions and Inflation Rate Assumptions as of December 31, 2008 – Forecast Prices and Costs

McDaniel employed the following pricing, exchange rate and inflation rate assumptions as of December 31, 2008 in estimating Ember's reserves data using forecast prices and costs:

Year	Natural Gas		Crude Oil	Light Crude Oil	NGL Mix	Inflation Rates	Exchange Rate
	Henry Hub	AECO Gas Price	WTI	Edmonton	Edmonton	% / year	(\$US/\$Cdn)
	(\$US/MMBtu)	(\$Cdn/MMBtu)	(\$US/bbl)	(\$Cdn/bbl)	(\$Cdn/bbl)		
Forecast							
2009	7.25	7.40	60.00	69.60	52.00	2.0	0.85
2010	7.75	8.00	71.40	83.00	61.10	2.0	0.85
2011	8.60	8.45	83.20	91.40	66.90	2.0	0.90
2012	9.35	8.80	90.20	93.90	68.90	2.0	0.95
2013	10.10	9.05	97.40	96.30	70.70	2.0	1.00
2014	10.30	9.25	99.40	98.30	72.20	2.0	1.00
2015	10.50	9.45	101.40	100.30	73.60	2.0	1.00
2016	10.70	9.60	103.40	102.30	75.00	2.0	1.00
2017	10.90	9.80	105.40	104.20	76.40	2.0	1.00
2018	11.15	10.00	107.60	106.40	78.10	2.0	1.00

Thereafter escalation rate of 2%

The weighted average realized sales price for Ember for the year ended December 31, 2008 was \$7.35/Mcfe.

Reconciliation of Corporation Gross⁽¹⁾ Reserves by Product Type – Forecast Prices and Costs

The following table sets forth the changes between the Corporation's reserve volume estimates made as at December 31, 2008 and the corresponding estimates as at December 31, 2007, based on forecast prices:

Factors	CBM			Conventional Natural Gas		
	Gross Proved	Gross Probable	Gross Proved Plus Probable	Gross Proved	Gross Probable	Gross Proved Plus Probable
	(Bcf)	(Bcf)	(Bcf)	(Bcf)	(Bcf)	(Bcf)
December 31, 2007	31.11	19.91	51.02	0.20	0.05	0.26
Extension & Improved Recovery	2.60	2.09	4.69	-	-	-
Technical Revisions	13.55	(4.31)	9.23	0.02	0.01	0.03
Discoveries	-	-	-	-	-	-
Acquisitions	48.04	20.29	68.33	9.59	4.52	14.10
Dispositions	-	-	-	-	-	-
Economic Factors	-	-	-	-	-	-
Production ⁽²⁾	(4.79)	-	(4.79)	(0.75)	-	(0.75)
December 31, 2008	90.52	37.97	128.49	9.06	4.58	13.64

Factors	Conventional Light/Medium Oil/NGL			Gas Equivalent		
	Gross Proved	Gross Probable	Gross Proved Plus Probable	Gross Proved	Gross Probable	Gross Proved Plus Probable
	(Mbbbl)	(Mbbbl)	(Mbbbl)	(Bcfe)	(Bcfe)	(Bcfe)
December 31, 2007	-	-	-	31.31	19.96	51.28
Extension & Improved Recovery	-	-	-	2.60	2.09	4.69
Technical Revisions	-	-	-	13.57	(4.31)	9.26
Discoveries	-	-	-	-	-	-
Acquisitions	109.0	72.0	181.0	58.28	25.24	83.53
Dispositions	-	-	-	-	-	-
Economic Factors	-	-	-	-	-	-
Production ⁽²⁾	(8.8)	(0.1)	(8.9)	(5.59)	-	(5.59)
December 31, 2008	100.2	71.9	172.1	100.17	42.98	143.16

Note:

- (1) "Gross" means the Corporation's working interest reserves before calculation of royalties and before consideration of the Corporation's royalty interests.
- (2) Production estimated by McDaniel and may not match actual.

Significant Factors or Uncertainties Affecting Reserves Data

The process of estimating reserves is complex. It requires significant judgments and decisions based on available geological, geophysical, engineering, and economic data. These estimates may change substantially as additional data from ongoing development activities and production performance becomes available and as economic conditions impacting oil and gas prices and costs change. The reserve estimates contained herein are based on current production forecasts, prices and economic conditions. Ember's reserves are evaluated by McDaniel, an independent engineering firm.

As circumstances change and additional data becomes available, reserve estimates also change. Estimates made are reviewed and revised, either upward or downward, as warranted by the new information. Revisions are often required due to changes in well performance, prices, economic conditions and governmental restrictions.

Although every reasonable effort is made to ensure that reserve estimates are accurate, reserve estimation is an inferential science. As a result, the subjective decisions, new geological or production information and a changing environment may impact these estimates. Revisions to reserve estimates can arise from changes in year-end oil and gas prices, and reservoir performance. Such revisions can be either positive or negative.

Future Development Costs

The table below sets out the development costs deducted in the estimation of future net revenue attributable to Proved reserves, Proved plus Probable reserves and Proved plus Probable plus Possible reserves (using forecast prices and costs only):

	Total Proved Reserves	Proved Plus Probable Reserves	Proved Plus Probable Plus Possible Reserves
	(M\$)	(M\$)	(M\$)
2009	15,578	21,956	21,956
2010	37,208	41,825	43,744
2011	20,739	35,877	42,482
2012	6,441	10,426	15,703
Remaining Years	48	50	50
Total Undiscounted	<u>80,014</u>	<u>110,134</u>	<u>123,936</u>

Ember estimates that its internally generated cash flow will be sufficient to fund the future development costs disclosed above. Ember typically has available three sources of funding to finance its capital expenditure program; internally generated cash flow from operations, new equity issues, if available on favourable terms, and debt financing when appropriate. Debt financing is available to Ember at the Bank of Montreal prime lending rate plus an applicable margin (dependant upon debt to trailing cash flow).

Ember expects to fund its total 2009 capital program with internally generated cash flow and, although quarterly fluctuations in funding levels are expected, the objective is to remain within the Corporation's debt capacity throughout the 2009 financial year. Ember's objective is to reduce its debt to cash flow ratio to less than 1.5 times estimated future cash flows.

Contingent Resources

An evaluation of Ember's contingent CBM resources for the undeveloped lands that Ember owns has been completed internally by a qualified reserves evaluator. They have not been reviewed or audited by an independent reserves evaluator. These resources are categorized by Ember's qualified reserves evaluator as contingent resources which are defined in the COGE Handbook. This definition states that contingent resources are not currently economic. Ember believes that these contingent resources are not known to be

economic at this time, rather than not economic. The contingencies that result in CBM being classified as a contingent resource include but are not limited to capital costs, operating costs, deliverability, future gas prices and project timing. There is no certainty that it will be technically or economically viable to produce any portion of the reported contingent resource.

Mannville Coals

Original gas-in-place ("OGIP") for each section was estimated volumetrically using net pay estimated from existing logs. Gas content data specific to each area were then applied to provide OGIP estimates. Variations in the assignment of OGIP in the low, best and high cases were based on the inclusion of individual coal seams, as follows:

- The low case OGIP calculation includes the net pay in the major seam of an area of potential development. The recovery factor is then estimated based on engineering judgment for each area. The recovery factors assigned in the low case range from 5% to 25%.
- The best case OGIP calculation considers the net pay from the major and secondary coal seams where the secondary coal seam was greater than 1.2 metres in thickness. The recovery factors assigned in the best case range from 20% to 35%.
- The high case OGIP calculation includes all coals seams greater than 1.2m in thickness. The recovery factors assigned in the high case range from 40% to 50%.

Ember then estimates contingent resources based on calculated OGIP and assigned recovery factors.

The following tables summarize Ember's contingent resource estimates attributable to its properties as at December 31, 2008.

Category	Corporation Interest Gas-In-Place (Bcf raw)		
	Crown	Freehold	Total
Contingent Resource: Low Estimate	527.44	104.59	632.03
Contingent Resource: Best Estimate	726.87	158.36	885.23
Contingent Resource: High Estimate	821.23	195.47	1016.70

Category	Corporation Interest Technically Recoverable Gas (Bcf raw)		
	Crown	Freehold	Total
Contingent Resource: Low Estimate	104.13	20.70	124.83
Contingent Resource: Best Estimate	231.59	47.27	278.86
Contingent Resource: High Estimate	408.69	97.40	506.09

The following table summarizes the expiries of Mannville rights in Ember's main Mannville project areas. A total of 100,552 net acres of undeveloped land will reach the end of its primary term within 5 years. This represents 43% of Ember's total undeveloped land in the Mannville coals (234,125 net acres). The balance of Ember's undeveloped lands in the Mannville coal is continued.

<u>Expires by Year:</u>	<u>Gross Undeveloped (acres)</u>	<u>Net Undeveloped (acres)</u>
2009	15,769	15,511
2010	37,848	37,688
2011	26,368	26,108
2012	16,653	16,653
2013	4,592	4,592
Totals	<u>101,230</u>	<u>100,552</u>

CBM development at Corbett Creek (located approximately 40 kilometres northwest of Ember's Manola property), operated by Trident Exploration Corp. and Nexen Inc., is currently the only commercial project in Alberta producing CBM gas from the Mannville coal. Current production in the Corbett areas is above 100 MMcf/d from over 200 wells. The Corbett Creek project represents the nearest analogous project with commercial production to all of Ember's Mannville coal CBM properties. Other operators are currently conducting drilling and completion operations in attempts to produce gas from the Mannville Coals, in and around Manola and Rosalind.

The vertical depths of Ember's Mannville CBM contingent resources are approximately 925 metres at Manola and 1075 metres at Rosalind.

The estimated cost to drill, complete and equip a horizontal well in the Mannville coal is approximately \$1,500,000.

To date, Ember has conducted extensive appraisal drilling and testing on selected lands in the Mannville coal, and determined that reservoir parameters are conducive to commercial development. However, Ember has encountered difficulty in establishing successful well repeatability primarily due to wellbore damage caused through the drilling process. Work will continue to test different drilling and completion techniques in order to establish the required repeatability. Currently, Ember does not have plans to drill any wells in the Mannville coals in 2009 due to low gas prices, poor capital markets and technical challenges associated with the Mannville coals, however, if these factors change including technical advances by industry participants then drilling plans may be altered. Subject to the establishment of commercial repeatability, Ember expects to develop these contingent resources during the next 5 to 20 years.

Ember's lands are reasonably close to pipelines and facilities owned by Ember, other operators or distribution companies. Ember will consider the appropriate transportation and marketing strategy at the time of development of the Mannville coal contingent resources. At this time, Ember does not believe the marketing of the potential gas volumes will be a concern.

In management's opinion it is too early to estimate the chance of success for the appraisal programs of the Mannville coal contingent resources. By NI 51-101 definitions, these resources do not have the certainty at this time to be classified as reserves. For this reason, the evaluation conducted by Ember presents a range of technically recoverable resources for each area. While it appears that production is possible from these formations and the gas-in-place can be reasonably estimated, the production rates and recoveries are still undetermined and have, therefore, been estimated as low, best and high contingent resources as presented in the above evaluation.

