



Q1/09 REPORT

FOR THE THREE MONTHS ENDED MARCH 31, 2009



**FORTRESS
ENERGY INC.**

FINANCIAL AND OPERATING SUMMARY

	Three months ended March 31, 2009		Three months ended March 31, 2008	
	(\$000s)	\$/boe	(\$000s)	\$/boe
Petroleum and natural gas sales	5,206	44.79	5,637	48.96
Royalties	(478)	(4.11)	(970)	(8.42)
Operating costs	(1,815)	(15.62)	(1,374)	(11.94)
Transportation	(246)	(2.12)	(212)	(1.84)
Operating netback ⁽¹⁾	2,667	22.94	3,081	26.76
General and administrative expenses	(722)	(6.21)	(488)	(4.24)
Professional fees	(151)	(1.30)	(188)	(1.63)
Bad debts	(142)	(1.22)	-	-
Interest expense	(241)	(2.07)	(380)	(3.30)
Current income tax expense	(18)	(0.16)	-	-
Funds from operations ⁽¹⁾	1,393	11.98	2,025	17.59
Unrealized gain (loss) on commodity contracts	2,418	20.80	(3,141)	(27.28)
Depletion, depreciation and accretion	(3,813)	(32.80)	(3,111)	(27.02)
Stock-based compensation expense	(79)	(0.68)	(18)	(0.16)
Write-down of pipeline asset held for sale	-	-	(552)	(4.79)
Loss before future income taxes	(81)	(0.70)	(4,797)	(41.66)
Future income tax recovery	88	0.76	1,342	11.66
Net income (loss)	7	0.06	(3,455)	(30.00)
Sales volume (boe/d)	1,292		1,265	

⁽¹⁾ Non-GAAP measures. See discussion in the following Management Discussion & Analysis.

MANAGEMENT'S DISCUSSION AND ANALYSIS

May 15, 2009

This management's discussion and analysis (MD&A) should be read in conjunction with the unaudited interim financial statements of Fortress Energy Inc. ("Fortress" or the "Company") as at and for the three months ended March 31, 2009 and the audited consolidated financial statements of Fortress Energy Inc. for the year ended December 31, 2008. The interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles (GAAP). All tabular amounts in the following discussion are in thousands of Canadian dollars unless otherwise noted. Additional information is available on the Company's web site at www.fortressenergy.ca or under the Company's profile at www.sedar.com.

This MD&A provides management's analysis of Fortress' historical financial and operating performance based on information currently available. Actual results will vary from estimates and variances may be significant. Historical results are not indicative of future performance.

Non-GAAP Measurements

The terms "funds from operations" and "operating netback" used in the MD&A are not recognized measures under GAAP. Management believes that in addition to net income, funds from operations and operating netback are useful supplemental measures as they provide an indication of the results generated by the Company's principal business activities before the consideration of how those activities are financed. Investors are cautioned, however, that these measures should not be construed as alternatives to net income determined in accordance with GAAP.

The Company's method of calculating funds from operations may differ from that of other companies, and, accordingly it may not be comparable to measures used by other companies. The Company calculates funds from operations by taking cash flow from operating activities as determined under GAAP before changes in non-cash operating working capital and abandonment expenditures. The consolidated statements of cash flows included in the consolidated financial statements present the reconciliation between net income (loss) and funds from operations. A summary of this reconciliation is as follows:

(\$000s)	Three months ended March 31, 2009	Three months ended March 31, 2008
Cash flow from operating activities	597	1,696
Change in non-cash operating working capital	626	248
Abandonment expenditures	170	81
Funds from operations	1,393	2,025

Operating netback is calculated on a per boe basis taking the sale price and deducting royalties, operating costs and transportation costs, as follows:

	Three months ended March 31, 2009		Three months ended March 31, 2008	
	(\$000s)	(\$/boe)	(\$000s)	(\$/boe)
Petroleum and natural gas sales	5,206	44.79	5,637	48.96
Royalties	(478)	(4.11)	(970)	(8.42)
Operating expenses	(1,815)	(15.62)	(1,374)	(11.94)
Transportation	(246)	(2.12)	(212)	(1.84)
Operating netback	2,667	22.94	3,081	26.76

BOE Presentation

Natural gas reserves and volumes recorded in thousand cubic feet are converted to barrels of oil equivalent ("boe") on the basis of six thousand cubic feet ("mcf") of gas to one barrel ("bbl") of oil. The term "barrels of oil equivalent" may be misleading, particularly if used in isolation. A boe conversion ratio of 6 mcf to 1 bbl is based on an energy equivalent conversion method primarily applicable at the burner tip and is not intended to represent a value equivalent at the wellhead.

Forward-Looking Statements

Certain statements in this MD&A may contain forward-looking information including expectations of future production, components of cash flow and earnings, expected future events and/or financial results that are forward-looking in nature and subject to substantial risks and uncertainties. Without limiting the generality of the foregoing, the Company has made materially forward-looking statements:

- (i) Under "Production" regarding the anticipated resolution of plant capacity issues;
- (ii) Under "Capital Expenditures" regarding the Pine Creek exploration well and anticipated timing of production; and
- (iii) Under "Liquidity and Capital Resources" regarding working capital requirements.