Wells

The following table sets forth the number and status of wells in which Ember has a working interest as at December 31, 2008:

	Crude Oil		Natural Gas	
	Gross	Net	Gross	Net
Producing				
Fenn Big Valley	-	-	145	142.0
Acme	-	-	88	67.4
Buffalo Lake	-	-	125	100.4
Malmo	-	-	122	108.3
Other ⁽¹⁾	6	4.3	27	10.7
Non-producing				
Fenn Big Valley	-	-	7	7.0
Acme	-	-	2	0.7
Buffalo Lake	-	-	39	36.6
Malmo	-	-	11	10.0
Other ⁽¹⁾	8	3.8	79	51.2
Total	14	8.1	645	534.3

Note:

(1) Included in Other are properties located in non-core areas

Undeveloped Reserves

The following table sets out the gross volumes of proved undeveloped reserves that were first attributed for each of the Corporation's product types for each of the most recent three financial years and, in the aggregate, before that time, using forecast prices and costs:

Financial Year End	CBM (MMcf)	Conventional Natural Gas (MMcf)	Conventional Light/Medium Oil/NGL (Mbbbl)
December 31, 2005 and prior thereto	5,218	-	-
December 31, 2006	3,368	-	-
December 31, 2007	14,790	-	-
December 31, 2008	29,778	2,110	-

Proved undeveloped reserves are generally those reserves related to planned infill drilling locations. The Corporation's proved undeveloped reserves are forecasted to be developed during the next three years.

The following table sets out the volumes of probable undeveloped reserves that were first attributed for each of the Corporation's product types for each of the most recent three financial years and, in the aggregate, before that time, using forecast prices and costs:

Financial Year End	CBM (MMcf)	Conventional Natural Gas (MMcf)	Conventional Light/Medium Oil/NGL (Mbbbl)
December 31, 2005 and prior thereto	5,694	-	-
December 31, 2006	6,001	-	-
December 31, 2007	14,781	-	-
December 31, 2008	15,214	1,423	-

Probable undeveloped reserves relate to wells to be drilled, tied in and brought on-stream in future. The Corporation's probable undeveloped reserves are forecasted to be developed during the following three years in accordance with the Corporation's development program and budget.

Properties With No Attributed Reserves

The following table summarizes the undeveloped gross and net acres of properties with no attributed reserves in which Ember has an interest and also the number of net acres for which Ember's rights to explore, develop or exploit will, absent further action, expire within one year:

	Gross Acres	Net Acres	Net Acres Expiring Within One Year
Fenn Big Valley	1,120	1,120	-
Acme	2,538	1,375	-
Buffalo / Malmo / Bittern (HSC)	19,005	17,594	3,234
Buffalo / Malmo / Bittern (Other)	26,018	26,018	7,000
Rosalind	100,586	83,684	5,911
Manola	88,000	86,386	8,320
Matziwin	33,600	30,019	1,280
Conventional Exploration	143,582	102,663	6,704
Total	414,449	348,860	32,449

Exploration and Drilling Activity

Ember did not participate in the drilling of any exploratory wells, oil wells, service wells or dry holes during the year ended December 31, 2008. The following table sets forth the gross and net development wells in which Ember participated during the year ended December 31, 2008:

	Development Wells	
	Gross	Net
Horseshoe Canyon		
Fenn Big Valley	4.00	4.00
Acme	57.00	38.00
Buffalo Lake	3.00	2.60
Malmo	-	-
Mannville		
Manola	-	-
Rosalind	-	-
Total	64.00	44.60

Additional Information Concerning Abandonment and Reclamation Costs

Ember typically estimates well abandonment costs area by area. Such costs are included in the McDaniel Report as deductions in arriving at future net revenue.

The expected total abandonment and disconnect costs included in the McDaniel Report for 632 net wells under the Proved reserves category is \$19.3 million undiscounted (\$5.7 million discounted at 10%), of which a total of \$1.1 million undiscounted is estimated to be incurred in 2009, 2010 and 2011. This estimate does not include expected reclamation for surface leases of \$12.6 million undiscounted.

Ember will be liable for its share of ongoing environmental obligations and for the ultimate reclamation of the properties held by it upon abandonment. Ongoing environmental obligations are expected to be funded out of cash flow.

Tax Horizon

Based on production from existing reserves, Ember estimates that it will not be required to pay income taxes for the next several years.

Costs Incurred

The following table summarizes capital expenditures (net of incentives and net of certain proceeds and including capitalized general and administrative expenses) incurred by Ember for the year ended December 31, 2008:

(M\$)	Property Acquisition Costs			
	Proved Properties	Unproved Properties ⁽¹⁾	Exploration Costs	Development Costs
Capital Expenditures	-	(511)	-	23,180
Corporate Acquisitions	247,271	23,211	-	-
Total	247,271	22,700	-	23,180

Note:

(1) Includes sale of property for net proceeds of \$1,750.

Production Estimates

The following table discloses for each product type the total volume of production estimated for the first year reflected in the estimates of proved reserves, probable reserves and total proved plus probable reserves as disclosed above under the heading "Reserve Data - Forecast Prices and Costs":

	MMcfe/d	BOE/d	%
Proved			
CBM	23.98	3996.7	83.2
Conventional Natural Gas	4.51	751.6	15.6
Conventional Light/Medium Oil/NGL	0.34	57.2	1.2
	28.83	4805.5	100.0
Probable			
CBM	0.95	158.1	81.9
Conventional Natural Gas	0.2	33.4	17.3
Conventional Light/Medium Oil/NGL	0.01	1.6	0.8
	1.16	193.1	100.0
Total Proved Plus Probable			
CBM	24.93	4,154.7	83.1
Conventional Natural Gas	4.71	785.0	15.7
Conventional Light/Medium Oil/NGL	0.35	58.9	1.2
	29.99	4998.6	100

Production History

The following tables disclose, on a quarterly basis for the year ended December 31, 2008, certain information in respect of production, product prices received, royalties paid, operating expenses and resulting netback:

Average Daily Production Volume

	Three Months Ended			
	March 31, 2008	June 30, 2008	September 30, 2008 ⁽¹⁾	December 31, 2008 ⁽¹⁾
Natural gas (Mcf/d)	7,963	8,045	13,715	28,930
Total (BOE/d)	1,327	1,341	2,286	4,822

Note:

(1) For the three months ended September 30, 2008 and December 31, 2008 immaterial amounts of liquids have been converted to gas equivalents and included in natural gas volumes.

Prices Received, Royalties Paid, Production Costs and Netback – Natural Gas

	Three Months Ended			
	March 31, 2008	June 30, 2008	September 30, 2008	December 31, 2008
Prices Received				
Natural gas (\$/Mcf)	7.56	10.05	7.26	6.58
Realized Gain (Loss) Natural Gas (\$/Mcf)	-	-	(0.05)	0.27
Royalties Paid				
Natural gas (\$/Mcf)	0.79	0.81	0.90	0.80
Production and Transportation Costs				
Natural gas (\$/Mcf)	1.99	2.01	1.77	1.58
Netback ⁽¹⁾				
Natural gas (\$/Mcf)	4.78	7.23	4.54	4.47

Note:

- (1) Netback is calculated by adding (deducting) realized gains (losses) on Natural Gas and deducting royalties paid and production costs from prices received.

Production Volume by Field

The following table indicates the average daily production from each of the Corporation's core properties for the year ended December 31, 2008:

Field	Natural Gas (Mcf/d)	BOE (BOE/d)	%
Fenn Big Valley	4,863	811	33.1
Acme	3,415	569	23.2
Buffalo Lake ⁽¹⁾	2,947	491	20.1
Malmo ⁽¹⁾	2,875	479	19.6
Other ⁽¹⁾	600	100	4.0
Total	14,700	2,450	100.0

Note:

- (1) These properties were acquired through the acquisition of Cordero on September 5, 2008. These production results reflect activity for the period of September 5 to December 31, 2008 on an annualized basis.

DIRECTORS AND OFFICERS OF EMBER

Directors and Officers

The name, municipality of residence, principal occupation for the prior five years and position with Ember, of each of the directors and officers of Ember are as follows:

<u>Name and Residence</u>	<u>Position with Ember</u>	<u>Principal Occupation During Previous Five Years</u>
Douglas A. Dafoe Alberta, Canada	President and Chief Executive Officer and Director	From September 2008 to present, President and Chief Executive Officer of Ember. Prior thereto, from July 2005 to September 2008, Chairman and Chief Executive Officer of Ember. From October 1995 to July 2005, President and Chief Executive Officer of Thunder.
Colin D. Boyer Alberta, Canada	Chairman and Director	From August 2006 to present, Independent Businessman. Prior thereto, from March 2004 to August 2006, President of Birchill Energy Limited, an oil and gas company. From May 2000 to March 2004, President of Birchill Resources Ltd., an oil and gas company.

<u>Name and Residence</u>	<u>Position with Ember</u>	<u>Principal Occupation During Previous Five Years</u>
F. Fox Benton III ⁽⁵⁾ Texas, USA	Director	From February 2005 to present, Independent Businessman. Prior thereto, from June 1999 to February 2005, Chief Financial Officer of Ultra Petroleum Corp., an oil and gas company.
Thomas S. Drolet ⁽³⁾⁽⁴⁾ North Carolina, USA	Director	From 2007 to present, Chief Executive Officer of Western GeoPower Inc., a wholly-owned subsidiary of Western GeoPower Corp. Prior thereto, from January 2001 to December 2005, Vice-President, International Business of DTE Energy Technologies Inc., an energy products company.
Dennis B. Balderston ⁽¹⁾ Alberta, Canada	Director	From July 2005 to present, Independent Businessman. Prior thereto, from September 1990 to June 2005, a Partner with Ernst & Young LLP, a firm of Chartered Accountants
Jeff van Steenberg ⁽²⁾⁽⁴⁾ Alberta, Canada	Director	From June 2001 to present, General Partner of KERN Partners Ltd., a private equity firm.
Donald F. Archibald ⁽¹⁾⁽³⁾ Alberta, Canada	Director	From March 2008 to present, Independent Businessman, Prior thereto, from July 2004 to March 2008, Chief Executive Officer and Chairman of Cyries Energy Inc., an oil and gas company. Prior thereto, from January 2002 to July 2004, Chief Executive Officer of Cequel Energy Inc., an oil and gas company.
Paul Beitel ⁽¹⁾⁽³⁾ Calgary, Alberta	Director	From May 1998 to present, Senior Vice-President of ARC Financial Corp., a private equity investment management company.
Donald J. Nelson ⁽²⁾⁽⁴⁾ Alberta, Canada	Director	From May 2002 to present, President of Fairway Resources Inc., a private oil and gas consulting firm.
Steven J. Pully ⁽²⁾ Texas, USA	Director	From 2008 to present, General Counsel of Carlson Capital, L.P., a multi-strategy asset management firm. Prior thereto, from October 2007 to June 2008, Consultant in the asset management industry. Prior thereto, from January 2003 to October 2007, President of Newcastle Capital Management, a value oriented asset management firm.
Terence S. Meek Alberta, Canada	Chief Operating Officer and Executive Vice President	From September 2008 to present, Executive Vice-president and Chief Operating Officer of Ember. Prior thereto, from July 2005 to September 2008, President and Chief Operating Officer of Ember. From November 1996 to July 2005, Vice President, Engineering and Chief Operating Officer of Thunder.
Bruce C. Ryan Alberta, Canada	Vice President, Finance and Chief Financial Officer	From September 2005 to present, Vice President, Finance and Chief Financial Officer of Ember. Prior thereto, from September 2004 to September 2005, Vice President, Finance and Chief Financial Officer of Drilcorp Energy Ltd., an oil and gas company. From June 2002 to December 2003, Vice President, Finance and Chief Financial Officer of Mind's Eye Entertainment, a film production company.

<u>Name and Residence</u>	<u>Position with Ember</u>	<u>Principal Occupation During Previous Five Years</u>
Thomas A. Zuorro Alberta, Canada	Vice President, Land	From October 2005 to present, Vice President, Land of Ember since. Prior thereto, from December 2004 to October 2005, Vice President, Land of Thunder. From May 2004 to December 2004, Land Manager of Thunder. From August 2001 to May 2004, Vice President, Land & Contracts of Grey Wolf Exploration Inc., an oil and gas company.
Kenneth S. Ronaghan Alberta, Canada	Vice President, Engineering	From November 2005 to present, Vice President, Engineering of Ember. Prior thereto, from September 2001 to October 2005, Exploitation Manager of Thunder. From January 1998 to April 2001, Exploitation Manager of Cypress Energy Inc., an oil and gas company.
Steven R. Gell Alberta, Canada	Vice President, Production	From July 2007 to present, Vice President, Production of Ember. Prior thereto, from July 2005 to June 2007, Vice President, Production of Thunder Trust. From December 2004 to July 2005, Vice President, Production. From July 1997 to December 2004, Manager, Production of Thunder.
Quinton Rafuse Alberta, Canada	Vice President, Geoscience	From September 2008 to present, Vice President, Geoscience of Ember. Prior thereto, from August 2006 to September 2008, Manager, Geology of Ember. Prior thereto, from July 2005 to August 2006, Geologist with Ember. Prior thereto, from August 2004 to July 2005, Geologist with Thunder. Prior thereto, from May 2000 to August 2004, Geologist with EnCana Corporation, an oil and gas company.
Kent D. Kufeldt Alberta, Canada	Corporate Secretary	Partner of the law firm of Macleod Dixon LLP.

Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Reserves Committee.
- (3) Member of the Corporate Governance, Board Nominating and Compensation Committee.
- (4) Member of the Health, Safety and Environment Committee.
- (5) Mr. Fox Benton III is not standing for re-election to the Board at the Meeting.

Messrs. Dafeo and Boyer and have been directors of Ember since June 2005. Messrs. Benton, Drolet and Balderston have been directors since July 2005. Mr. van Steenberg was appointed a director in March 2007. Messrs. Archibald, Beitel, Nelson, and Pully have been directors since September 2008. Each of the directors has been elected or appointed to serve as such until the next annual meeting of the shareholders of Ember (the "Meeting") or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with Ember's articles or by-laws. Mr. Benton is not standing for re-election to the Board of Directors at the Meeting.

As at March 19, 2009, the directors and senior officers of Ember as a group beneficially owned, directly or indirectly, or exercised control or direction over 2,525,599 Common Shares of Ember representing 4.9% of the 51,367,244 outstanding Common Shares. In addition, Mr. van Steenberg is a manager of KERN Energy Partners II, L.P. and KERN Energy Partners II U.S., L.P., the beneficial holders of 6,908,392 Common Shares representing 13.4% of the outstanding Common Shares, Mr. Pulley is General Counsel to Carlson Capital, L.P., the beneficial holder of 8,062,692 Common Shares representing 15.7% of the outstanding Common Shares and Mr. Beitel is a Senior Vice-President of ARC Financial Corp. and of other members of the ARC Financial group of companies, which are advisors to or general partners or

managers of ARC Energy Venture Fund 3, ARC Energy Venture Fund 4 and ARC Energy Fund 5 (and the limited partnerships comprising such funds), which funds (together with certain holdings of ARC Capital Ltd.) exercise control and direction over an aggregate of 10,179,204 Common Shares representing approximately 19.8% of the outstanding Common Shares, which when combined with the holdings above totals 27,675,887 Common Shares in aggregate and represents 53.9% of the outstanding Common Shares.

Corporate Cease Trade Orders or Bankruptcies

In the 10 years preceding the date of this Annual Information Form, none of the directors, officers or insiders of the Corporation are or have been a director or officer of any other issuer that, while acting in such capacity, was subject to any corporate cease trade order or bankruptcies.

Penalties or Sanctions

None of the directors, officers or insiders of the Corporation have been subject to any penalties or sanctions under securities legislation.

Personal Bankruptcies

To the knowledge of management of Ember, there has been no director or officer, or any shareholder holding a sufficient number of securities of Ember to affect materially the control of Ember that is, or within the 10 years before the date of this Annual Information Form has been, a director or officer of any other issuer that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under Canadian securities legislation, for a period of more than 30 consecutive days; or
- (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of management of the Ember, there has been no director or officer, or any shareholder holding sufficient number of securities of Ember to affect materially the control of Ember, or a personal holding company of any such person that has, within the 10 years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

To the knowledge of management of Ember, no director or officer, or any shareholder holding a sufficient number of securities of Ember to affect materially the control of Ember, has:

- (a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with the Canadian securities regulatory authority; or
- (b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

EMBER SHARE CAPITAL

Common Shares

Ember is authorized to issue an unlimited number of Common Shares. Holders of Common Shares are entitled to one vote per share at meetings of shareholders of Ember, to receive dividends if, as and when declared by the board of directors and to receive pro rata the remaining property and assets of Ember upon its dissolution or winding-up, subject to the rights of shares having priority over the Common Shares.

Ember Non-Voting Shares

Ember is authorized to issue an unlimited number of Ember non-voting shares (the "Ember Non-Voting Shares"). Holders of Ember Non-Voting Shares are entitled to receive dividends if, as and when declared by the board of directors and to receive pro rata the remaining property and assets of Ember upon its dissolution or winding-up, subject to the rights of shares having priority over the Ember Non-Voting Shares. Holders of Ember Non-Voting Shares are not entitled to vote at meetings of shareholders of Ember except as required under the ABCA. Pursuant to the 2005 Arrangement, each Ember Non-Voting Share that was outstanding was exchanged for one Ember Share and was cancelled pursuant to a reorganization of the capital of Ember.

Ember Performance Shares

Ember is authorized to issue up to 480,000 Ember Performance Shares without nominal or par value. The Ember Performance Shares rank junior to the Common Shares and Ember Non-Voting Shares, other than as set forth below. Holders of Ember Performance Shares will not be entitled to vote at meetings of shareholders of Ember except as required under the ABCA and will not be entitled to receive dividends. The Ember Performance Shares will not be entitled to receive any property or assets of Ember upon its dissolution or winding-up other than an amount of \$0.025 per share in preference over the Common Shares.

480,000 Ember Performance Shares have been issued to certain employees, contractors, officers and directors of Ember (the "Ember Service Providers"). Each Ember Performance Share was purchased by the holder at a price of \$0.025 per share and will be convertible into the fraction of an Ember share equal to the closing trading price of the Common Shares on the TSX or such other stock exchange on which the Common Shares are listed on the trading day prior to such conversion (the "Ember Closing Price") less \$4.83, divided by the Ember Closing Price. The Ember Performance Shares will vest and become convertible as to one-third on each of the first, second and third anniversaries from the date of grant (July 6, 2005) if the holder is an Ember Service Provider on such date. All of the Performance Shares have vested and are due to expire on July 6, 2009. The exercise of the Performance Shares is calculated from a price of \$4.83 and as a result it is unlikely that such shares will be exercised prior to expiry.

Upon a holder ceasing to be a Ember Service Provider, Ember will, subject to applicable law, redeem the Ember Performance Shares at a redemption price of \$0.025 per share. In the event that Ember is unable to pay the redemption price in accordance with applicable law, the Ember Performance Shares which were to be redeemed will be cancelled and the former holders will only have the right to receive \$0.025 per share.

The Ember Performance Shares will operate in concert with Ember's stock option plan and the number of Common Shares reserved for issuance under the stock option plan and the Ember Performance Shares shall not exceed 10% of the outstanding Common Shares at any time.

Shareholder Rights Plan

On October 18, 2006 the Corporation held a Special Meeting of shareholders at which the shareholders ratified and approved the Shareholder Rights Plan (the "Plan") of Ember which was adopted pursuant to a Shareholder Rights Agreement (the "Agreement") dated August 9, 2006 between Ember and Olympia Trust Company, as rights agent (the "Rights Agent"). The Corporation has decided to allow the Plan to expire without renewal upon the termination of the Meeting.

The Board of Directors adopted the Plan to ensure, to the extent possible, that all shareholders of Ember are treated equally and fairly in connection with any takeover bid or similar offer for all or a portion of the outstanding Common Shares.

Purpose of the Plan

The objectives of the Plan are to ensure, to the extent possible, that all shareholders of Ember are treated equally and fairly in connection with any takeover bid for Ember. Takeover bids may be structured to be coercive or may be initiated at a time when the Board of Directors will have a difficult time preparing an adequate response to the offer. Accordingly, such offers do not always result in shareholders receiving equal or fair treatment or full or maximum value for their investment. Under current Canadian securities legislation, a takeover bid is required to remain open for 35 days, a period of time which the Board of Directors believes is insufficient for the directors to: (i) evaluate a takeover bid (particularly if it includes consideration other than cash); (ii) explore, develop and pursue alternatives which are superior to the takeover bid and which could maximize shareholder value; and (iii) make reasoned recommendations to the shareholders.

The Plan discourages discriminatory, coercive or unfair takeovers of Ember and gives the Board of Directors time if, in the circumstances, the Board of Directors determines it is appropriate to take such time, to pursue alternatives to maximize shareholder value in the event an unsolicited takeover bid is made for all or a portion of the outstanding Common Shares of Ember. As set forth in detail below, the Plan discourages coercive hostile takeover bids by creating the potential that any Common Shares which may be acquired or held by such a bidder will be significantly diluted. The potential for significant dilution to the holdings of such a bidder can occur as the Plan provides that all holders of Common Shares who are not related to the bidder will be entitled to exercise rights issued to them under the Plan and to acquire Common Shares at a substantial discount to prevailing market prices. The bidder or the persons related to the bidder will not be entitled to exercise any Rights under the Plan. Accordingly, the Plan will encourage potential bidders to make takeover bids by means of a Permitted Bid (as defined below) or to approach the Board of Directors to negotiate a mutually acceptable transaction. The Permitted Bid provisions of the Plan are designed to ensure that in any takeover bid for outstanding Common Shares of Ember all shareholders are treated equally and are given adequate time to properly assess such takeover bid on a fully-informed basis.