The reader is cautioned that assumptions used in the preparation of such information may prove to be incorrect. The Company cautions the reader that actual performance will be affected by a number of factors, including changes in economic and political circumstances throughout the world. Events or circumstances may cause actual results to differ materially from those predicted, a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. These risks include, but are not limited to: the risks associated with the oil and gas industry, commodity prices and exchange rate changes; industry related risks could include, but are not limited to, operational risks in exploration, development and production (applicable to the forward-looking statements (i) through (iii) above), delays or changes in plans (applicable to the forward-looking statements identified in (i) through (iii) above); risks associated with the uncertainty of reserve estimates, health and safety risks and the uncertainty of estimates and projections of production, costs and expenses. These external factors beyond the Company's control may affect the marketability of oil and natural gas produced, industry conditions including changes in laws and regulations, changes in income tax regulations, increased competition, fluctuations in commodity prices, interest rates, and variations in the Canadian/United States dollar exchange rate. The reader is cautioned not to place undue reliance on this forward-looking information.

Statements throughout this MD&A that are not historical facts may be considered "forward-looking statements." These forward-looking statements sometimes include words to the effect that management believes or expects a stated condition or result. All estimates and statements that describe the Company's objectives, goals or future plans are forward-looking statements. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to any number of risks including, but not limited to:

- (i) Risks associated with the oil and gas industry and regulatory bodies (e.g. operational risks in exploration, development and production, or changes in royalty rates);
- (ii) Delays or changes in plans with respect to exploration or development projects or capital expenditures;
- (iii) Uncertainty of estimates and projections relating to recoverable reserves, costs and expenses;
- (iv) Health, safety and environmental risks; and
- (v) Commodity price and exchange rate fluctuations.

In making its forward-looking statements, the Company used among other things, the following material factors or assumptions: the 2009 capital program will proceed as anticipated, drilling will result in a commercial discovery and parties can reach agreement as to expansion of plant capacity.

Forward-looking statements contained herein are made as of the date hereof subject to the requirements of applicable securities legislation and except as otherwise required by law, the Company assumes no obligation to update any forward-looking statements, whether as a result of new information, future events and results, or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader is cautioned not to place undue reliance on forward-looking statements.

DESCRIPTION OF THE BUSINESS

Fortress' primary focus is the exploration and development of natural gas reserves in Western Canada. The Company has approximately 94,000 net acres of undeveloped land in the Ladyfern, Velma and Buick Creek areas in northeast British Columbia and the Chigwell, Bashaw, Square Creek, Halverson, and Mearon areas of Alberta.

The Company's strategy is to acquire and exploit properties that are early in their development cycle and that offer exploration, appraisal and development drilling opportunities, while maintaining low finding and development costs. Fortress is the operator of most of its production, providing control over cost management of its operating and capital programs.

DETAILED FINANCIAL ANALYSIS

Production

	Three months ended March 31,	
	2009	2008
Sales volume:		
Natural gas (mcf/d)	7,665	7,391
Oil and NGL (bbls/d)	14	33
Total (boe/d)	1,292	1,265

Sales volumes for the three months ended March 31, 2009 were 1,292 boe/d compared to 1,265 boe/d for the three months ended March 31, 2008. This increase is due to the start-up of four wells (2.0 net) at Square Creek in late March 2008, which added production of 534 boe/d in the first quarter of 2009, partially offset by reduced production at other properties. Capacity constraints at the Clear Prairie facility that processes gas from the Square Creek area have continued to result in the Company producing the Square Creek area at much lower production rates than anticipated. Two of the Company's Square Creek wells remain shut-in and others are flowing at reduced rates while the Company works with the plant operator to resolve the capacity issues. Decreased production from the Company's Velma property due to liquid loading issues and high line pressures experienced at the inlet of the Velma gathering system has partially offset production gains at Square Creek. The Company is in the process of rerouting its Velma production to another third-party processing facility to restore volumes by utilizing a system with lower operating pressures.

Revenue

	Three months ended March 31,	
	2009	2008
Petroleum and natural gas sales (\$000s)	5,206	5,637
Average realized prices:		
Natural gas (\$/mcf)	5.36	8.19
Realized gain (loss) on commodity contracts (\$/mcf)	2.11	(0.16)
Realized natural gas price (\$/mcf)	7.47	8.03
Oil and NGL (\$/bbl)	37.72	79.61
Combined average realized price (\$/boe)	44.79	48.96
Benchmark prices:		
AECO average natural gas price (\$/mcf)	4.92	7.90
Edmonton par crude oil (\$/bbl)	51.13	98.45

Petroleum and natural gas sales including realized gains and losses on commodity contracts for the three months ended March 31, 2009 were \$5,206,000 compared to \$5,637,000 for the three months ended March 31, 2008. This decrease is attributable to a 9 percent decrease in the combined average realized commodity price in the first quarter of 2009 from the first quarter of 2008.