The Plan was not being proposed in response to, or in anticipation of, any pending, threatened or proposed acquisition or takeover bid.

The Board of Directors did not adopt the Plan to prevent a takeover of Ember, to secure the continuance of management or the directors in their respective offices or to deter fair offers for the Common Shares.

Summary of the Plan

The following summary of terms of the Plan is qualified in its entirety by reference to the text of the Agreement. A shareholder or other interested party may obtain a copy of the Agreement, which is

available on SEDAR at www.sedar.com or, by contacting the Vice President Finance and Chief Financial Officer of Ember.

Term

The Plan (unless earlier terminated) will remain in effect until termination of the Meeting unless the term of the Agreement is extended beyond such date by resolution of shareholders at a shareholders' meeting.

Issue of Rights

One right (a "Right") has been issued by Ember pursuant to the Agreement in respect of each Common Share of Ember outstanding at the close of business on August 9, 2006 (the "Record Time"). One Right will also be issued for each additional Common Share issued after the Record Time and prior to the earlier of the Separation Time (as defined below) or the Expiration Time (as defined below).

Rights Exercise Privilege

The Rights will separate from the voting shares to which they are attached and become exercisable at the time (the "Separation Time") which is 10 trading days following the date a person becomes an Acquiring Person or announces an intention to make a takeover bid that is not an acquisition pursuant to a takeover bid permitted by the Plan (a "Permitted Bid").

Any transaction or event in which a person (an "Acquiring Person"), including associates and affiliates and others acting in concert, acquires (other than pursuant to an exemption available under the Plan or a Permitted Bid) Beneficial Ownership (as defined in the Plan) of 20% or more of the voting shares of Ember is referred to as a "Flip-in Event". Any Rights held by an Acquiring Person on or after the earlier of the Separation Time or the first date of public announcement by Ember or an Acquiring Person that an Acquiring Person has become such, will become void and the Rights (other than those held by the Acquiring Person) will permit the holder to purchase Common Shares at a substantial discount to their then prevailing market price.

The issuance of the Rights is not dilutive and will not affect reported earnings or cash flow per share until the Rights separate from the underlying Common Shares and become exercisable or until the exercise of the Rights. The issuance of the Rights will not change the manner in which shareholders currently trade their Common Shares.

Permitted Lock-Up Agreement

A person will not become an Acquiring Person by virtue of having entered into an agreement (a "Permitted Lock-Up Agreement") with a shareholder whereby the shareholder agrees to deposit or tender voting shares to a takeover bid made by such person, provided that the agreement meets certain requirements including:

- (a) the terms of the agreement are publicly disclosed and a copy of the agreement is publicly available;
- (b) the shareholder who has agreed to tender voting shares to the takeover bid (the "Lock-Up Bid") made by the other party to the agreement is permitted to terminate its obligation under the agreement in order to tender voting shares to another takeover bid or transaction where: (i) the offer price or value of the consideration payable under the other takeover bid or transaction is greater than the price or value of the consideration per share at which the shareholder has agreed to deposit or tender voting shares to the Lock-Up Bid

or is equal to or greater than a specified minimum which is not more than 7% higher than the offer price under the Lock-Up Bid; and (ii) if the number of voting shares offered to be purchased under the Lock-Up Bid is less than all of the voting shares held by shareholders (excluding shares held by the offeror), the number of voting shares offered to be purchased under the other takeover bid or transaction (at an offer price not lower than in the Lock-Up Bid) is greater than the number of voting shares offered to be purchased under the Lock-Up Bid or is equal to or greater than a specified number which is not more than 7% higher than the number of voting shares offered to be purchased under the Lock-Up Bid; and

- (c) no break-up fees or other penalties that exceed in the aggregate the greater of 2.5% of the price or value of the consideration payable under the Lock-Up Bid and 50% of the increase in consideration resulting from another takeover bid or transaction shall be payable by the shareholder if the shareholder fails to deposit or tender voting shares to the Lock-Up Bid.

Certificates and Transferability

Prior to the Separation Time, the Rights will be evidenced by a legend imprinted on certificates for Common Shares issued from and after the effective date (the "Effective Date") of the Agreement (being the later of the date of the Agreement and the receipt by Ember of all regulatory approvals with respect to the Agreement). Rights are also attached to Common Shares outstanding on the Effective Date, although share certificates issued prior to the Effective Date will not bear such a legend. Shareholders are not required to return their certificates in order to have the benefit of the Rights. Prior to the Separation Time, Rights will trade together with the Common Shares and will not be exercisable or transferable separately from the Common Shares. From and after the Separation Time, the Rights will become exercisable, will be evidenced by Rights Certificates and will be transferable separately from the Common Shares.

Permitted Bid Requirements

The requirements of a "Permitted Bid" include the following:

- (a) the takeover bid must be made by means of a takeover bid circular;
- (b) the takeover bid is made to all holders of voting shares as registered on the books of Ember, other than the offeror;
- (c) the takeover bid contains, and the take-up and payment for securities tendered or deposited is subject to, an irrevocable and unqualified provision that no voting shares will be taken up or paid for pursuant to the takeover bid prior to the close of business on the date which is not less than 60 days following the date of the takeover bid and only if at such date more than 50% of the voting shares held by independent shareholders shall have been deposited or tendered pursuant to the takeover bid and not withdrawn;
- (d) the takeover bid contains an irrevocable and unqualified provision that unless the takeover bid is withdrawn, voting shares may be deposited pursuant to such takeover bid at any time during the period of time between the date of the takeover bid and the date on which voting shares may be taken up and paid for and that any voting shares deposited pursuant to the takeover bid may be withdrawn until taken up and paid for; and
- (e) the takeover bid contains an irrevocable and unqualified provision that if, on the date on which voting shares may be taken up and paid for, more than 50% of the voting shares held by independent shareholders shall have been deposited pursuant to the takeover bid

and not withdrawn, the offeror will make a public announcement of that fact and the takeover bid will remain open for deposits and tenders of voting shares for not less than ten business days from the date of such public announcement.

The Plan allows for a competing Permitted Bid (a "Competing Permitted Bid") to be made while a Permitted Bid is in existence. A Competing Permitted Bid must satisfy all of the requirements of a Permitted Bid except that it may expire on the same date as the Permitted Bid, subject to the requirement that it be outstanding for a minimum period of 35 days.

Waiver and Redemption

If a potential offeror does not desire to make a Permitted Bid, it can negotiate with, and obtain the prior approval of, the Board of Directors to make a takeover bid by way of a takeover bid circular sent to all holders of voting shares on terms which the Board of Directors considers fair to all shareholders. In such circumstances, the Board of Directors may waive the application of the Plan thereby allowing such bid to proceed without dilution to the offeror. Any waiver of the application of the Plan in respect of a particular takeover bid shall also constitute a waiver of any other takeover bid which is made by means of a takeover bid circular to all holders of voting shares while the initial takeover bid is outstanding. The Board of Directors may also waive the application of the Plan in respect of a particular Flip-in Event that has occurred through inadvertence, provided that the Acquiring Person that inadvertently triggered such Flip-in Event reduces its beneficial holdings to less than 20% of the outstanding voting shares of Ember within 14 days or such earlier or later date as may be specified by the Board. With the prior consent of the holders of voting shares, the Board of Directors may, prior to the occurrence of a Flip-in Event that would occur by reason of an acquisition of voting shares otherwise than pursuant to the foregoing, waive the application of the Plan to such Flip-in Event.

The Board of Directors may, with the prior consent of the holders of voting shares, at any time prior to the occurrence of a Flip-in Event, elect to redeem all but not less than all of the then outstanding Rights at a redemption price of \$0.00001 per Right. Rights are deemed to be redeemed following completion of a Permitted Bid, a Competing Permitted Bid or a takeover bid in respect of which the Board of Directors has waived the application of the Plan.

Exemptions for Investment Advisors

Investment advisors (for client accounts), trust companies (acting in their capacity as trustees or administrators), statutory bodies whose business includes the management of funds (for employee benefit plans, pension plans, or insurance plans of various public bodies) and administrators or trustees of registered pension plans or funds acquiring greater than 20% of the voting shares are exempted from triggering a Flip-in Event, provided they are not making, either alone or jointly or in concert with any other person, a takeover bid.

Board of Directors

The adoption of the Plan will not in any way lessen or affect the duty of the Board of Directors to act honestly and in good faith with a view to the best interests of Ember. The Board of Directors, when a takeover bid or similar offer is made, will continue to have the duty and power to take such actions and make such recommendations to shareholders as are considered appropriate.

Amendment

Ember may, with the prior approval of shareholders (or the holders of Rights if the Separation Time has occurred), supplement amend, vary or delete any of the provisions of the Agreement. Ember may make

amendments to the Agreement at any time to correct any clerical or typographical error or, subject to confirmation at the next meeting of shareholders, make amendments which are required to maintain the validity of the Agreement due to changes in any applicable legislation, regulations or rules.

DIVIDEND POLICY

Ember has not declared or paid any dividends on the Common Shares since its incorporation. Any decision to pay dividends on the Common Shares will be made by the board of directors of Ember on the basis of Ember's earnings, financial requirements and other conditions existing at such future time.

PRIOR SALES

On June 3, 2005, Ember issued one Common Share at a price of \$1.00 to facilitate its organization.

In connection with the 2005 Arrangement, Ember issued 8,129,252 Common Shares to acquire certain natural gas rights associated with coal from Thunder.

On July 6, 2005, Ember issued 1,243,523 Ember Non-Voting Shares at a price of \$4.83 per Ember Non-Voting Share and 480,000 Ember Performance Shares at a price of \$0.025 per Ember Performance Share for aggregate gross proceeds of \$6 million. Pursuant to the 2005 Arrangement, the outstanding non-voting common shares of Ember were exchanged for Common Shares.

On August 31, 2005, Ember completed a bought deal financing of 2,800,000 Common Shares at a price of \$17.88 per share for gross proceeds of \$50,050,000.

Concurrent with the completion of the Acme Acquisition on March 1, 2007, Ember completed a private placement to a Calgary based private equity firm of 2,264,160 Common Shares at a purchase price of \$6.625 per share. Total proceeds of \$15 million were used to complete the Acme Acquisition, with the balance of \$6.25 million used to expand Ember's capital program for 2007.

On September 5, 2008, Ember issued 26,194,207 Common Shares and paid \$71.768 million cash to acquire all of the issued and outstanding common shares of Cordero pursuant to the Cordero Arrangement.

To partially finance the cash component of the acquisition of Cordero, Ember completed a private placement of 10,731,707 Common Shares at a purchase price of \$5.125 per share for gross and net proceeds of \$55 million.

MARKET FOR COMMON SHARES

The Common Shares of Ember are listed and posted for trading on the TSX under the symbol "EBR". The following table sets forth the reported market price ranges and the trading volumes for the Common Shares for the periods indicated, as reported by the TSX.

Period	Price Range (\$)		Trading Volume
	High	Low	
January 2008	3.50	2.88	612,905
February 2008	4.75	3.25	247,746
March 2008	4.25	3.25	63,809
April 2008	4.63	3.50	805,420
May 2008	5.63	4.43	362,940

Period	Price Range (\$)		Trading Volume
	High	Low	
June 2008	5.63	4.70	442,816
July 2008	4.75	3.30	376,793
August 2008	3.93	3.15	329,464
September 2008 ⁽¹⁾	2.65	1.01	2,886,203
October 2008	1.50	0.60	4,948,707
November 2008	0.81	0.62	2,015,917
December 2008	0.75	0.37	3,517,088
January 2009	0.68	0.42	881,760
February 2009	0.69	0.45	1,406,098
March 1 to 25, 2009	0.57	0.46	938,214

Note:

(1) On September 5, 2008, Ember consolidated its share capital, issuing one Common Share in exchange for each 2.5 shares held.

AUDIT COMMITTEE

Composition of the Audit Committee and Charter

The Audit Committee of the Board of Directors of the Corporation operates under a written charter that sets out its responsibilities and composition requirements. A copy of the charter is attached to this AIF as Appendix "C". The Audit Committee consists of Mr. Dennis Balderston (Chairman), Mr. Paul Beitel and Mr. Donald A. Archibald. All members of the Audit Committee are independent and financially literate (as determined by Multilateral Instrument 52-110, *Audit Committees*). In considering criteria for the determination of financial literacy, the Board of Directors of the Corporation looks at the ability to read and understand financial statements of a publicly traded corporation. The following sets out the education and experience of each director relevant to the performance of his duties as a member of the Audit Committee.

Mr. Balderston is a Chartered Accountant and a retired partner of Ernst & Young LLP, a firm of Chartered Accountants, and his expertise is particularly important in his capacity as Chairman of the Audit Committee. Mr. Balderston holds a Bachelor of Commerce degree and a Chartered Accountant designation.

Mr. Archibald was the Chief Executive Officer and Chairman of Cyries Energy Inc. and has over 20 years experience in the oil and gas industry. Mr. Archibald holds a Bachelor of Commerce degree and a Masters in Business Administration degree.

Mr. Beitel is the Senior Vice-President of ARC Financial Corp. Mr. Beitel has 20 years of experience in the oil and gas industry, having spent the last ten years at ARC Financial Corp. Mr. Beitel holds a Bachelor of Science degree and a Masters in Business Administration degree.

Auditors' Fees

Ernst & Young LLP has served as Ember's auditors since incorporation. Fees paid to Ernst & Young LLP for the year ended December 31, 2008 are detailed below:

	<u>For the year ended December 31, 2008</u>	<u>For the year ended December 31, 2007</u>
Audit	\$100,000	\$55,000
Audit related	\$42,500	\$44,000
Tax	\$2,900	\$73,500
Other	\$89,435 ⁽¹⁾	\$19,000
Total	<u>\$234,835</u>	<u>\$191,500</u>

Note:

(1) Includes \$62,435 in fees incurred in relation to the acquisition of Cordero.

Audit fees were paid for professional services rendered by the auditors for the audit of the Corporation's annual financial statements and the review of interim financial statements. Audit related fees pertain to services rendered in connection with a private placement. All permissible categories of non-audit services to be provided by the external auditor must be pre-approved by the Audit Committee subject to certain statutory exceptions.

CONFLICTS OF INTEREST

Circumstances may arise where members of the board of directors of Ember are directors or officers of corporations which are in competition to the interests of Ember. No assurances can be given that opportunities identified by such board members will be provided to Ember. Pursuant to the ABCA, directors who have an interest in a proposed transaction upon which the board of directors is voting are required to disclose their interests and refrain from voting on the transaction.

RISK FACTORS

An investment in Ember should be considered speculative due to the nature of Ember's activities and the present stage of its development. Investors should carefully consider the following risk factors:

Operational Risks

Natural gas exploration operations are subject to all the risks and hazards typically associated with such operations, including hazards such as fire, explosion, blowouts and cratering, each of which could result in substantial damage to wells, producing facilities, other property and the environment or in personal injury. In accordance with industry practice, Ember will not be fully insured against all of these risks, nor are all such risks insurable. Although Ember will maintain liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, in which event Ember could incur significant costs that could have a materially adverse effect upon its financial condition.

Natural gas exploration and development activities are dependent on the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for such limited equipment or access restrictions may affect the availability of such equipment to Ember and may delay exploration and development activities. To the extent Ember is not the operator of its properties, the Corporation will be dependent on such operators for the timing of activities related to such properties and will be largely unable to direct or control the activities of the operators. The Corporation attempts to mitigate this risk by developing strong relationships with suppliers and contractors.

Coalbed Methane (CBM) Operations

The Horseshoe Canyon trend in Alberta has seen in excess of 14,000 wells drilled since 2001 and currently produces an estimated 700 MMcf/d. The industry drills 1,500 to 2,000 wells per year resulting in a growing production base, as well as a de-risking of the estimated 36 Tcf of resource potential. The Horseshoe Canyon coals cover a trend area in Alberta of about 32,000 sections, or about 20 million acres (Resource potential and area extent based on Canadian Energy Research Institute & Canadian Society for Unconventional Gas Study dated November 2006). Technologies used to exploit this resource continue to improve, while total costs have declined over this time. In 2009, the Alberta government further enhanced the economics of this play with a reduction in royalties for low productivity wells, typical of Horseshoe Canyon producers. Operators, including Ember, estimate the breakeven cost for a typical Horseshoe Canyon well at \$3/Mcf to \$4/Mcf which includes both capital and operating costs, making it one of the lowest cost natural gas plays in North America.

Over the past two years Ember has made significant strides in solidifying its strategy as a major Horseshoe Canyon player:

- In 2007, Ember acquired its Acme property for \$8.75 million and has since put in place the necessary infrastructure and drilled 75 CBM wells (65 net) resulting in a year end 3P reserve booking of 54 Bcf with current production of 5.2 MMcf/d.
- On September 5, 2008 Ember acquired Cordero for \$253 million adding 104 Bcf of 3P reserves and production of 20 MMcf/d. Ninety three percent of the Cordero asset base is concentrated on the Horseshoe Canyon trend in the Bashaw area.

Ember is now ranked among the top five operators currently developing this significant resource play, which has been dominated by major North American independents. With in excess of 400 drilling locations in inventory and an operational footprint over 161,000 gross acres, Ember is positioned to significantly increase its producing asset base well into the future.

Ember's business is subject to all of the operating risks associated with drilling for and producing natural gas, including fires, explosions, blow-outs and surface cratering, uncontrollable flows of underground natural gas, formation water, natural disasters, pipe or cement failures, casing collapses, embedded oilfield drilling and service tools, abnormally pressured formations and environmental hazards, such as natural gas leaks, pipeline ruptures and discharges of toxic gases. As Ember has in excess of 450 producing wells, the effect of a catastrophic event at a single well facility would be minimal when considering Ember's total asset base.

In addition, the exploration for, and production of CBM, differs from conventional oil and gas and can pose additional operating risks.

CBM can require higher capital commitments than similar depth conventional gas developments due to such factors as the type of drilling and completion techniques required, which can entail the complexity of development of multiple coal seams. In some instances, more wells per section are required to effectively develop the resource in place. Lower wellhead pressures are typical with CBM production which can require additional compression or larger flow lines.

As CBM is relatively new in Canada, there is additional regulatory complexity. This includes testing requirement imposed by regulators for offset water wells, collection of core and pressure data from drilling and production operations. With the recent introduction of CBM development in Canada, operators drilling or producing CBM wells are subject to public scrutiny. Any problems experienced by

other operators might adversely impact Ember, through additional regulations or greater difficulty in acquiring leases, permits or regulatory approvals.

In addition, Ember could incur substantial losses as a result of loss of life, severe damage to and destruction of property, natural resources and equipment, pollution and other environmental damage, clean-up responsibilities, regulatory investigation and penalties, suspension of the Corporation's operations and repairs to resume operations.

Industry and Environmental Matters

The petroleum industry is competitive in all its phases. Ember will compete with numerous other participants in the search for and the acquisition of natural gas properties and in the marketing of natural gas. Its competitors will include companies which have greater financial resources, staff and facilities than those of Ember. Ember's ability to increase reserves in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable producing properties or prospects for exploratory drilling.

The marketability of natural gas acquired or discovered will be affected by numerous factors beyond the control of Ember. These factors include reservoir characteristics, market fluctuations, the proximity and capacity of natural gas pipelines and processing equipment and government regulation. Natural gas operations (exploration, production, pricing, marketing and transportation) are subject to extensive controls and regulations imposed by various levels of government which may be amended from time to time. Ember's natural gas operations may also be subject to compliance with federal and provincial environmental regulations which restricts or prohibit releases or emissions of various substances including greenhouse gases.

Volatility of Gas Prices and Markets

Natural gas prices are volatile and are subject to fluctuation. Any material decline in prices could result in a reduction of Ember's net production revenue. The economics of producing from some wells may change as a result of lower prices, which could result in a reduction in the volumes of Ember's reserves. Ember might also elect not to produce from certain wells at lower prices. All of these factors could result in a material decrease in Ember's net production revenue causing a reduction in its acquisition and development activities. In addition, bank borrowings available to Ember will in part be determined by the Corporation's borrowing base. A sustained material decline in prices from historical average prices could further reduce such borrowing base, therefore reducing the bank credit available and could require that a portion of its bank debt be repaid.

From time to time Ember may enter into agreements to receive fixed prices on its natural gas production to offset the risk of revenue losses if commodity prices decline; however, if commodity prices increase beyond the levels set in such agreements, Ember will not benefit from such increases.

Technology Risk

Ember relies on information technology to manage its day to day operations and perform reporting obligations including the preparation of financial statements, reporting to joint partners, and various governments in relation to payment of royalties and taxes. While the Corporation takes precautions to safeguard data, there is a risk that information systems could be corrupted or fail resulting in damage and cost to the Corporation.

Permits and Licenses

The operations of Ember may require licenses and permits from various governmental authorities. There can be no assurance that Ember will be able to obtain all necessary licenses and permits that may be required to carry out exploration and development at its projects in a timely manner or at all.

Foreign Currency Exposure

From time to time Ember may enter into agreements to fix the exchange rate of Canadian to United States dollars in order to offset the risk of revenue losses if the Canadian dollar increases in value compared to the United States dollar or the risk of increased repayments on United States dollar denominated debt if the Canadian dollar declines in value compared to the United States dollar.

Title to Properties

Although title reviews will be done according to industry standards prior to the purchase of most natural gas producing properties or the commencement of drilling wells as determined appropriate by management, such reviews do not guarantee or certify that an unforeseen defect in the chain of title will not arise to defeat a claim of Ember which could result in a reduction of the revenue received by the Corporation.

Reserve Estimates

There are numerous uncertainties inherent in estimating quantities of reserves and cash flows to be derived therefrom, including many factors beyond the control of Ember. The reserve and cash flow information set forth herein represent estimates only. These evaluations include a number of assumptions relating to factors such as initial production rates, production decline rates, ultimate recovery of reserves, timing and amount of capital expenditures, marketability of production, future prices of oil and natural gas, operating costs and royalties and other government levies that may be imposed over the producing life of the reserves. These assumptions were based on price forecasts in use at the date the relevant evaluations were prepared and many of these assumptions are subject to change and are beyond the control of Ember. Actual production and cash flows derived therefrom will vary from these evaluations, and such variations could be material. These evaluations are based in part on the assumed success of exploitation activities intended to be undertaken in future years. The reserves and estimated cash flows to be derived therefrom contained in such evaluations will be reduced to the extent that such exploitation activities do not achieve the level of success assumed in the evaluations.

Reserve Replacement

Ember's future natural gas reserves, production, and cash flows to be derived therefrom are highly dependent on successfully acquiring or discovering new reserves. Without the continual addition of new reserves, any existing reserves Ember may have at any particular time and the production therefrom will decline over time as such existing reserves are exploited. A future increase in reserves will depend on Ember's ability to develop any properties it may have from time to time, and on its ability to select and acquire suitable producing properties or prospects. There can be no assurance that Ember's future exploration and development efforts will result in the discovery and development of additional commercial accumulations of natural gas.

To mitigate this risk, Ember has assembled a team of experienced technical professionals who have expertise in operating and exploring areas which the Corporation has identified as being the most prospective for increasing Ember's reserves on an economic basis.

Substantial Capital Requirements

Ember may have to make substantial capital expenditures for the acquisition, exploration, development and production of natural gas reserves in the future. If revenues or reserves decline, Ember may have limited ability to expend the capital necessary to undertake or complete future drilling programs. There can be no assurance that debt or equity financing or cash generated by operations will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Corporation. Moreover, future activities may require Ember to alter its capitalization significantly. The inability of the Corporation to access sufficient capital for its operations could have a material adverse effect on its financial condition, results of operations or prospects.

Issuance of Debt

From time to time Ember may enter into transactions to acquire assets or shares of other corporations. These transactions may be financed partially or wholly through debt, which may increase debt levels above industry standards. Ember may also incur debt for general corporate purposes. Ember's articles and by-laws do not limit the amount of indebtedness it may incur. The level of Ember's indebtedness from time to time could impair its ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

Environmental Regulation

Canada has ratified the Kyoto Protocol which calls for Canada to reduce its emissions of greenhouse gases (collectively, "GHGs") to 6 percent below 1990 "business as usual" levels between 2008 and 2012. On April 26, 2007, the Canadian Federal Government announced a Regulatory Framework for Air Emissions and Other Measures to Reduce Air Emissions (the "Framework"). The Framework proposed new requirements governing the emission of GHGs and other industrial air pollutants in accordance with the Canadian Federal Government's Notice of Intent to Develop and Implement Regulations and Other Measures to Reduce Air Emissions released on October 19, 2006. On March 10, 2008, the Canadian Federal Government further elaborated on the regulatory framework in *Turning the Corner: Taking Action to Fight Climate Change* ("Turning the Corner"). Turning the Corner sets a target of a 20 percent reduction in GHG emissions from 2006 levels by 2020 and a 60 to 70 percent reduction from 2006 levels by 2050. The reductions will be achieved by regulating specified industrial sectors including the oil and gas sector. The upstream oil and gas sector will be required to reduce GHG emissions intensity by 18 percent from 2006 levels by 2010 and by an additional 2 percent annually after 2010 for existing facilities and for new facilities (built between 2004 and 2011) reduce GHG emissions 2 percent from the third year intensity levels for the new facility. Such requirements apply to companies that produce at least 10,000 boe/day and facilities that emit at least 3,000 tonnes of carbon dioxide. It is contemplated that new regulations will take effect January 1, 2010. Draft regulations were expected to be available for public comment in the Fall of 2008 but are now expected in mid 2009.

The proposed compliance mechanisms include an emissions credit trading system for GHGs and certain industrial air pollutants, and several options for companies to choose among to meet GHG emission intensity reduction targets and encourage the development of new emission reduction technologies, including the option of making payments into a technology fund, an emissions and offset trading system, limited credits for emission reductions created between 1992 and 2006, and international emission credits under the clean development mechanism under the Kyoto Protocol for up to 10 percent of each firm's regulatory obligation.

The Government of Alberta passed the *Climate Change and Emissions Management Amendment Act* and the *Specified Gas Emitters Regulation* which came into effect on July 1, 2007 and require that facilities

that emit more than 100,000 tonnes of carbon dioxide equivalent annually to reduce their emission intensity by 12 percent. These obligations may be met through actual reductions in GHG emissions, the purchase of emission reduction or offset credits, or contributions to the Climate Change and Emissions Management Fund. On January 24, 2008, the Government of Alberta released its 2008 Climate Change Strategy. The goal of the strategy is to reduce GHG emissions in Alberta by 50 percent or 200 megatonnes below business as usual levels by 2050. Reductions in GHG emissions from energy production will account for 37 megatonnes or 18 percent of the proposed reductions. The Government of Alberta proposes to use funds from the provincial technology fund to support the testing, demonstration and implementation of new technologies to reduce GHG emissions from energy production.

GHG and industrial air pollutant emission reduction targets and emission intensity targets, or emission reduction requirements in future regulatory approvals, may require the reduction of emissions or emissions intensity from Ember's operations and facilities. The reductions may not be technically or economically feasible for Ember and the failure to meet such emission reduction requirements may materially adversely affect the Ember's business and result in fines, penalties and the suspension of operations. As well, equipment from suppliers which can meet future emission standards may not be available on an economic basis and other methods of reducing emissions or emission intensity to required levels in the future may significantly increase operating costs or reduce output. There is a risk that the federal and/or provincial governments could pass legislation which would tax such emissions or require, directly or indirectly, reductions in such emissions or emission intensity produced by energy industry participants for which Ember may be unable to mitigate. Mitigation of the risk of future legislative or regulatory limits on the emission of GHGs may include the acquisition of emission reduction or off-set credits from third parties. However, emission reduction or off set-credits may not be available for acquisition by Ember or may not be available on an economic basis and may not be recognized or qualify under future legislative or regulatory regimes as mitigation for the emission of GHGs by Ember.

Abandonment and Reclamation Costs

Ember will be responsible for compliance with terms and conditions of environmental and regulatory approvals and all laws and regulations regarding abandonment and reclamation in respect of its properties, which abandonment and reclamation costs may be substantial. A breach of such legislation or regulations may result in the imposition of fines and penalties, including an order for cessation of operations at the site until satisfactory remedies are made.

Aboriginal Claims

Aboriginal peoples have claimed aboriginal title and rights to resources and various properties in western Canada. Such claims, in relation to any of Ember's lands, if successful, could have an adverse effect on its operations.

Corporate Matters

To date, Ember has not paid any dividends on its outstanding Common Shares. Certain of the directors and officers of Ember are also directors and officers of other oil and gas companies involved in natural resource exploration and development, and conflicts of interest may arise between their duties as officers and directors of Ember, as the case may be, and as officers and directors of such other companies.

Possible Failure to Realize Anticipated Benefits of Acquisitions

Ember may complete acquisitions to strengthen its position in the natural gas industry and to create the opportunity to realize certain benefits including, among other things, potential cost savings. Achieving the benefits of any future acquisitions depends, in part, on successfully consolidating functions and

integrating operations, procedures and personnel in a timely and efficient manner, as well as Ember's ability to realize the anticipated growth opportunities and synergies from combining the acquired businesses and operations with its own. The integration of acquired businesses requires the dedication of substantial management effort, time and resources which may divert management's focus and resources from other strategic opportunities and from operational matters during this process. The integration process may result in the loss of key employees and the disruption of ongoing business, customer and employee relationships that may adversely affect Ember's ability to achieve the anticipated benefits of these and future acquisitions.

Reliance on Key Personnel

The success of Ember is largely dependent upon the performance of its management and key employees. Ember does not have any key man insurance policies and, therefore, there is a risk that the death or departure of any member of management or any key employee could have a material adverse affect on the Corporation. In addition, the competition for qualified personnel in the oil and natural gas industry is intense and there can be no assurance that the Corporation will be able to continue to attract and retain all personnel necessary for the development and operation of the business. Investors must rely upon the ability, expertise, judgment, discretion, integrity and good faith of Ember's management.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada and the United States have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered to be development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It is likely that the market price for the Common Shares will be subject to market trends generally, notwithstanding the financial and operational performance of the Corporation.

INDUSTRY CONDITIONS

Canadian Government Regulation

The oil and natural gas industry is subject to extensive controls and regulations, imposed by various levels of government. Outlined below are some of the more significant aspects of the relevant legislation and regulations. It is not expected that any of such controls and regulations will affect the operations of Ember in a manner materially different than they will affect other oil and gas companies of similar size.

Pricing and Marketing - Oil, Natural Gas and Associated Products

The price of natural gas and associated products sold in intra-provincial and inter-provincial trade is determined by negotiation between buyers and sellers and are generally sold at market index based prices. These indices are generated at various sales points depending on the commodity and are reflective of the current value of the commodity adjusted for quality and locational differentials. While these indices tend to track industry reference prices (ie. price of West Texas Intermediate crude oil at Cushing, Oklahoma or price of natural gas at Henry Hub, Louisiana), some variances can occur due to specific supply-demand imbalances. These differentials can change on a monthly or daily basis depending on the supply-demand fundamental at each location as well as other non-related changes such as the value of the Canadian dollar and the cost of transporting the commodity to the pricing point of the particular index.

The North American Free Trade Agreement

The North American Free Trade Agreement ("NAFTA") among the governments of Canada, United States of America and Mexico became effective on January 1, 1994. NAFTA carries forward most of the material energy terms that are contained in the Canada and United States Free Trade Agreement. Canada continues to remain free to determine whether exports of energy resources to the United States or Mexico will be allowed, provided that any export restrictions do not: (i) reduce the proportion of energy resources exported relative to domestic use (based upon the proportion prevailing in the most recent 36 month period); (ii) impose an export price higher than the domestic price; or (iii) disrupt normal channels of supply. All three countries are prohibited from imposing minimum export or import price requirements.

NAFTA contemplates the reduction of Mexican restrictive trade practices in the energy sector and prohibits discriminatory border restrictions and export taxes. The agreement also contemplates clearer disciplines on regulators to ensure fair implementation of any regulatory changes and to minimize disruption of contractual arrangements, which is important for Canadian natural gas exports.

Land Tenure

Crude oil and natural gas located in Western Canada is owned predominantly by the respective provincial governments. Provincial governments grant rights to explore for and produce oil and natural gas pursuant to leases, licenses and permits for varying terms from two years and on conditions set forth in provincial, legislation including requirements to perform specific work or make payments. Oil and natural gas located in such provinces can also be privately owned and rights to explore for and produce such oil and natural gas on freehold lands are granted by lease on such terms and conditions as may be negotiated.

Provincial Royalties and Incentives

In addition to federal regulation, each province has legislation and regulations which govern land tenure, royalties, production rates, environmental protection and other matters. The royalty regime is a significant factor in the profitability of crude oil, natural gas liquids, sulphur and natural gas production. Royalties payable on production from lands other than Crown lands are determined by negotiations between the mineral owner and the lessee, although production from such lands is subject to certain provincial taxes and royalties. Crown royalties are determined by governmental regulation and are generally calculated as a percentage of the value of the gross production. The rate of royalties payable generally depends in part on prescribed reference prices, well productivity, geographical location, field discovery date and the type or quality of the petroleum product produced.

From time to time the governments of Canada and Alberta have established incentive programs for exploration and development. Such programs often provide for royalty rate reductions, royalty holidays and tax credits, and are generally introduced when commodity prices are low. The programs are designed to encourage exploration and development activity by improving earnings and cash flow within the industry.

The Government of Alberta receives royalties on the production of natural resources from lands in which it owns the mineral rights. Royalties payable pursuant to petroleum and natural gas leases with the Government of Alberta are *ad valorem* royalties, assessed on a sliding scale where the rate changes depending on oil or natural gas prices and the level of production. On October 25, 2007, the Government of Alberta unveiled a new royalty regime which introduced new royalties for conventional oil, natural gas and bitumen effective January 1, 2009.

Under the new royalty regime, royalties payable to the Crown in right of the Province of Alberta (the "Crown") for conventional oil are determined based upon a sliding rate formula containing elements that

account for oil price and well production. Royalty rates for conventional oil range up to 50 percent, with rate caps once the price of conventional oil reaches \$120/bbl.

Under the new royalty regime, natural gas royalties are determined based upon a sliding rate formula sensitive to price and well production, though a form of deep gas royalty holiday has been retained and lower royalty rates apply for wells with less productivity. Royalty rates for natural gas range from five percent to 50 percent with rate caps once the price of natural gas reaches \$16.59 per gigajoule. Royalties for natural gas liquids are set at 40 percent for pentanes and 30 percent for butanes and propane.

In connection with the new royalty regime, the Alberta Department of Energy also announced its intent to implement a shallow rights reversion program. If this program receives legislative approval, it is proposed that, beginning in 2011, geological zones above the shallowest productive zone of lands subject to a Crown lease would revert to the Crown in Alberta at the expiry of the primary term of the lease or, in the case of Crown leases already past their primary term, after notice thereof to the lessee.

In November, 2008, the Government of Alberta announced an optional five year transitional royalty program which would provide companies drilling new conventional oil and gas wells, which are commenced between November 19, 2008 and December 31, 2013 and drilled to depths of between 1,000 to 3,500 metres, with a one-time option to elect transitional royalty rates over the rates applicable pursuant to the new royalty regime. All wells drilled for which transitional rates are elected will revert to the new royalty regime effective January 1, 2014.

On March 3, 2009, the Government of Alberta announced an energy incentive program to encourage activity in the conventional oil and gas sector in Alberta. The program includes provisions for a drilling royalty credit of \$200 per meter drilled on new conventional oil and natural gas wells on Crown lands that are spud and on which drilling is finished between April 1, 2009 and before April 1, 2010. The incentive program also provides for a maximum royalty rate of five (5) percent applicable for 12 calendar months or 50,000 barrels or 500 MMcf of production, whichever is reached first, applicable to new wells on Crown lands that begin producing conventional oil and natural gas between April 1, 2009 and March 31, 2010.

Environmental Regulation

The oil and natural gas industry is subject to environmental regulation pursuant to a variety of international conventions and Canadian federal, provincial and municipal laws, regulations, and guidelines. Such regulation provides for restrictions and prohibitions on the release or emissions of various substances produced in association with certain oil and gas industry operations. In addition, such regulation requires that well and facility sites be abandoned and reclaimed to the satisfaction of provincial authorities. Compliance with such regulation can require significant expenditures and a breach of such requirements may result in suspension or revocation of necessary licenses and authorizations, civil liability for pollution damage and the imposition of material fines and penalties.

The primary environmental legislation in Alberta is the *Environmental Protection and Enhancement Act* which regulates emissions and releases of substances, hazardous substances, remediation and reclamation of lands, waste management and environmental reporting. The diversion of non-saline water, including the dewatering of CBM wells, requires a licence and is regulated pursuant to the *Water Act*. CBM wells are also regulated under the *Oil and Gas Conservation Act*, regulations under that *Act* and directives of the Energy Resources Conservation Board, including requirements for baseline water well testing for CBM wells and requirements for reclamation and abandonment of wells.

Ember is committed to meeting its responsibilities to protect the environment wherever it operates and anticipates making increased expenditures of both a capital and an expense nature as a result of the

increasingly stringent laws relating to the protection of the environment and will be taking such steps as required to ensure compliance with federal and Alberta environmental legislation and similar legislation in other jurisdictions in which it operates. Ember believes that it is reasonably likely that the trend towards stricter standards in environmental legislation and regulation will continue.

Ember's exploration and production facilities and other operations and activities emit a small amount of GHGs which may subject Ember to legislation regulating emissions of GHGs. The Government of Canada has proposed legislation which would set GHGs reduction requirements for various industrial sectors, including oil and gas exploration. The Government of Alberta has enacted legislation which mandates GHG reductions for various facilities within Alberta. Future Canadian federal legislation, together with future provincial emission reduction requirements, may require the reduction of emissions or emissions intensity from Ember's operations and facilities. The direct and indirect costs of complying with these emissions regulations may adversely affect the business of Ember. See "Risk Factors - Environmental Regulation".

LEGAL AND REGULATORY PROCEEDINGS

There are currently no outstanding legal or regulatory proceedings in which Ember is involved that are outside the ordinary course of business or that Ember would anticipate would result in a material adverse impact to Ember, its financial condition or its results of operations.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, officer or principal shareholder of Ember, nor any affiliate or associate of such a person, has or has had any material interest in any transaction or any proposed transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expect to materially affect Ember.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Ernst & Young LLP, Chartered Accountants, Suite 1000, 440 – 2nd Avenue S.W., Calgary, Alberta, T2P 5E9.

The transfer agent and registrar for Common Shares is Olympia Trust Company at its office in Calgary, Alberta and of its agent in Toronto, Ontario.

MATERIAL CONTRACTS

The long term processing agreement between Ember and AltaGas as more particularly described under the heading "Statement of Reserves Data and Other Oil and Gas Information - Principal Properties" and as amended on March 20, 2008 may be considered material to Ember.

INTERESTS OF EXPERTS

Reserve estimates contained in this Annual Information Form have been prepared by McDaniel & Associates Consultants Ltd. As at December 31, 2008, the effective date of those estimates, and as at the date of this Annual Information Form, the principals, directors, officers and associates of McDaniel & Associates Consultants Ltd., as a group, owned, directly or indirectly, less than 1% of the outstanding Common Shares.

The auditors of the Corporation, Ernst & Young LLP, are independent with respect to the Corporation, in accordance with the Rules of Professional Conduct of the Institute of Chartered Accountants of Alberta.

ADDITIONAL INFORMATION

Additional information, including information as to directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans, if applicable, is contained in the Proxy Statement and Information Circular of the Corporation prepared in connection with the most recent annual meeting of shareholders of the Corporation that involved the election of directors. Additional financial information is provided in the Corporation's financial statements and management discussion and analysis for the year ended December 31, 2008, which are contained in the Annual Report of the Corporation for the year ended December 31, 2008.

Copies of this Annual Information Form, the Corporation's Annual Report, any interim financial statements of the Corporation subsequent to those statements contained in the Annual Report, the Corporation's Proxy Statement and Information Circular and other additional information relating to the Corporation are available on SEDAR at www.sedar.com.

APPENDIX "A"

REPORT ON RESERVES DATA BY INDEPENDENT QUALIFIED RESERVES EVALUATOR OR AUDITOR

Terms to which a meaning is ascribed in National Instrument 51-101 have the same meaning herein.

To the Board of Directors of Ember Resources Inc. (the "Corporation"):

1. We have evaluated the Corporation's reserves data as at December 31, 2008. The reserves data are estimates of proved, probable and possible reserves and related future net revenue as at December 31, 2008, estimated using forecast prices and costs.
2. The reserves data are the responsibility of the Corporation's management. Our responsibility is to express an opinion on the reserves data based on our evaluation.

We carried out our evaluation in accordance with standards set out in the Canadian Oil and Gas Evaluation Handbook (the "COGE Handbook") prepared jointly by the Society of Petroleum Evaluation Engineers (Calgary Chapter) and the Canadian Institute of Mining, Metallurgy & Petroleum (Petroleum Society).

3. Those standards require that we plan and perform an evaluation to obtain reasonable assurance as to whether the reserves data are free of material misstatement. An evaluation also includes assessing whether the reserves data are in accordance with principles and definitions in the COGE Handbook.
4. The following table sets forth the estimated future net revenue (before deduction of income taxes) attributed to proved plus probable reserves, estimated using forecast prices and costs and calculated using a discount rate of 10 percent, included in the reserves data of the Corporation evaluated by us for the year ended December 31, 2008, and identifies the respective portions thereof that we have audited, evaluated and reviewed and reported on to the Corporation's management and Board of Directors.

Independent Qualified Reserves Evaluator or Auditor	Description and Preparation Date of Evaluation Report	Location of Reserves (Country)	Net Present Value of Future Net Revenue (10% discount rate)			
			Audited (MM\$)	Evaluated (MM\$)	Reviewed (MM\$)	Total (MM\$)
McDaniel & Associates Consultants Ltd.	Evaluation of the P&NG Reserves of Ember Resources, as of December 31, 2008, prepared November 2008 to February 2009	Canada	Nil	384.9	Nil	384.9
Sproule Associates Limited	(as above)	Canada	Nil	17.9		17.9
Total			Nil	402.8	Nil	402.8

5. In our opinion, the reserves data respectively evaluated by us have, in all material respects, been determined and are in accordance with the COGE Handbook.

6. We have no responsibility to update our reports referred to in paragraph 4 for events and circumstances occurring after their preparation dates.
7. Because the reserves data are based on judgements regarding future events, actual results will vary and the variations may be material. However, any variations should be consistent with the fact that reserves are categorized according to the probability of their recovery.

Executed as to our report referred to above:

McDaniel & Associates Consultants Ltd.
Calgary, AB, Canada
March 13, 2009

"original signed"

Chris Kowalski, P. Eng.
Vice President

Sproule Associates Limited
Calgary, AB, Canada
March 13, 2009

"original signed"

R. Keith Macleod, P. Eng.
President

APPENDIX "B"

REPORT ON RESERVES DATA BY MANAGEMENT

Terms to which a meaning is ascribed in National Instrument 51-101 have the same meaning herein.

Management of Ember Resources Inc. (the "Corporation") are responsible for the preparation and disclosure of information with respect to the Corporation's oil and gas activities in accordance with securities regulatory requirements. This information includes reserves data which are estimates of proved, probable and possible reserves and related future net revenue as at December 31, 2008, estimated using forecast prices and costs.

Independent qualified reserves evaluators have evaluated and reviewed the Corporation's reserves data. The report of the independent qualified reserves evaluators is presented in Appendix "A" to the Annual Information Form of Ember Resources Inc. effective as at December 31, 2008.

The Reserves Committee of the Board of Directors of the Corporation has:

- (a) reviewed the Corporation's procedures for providing information to the independent qualified reserves evaluators;
- (b) met with the independent qualified reserves evaluators to determine whether any restrictions affected the ability of the independent qualified reserves evaluators to report without reservation; and
- (c) reviewed the reserves data with management and the independent qualified reserves evaluators.

The Reserves Committee of the Board of Directors has reviewed the Corporation's procedures for assembling and reporting other information associated with oil and gas activities and has reviewed that information with management. The Board of Directors has, on the recommendation of the Reserves Committee approved:

- (a) the content and filing with securities regulatory authorities of Form 51-101F1 containing reserves data and other oil and gas information;
- (b) the filing of Form 51-101F2 which is the report of the independent qualified reserves evaluators on the reserves data; and
- (c) the content and filing of this report.

Because the reserves data are based on judgements regarding future events, actual results will vary and the variations may be material. However, any variations should be consistent with the fact that reserves are categorized according to the probability of their recovery.

"Douglas A. Dafoe"

Douglas A. Dafoe, President and
Chief Executive Officer

"Terence S. Meek"

Terence S. Meek, Executive Vice President and
Chief Operating Officer

"Donald J. Nelson "

Donald J. Nelson, Director

"Steven J. Pully "

Steven J. Pully, Director

Dated March 13, 2009

APPENDIX "C"

AUDIT COMMITTEE CHARTER

EMBER RESOURCES INC.

Policy Statement

It is the policy of Ember Resources Inc. (the "Corporation") to establish and maintain an Audit Committee, composed entirely of independent directors, to assist the Board of Directors (the "Board") in carrying out their oversight responsibility for the Corporation's audit process (internal and external), internal controls, financial reporting and risk management processes. The Audit Committee will be provided with resources commensurate with the duties and responsibilities assigned to it by the Board including administrative support. If determined necessary by the Audit Committee, it will have the discretion to institute investigations of improprieties, or suspected improprieties within the scope of its responsibilities, including the standing authority to retain special counsel or experts.

Composition of the Committee

1. The Audit Committee shall consist of at least three directors. The Board shall appoint the members of the Audit Committee and may seek the advice and assistance of the Compensation Committee in identifying qualified candidates. The Board shall appoint one member of the Audit Committee to be the Chair of the Audit Committee.
2. Each director appointed to the Audit Committee by the Board must be independent. A director is independent if the director has no direct or indirect material relationship with the Corporation. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of the director's independent judgment. In determining whether a director is independent of management, the Board shall make reference to the then current legislation, rules, policies and instruments of applicable regulatory authorities.
3. Each member of the Audit Committee shall be "financially literate". In order to be financially literate, a director must be, at a minimum, able to read and understand financial statements that present a breadth and complexity of accounting issues generally comparable to the breadth and complexity of issues expected to be raised by the Corporation's financial statements.
4. A director appointed by the Board to the Audit Committee shall be a member of the Audit Committee until replaced by the Board or until his or her resignation.

Meetings of the Committee

1. The Audit Committee shall convene a minimum of four times each year at such times and places as may be designated by the Chair of the Audit Committee and whenever a meeting is requested by the Board, a member of the Audit Committee, the auditors, or a senior officer of the Corporation. Meetings of the Audit Committee shall correspond with the review of the quarterly financial statements. Such period reviews of the financial statements shall also include management's discussion and analysis of the results of the Corporation in the respective period and any related disclosure material such as press releases, business acquisition reports, required certificates from management regarding accuracy and completeness of disclosure of financial information and internal financial control systems and any applicable report of the external auditor on such certificates.

2. Notice of each meeting of the Audit Committee shall be given to each member of the Audit Committee and to the auditors, who shall be entitled to attend each meeting of the Audit Committee and shall attend whenever requested to do so by a member of the Audit Committee.
3. The agenda for meetings of the Audit Committee shall be approved in advance by the Chair of the Audit Committee. Notice of a meeting of the Audit Committee shall:
 - (a) be in writing;
 - (b) state the nature of the business to be transacted at the meeting in reasonable detail;
 - (c) to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
 - (d) be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Audit Committee may permit.
4. A quorum for the transaction of business at a meeting of the Audit Committee shall consist of a majority of the members of the Audit Committee. However, it shall be the practice of the Audit Committee to require review, and, if necessary, approval of certain important matters by all members of the Audit Committee.
5. A member or members of the Audit Committee may participate in a meeting of the Audit Committee by means of such telephonic, electronic or other communication facilities, as permits all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
6. In the absence of the Chair of the Audit Committee, the members of the Audit Committee shall choose one of the members present to be Chair of the meeting. In addition, the members of the Audit Committee shall choose one of the persons present to be the Secretary of the meeting.
7. The Chairman of the Board, senior management of the Corporation and other parties may be invited to attend meetings of the Audit Committee; however the Audit Committee (i) shall meet with the external auditors independent of management as necessary, in the sole discretion of the Committee, but in any event, not less than quarterly; and (ii) should meet separately with management; and (iii) may meet separately as a committee.
8. Minutes shall be kept of all meetings of the Audit Committee and shall be signed by the Chair and the Secretary of the meeting and shall be available to all members of the Audit Committee.

Duties and Responsibilities of the Committee

1. The Audit Committee's primary duties and responsibilities are to:
 - (a) review with management the identification and monitoring by management of the principal risks that could impact the financial reporting of the Corporation;
 - (b) monitor the integrity of the Corporation's financial reporting process and system of internal controls regarding financial reporting and accounting compliance;

- (c) monitor the independence and performance of the Corporation's external auditors. The Corporation's external auditors are ultimately accountable to the Audit Committee and the Board and the external auditors shall report directly to the Audit Committee;
 - (d) deal directly with the external auditors to approve external audit plans, other (non-audit) services (if any) and fees;
 - (e) directly oversee the external audit process and results and resolve any disagreements between management and the external auditor regarding financial reporting;
 - (f) provide an avenue of communication among the external auditors, management and the Board; and
 - (g) ensure that an effective "whistle blowing" procedure exists to permit stakeholders to express any concerns regarding accounting or financial matters to an appropriately independent individual.
2. The Audit Committee shall have the authority to:
- (a) inspect any and all of the books and records of the Corporation, its subsidiaries and affiliates;
 - (b) discuss with the management and senior staff of the Corporation, its subsidiaries and affiliates, any affected party and the external auditors, such accounts, records and other matters as any member of the Audit Committee considers necessary and appropriate;
 - (c) engage independent counsel and other advisors as it determines necessary to carry out its duties and approve the engagement letter for audit services to be provided by the external auditors or affiliates, together with estimated fees; and
 - (d) to set and pay the compensation for any advisors employed by the Audit Committee.
3. The Audit Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.
4. The Audit Committee shall:
- (a) evaluate the independence and performance of the external auditors and annually recommend to the Board the appointment of the external auditor and the compensation of the external auditors;
 - (b) consider the recommendations of management in respect of the appointment of the external auditors;
 - (c) review the audit plan with the Corporation's external auditors and with management;
 - (d) discuss with management and the external auditors any proposed changes in major accounting policies or principles, the presentation and impact of significant risks and uncertainties and key estimates and judgments of management that may be material to financial reporting;

- (e) review with management and with the external auditors significant financial reporting issues arising during the most recent fiscal period and the resolution or proposed resolution of such issues;
- (f) review and resolve any problems experienced or concerns expressed by the external auditors in performing an audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
- (g) review with senior management the process of identifying, monitoring and reporting the principal risks affecting financial reporting;
- (h) consider and review with management, the internal control memorandum or management letter containing the recommendations of the external auditors and management's response, if any, including an evaluation of the adequacy and effectiveness of the internal financial controls of the Corporation and subsequent follow-up to any identified weaknesses;
- (i) review, and if appropriate, recommend for approval by the Board, the audited annual financial statements, management discussion and analysis and related documents in conjunction with the report of the external auditors. In conjunction with the review of the year end audited financial statements, or as circumstances require, the Audit Committee shall review the year end oil and gas reserves report of the Corporation, as prepared by the Corporation's independent reserves evaluator;
- (j) review the quarterly unaudited financial statements, management's discussion and analysis and related documents, including the quarterly review report as prepared by the external auditors and, if appropriate, recommend for approval by the Board, the quarterly unaudited financial statements, management's discussion and analysis and related documents;
- (k) before release, review and, if appropriate, recommend for consideration and approval by the Board, all public disclosure documents containing audited or unaudited financial information, including annual and quarterly financial statements, management discussion and analysis, annual reports, annual information forms and press releases;
- (l) oversee any of the financial affairs of the Corporation, its subsidiaries and affiliates, and, if deemed appropriate, make recommendations to the Board, external auditors or management;
- (m) pre-approve all non-audit services to be provided to the Corporation, its subsidiaries and affiliates by the external auditors;
- (n) approve the engagement letter for non-audit services to be provided by the external auditors or affiliates, together with estimated fees, and considering the potential impact of such services on the independence of the external auditors;
- (o) when there is to be a change of external auditors, review all issues and provide documentation related to the change, including the information to be included in the Change of Auditors Notice and documentation required pursuant to National Instrument 51-102 (or any successor legislation) and the planned steps for an orderly transition period;

- (p) review all reportable events, including disagreements, unresolved issues and consultations, as defined by applicable securities laws, on a routine basis, whether or not there is to be a change of external auditors;
 - (q) review with management at least annually, the financing strategy and plans of the Corporation; and
 - (r) receive reports and certificates from management with respect to compliance with financial, regulatory, taxation and continuous disclosure requirements.
5. The Audit Committee shall review the amount and terms of any insurance to be obtained or maintained by the Corporation with respect to risks inherent in its operations and potential liabilities incurred by the directors or officers in the discharge of their duties and responsibilities.
 6. The Audit Committee shall approve the appointments of the Chief Financial Officer and any key financial managers who are involved in the financial reporting process.
 7. The Audit Committee shall enquire into and determine the appropriate resolution of any conflict of interest in respect of audit or financial matters, which are directed to the Audit Committee by any member of the Board, a securityholder of the Corporation, the external auditors, or senior management.
 8. The Audit Committee shall periodically review with management the need for an internal audit function.
 9. The Audit Committee shall review the Corporation's accounting and reporting of environmental costs, liabilities and contingencies.
 10. The Audit Committee shall establish and maintain procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
 11. The Audit Committee shall review and approve the Corporation's hiring policies regarding employees and former employees of the present and former external auditors or auditing matters.
 12. The Audit Committee shall review with the Corporation's legal counsel as required but at least annually, any legal matter that could have a significant impact on the Corporation's financial statements, and any enquiries received from regulators, or government agencies.
 13. In reference to the discharge of the duties of the Audit Committee members under this Charter, each member shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended, or may be construed, to impose on any member of the Audit Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Board members are subject.
 14. The Audit Committee shall assess, on an annual basis, the adequacy of this Charter and the performance of the Audit Committee.