The average natural gas price realized by the Company for the first quarter of 2009 was \$5.36/mcf compared to the AECO average price of \$4.92/mcf. This compares to the average natural gas price realized in the first quarter of 2008 of \$8.19/mcf and an AECO average price of \$7.90/mcf. The Company receives a slight premium to the AECO price of approximately 4 percent to 5 percent due to the higher heating value of its natural gas.

The Company uses commodity contracts to manage its exposure to fluctuations in the price of natural gas. In the first quarter of 2009, the Company realized a gain on commodity contracts of \$1,459,000, or \$2.11/mcf, compared to a realized loss on commodity contracts of \$113,000, or \$0.16/mcf, in the first quarter of 2008, which is included in petroleum and natural gas sales. The Company recorded an unrealized gain on commodity contracts in the first quarter of 2009 of \$2,418,000 compared to an unrealized loss on commodity contracts for the first quarter of 2008 of \$3,141,000. The Company has sold forward approximately 60 percent of its natural gas production through to the end of the first quarter of 2010 giving the Company a degree of certainty over its cash flow. The estimated mark-to-market value of the Company's commodity contracts at March 31, 2009 was \$4,904,000.

At March 31, 2009 the Company had the following commodity contracts in place:

Type	Period	Volume (GJ/d)	Fixed Price (\$/GJ)
Swap	April 1, 2009 to December 31, 2009	5,100	7.20
Swap	January 1, 2010 to March 31, 2010	2,600	8.38
Swap	January 1, 2010 to March 31, 2010	2,500	6.80

Royalties

	Three months ended March 31,	
	2009	2008
Royalties (\$000s)	478	970
\$/boe	4.11	8.43
Percentage of petroleum and natural gas sales ⁽¹⁾	13.7%	16.4%

⁽¹⁾ Before realized gains or losses on commodity contracts.

Royalties decreased to \$478,000 for the first quarter of 2009 from \$970,000 for the first quarter of 2008. This decrease is due to a reduction in the natural gas price which fell from \$8.19/mcf in the first quarter of 2008 to \$5.36/mcf in the first quarter of 2009 – a decrease of 35 percent. Royalties are not attributed to realized gains and losses on commodity contracts. The effective royalty rate for the first quarter of 2009 was 13.7 percent compared to 16.4 percent for the first quarter of 2008. This decrease reflects a change in estimated royalties of \$194,000 previously accrued for the Ladyfern South area which now qualifies for British Columbia's Ultra-Marginal Royalty Program.

Overall, the Company expects the effective royalty rate to increase in 2009 with the introduction of Alberta's New Royalty Framework which came into effect on January 1, 2009. Under the framework, Crown royalties are determined by both productivity and natural gas prices. Approximately 59 percent of the Company's production for the first quarter of 2009 was from its Alberta properties.

Operating Expenses

	Three months ended March 31,	
	2009	2008
Operating costs (\$000s)	1,815	1,374
\$/boe	15.62	11.94

For the first quarter of 2009, operating expenses were \$1,815,000 or \$15.62/boe compared to \$1,374,000 or \$11.94/boe for the first quarter of 2008. Operating expenses increased in the first quarter of 2009 due to an increase in production volumes and a change in the production mix that resulted from the start-up of the Company's Square Creek property in March 2008. The Company's Square Creek property is a remote winter-access property which contributes to its relatively high operating costs. The Company has taken several steps to reduce operating costs at Square Creek, including the purchase of a rented compressor,

camp, rig mats and other rented equipment in the second quarter of 2009. In addition, previous discussions with the operator of the Company's Square Creek property, another producer in the area, and the operator of the third-party processing plant, have resulted in the Company's operator taking over as contract operator of the other producer and the third-party processing plant.

Transportation Expenses

	Three months ended March 31,	
	2009	2008
Transportation costs (\$000s)	246	212
\$/boe	2.12	1.84

Transportation costs for the first quarter of 2009 were \$246,000 compared to \$212,000 for the first quarter of 2008. Transportation costs include the transportation and fuel costs associated with the usage of natural gas pipelines. The rate that the Company was charged for interruptible transportation services increased in 2008. The Company also secured an additional firm transportation services contract at Owl Lake where all of its gas from the general Ladyfern area is sold.

General and Administrative Expenses

	Three months ended March 31,		Three months ended March 31,	
	2009 (\$000s)	2009 (\$/boe)	2008 (\$000s)	2008 (\$/boe)
General and administrative expenses, net of recoveries	722	6.21	488	4.24
Professional fees	151	1.30	188	1.63
Bad debts	142	1.22	-	-
Total	1,015	8.73	676	5.87

General and administrative expenses, net of recoveries, increased to \$722,000 in the first quarter of 2009 from \$488,000 in the first quarter of 2008. This increase is due to a reduction in overhead recoveries from partners as a result of the amount of capital spending in the first quarter of 2009 compared to the same period in 2008. Salaries and staffing levels have remained consistent over these periods.

Professional fees include fees for lawyers, auditors, income tax professionals, independent reserves evaluators, and other advisors. Professional fees for the first quarter of 2009 decreased to \$151,000 from \$188,000 in the first quarter of 2008. This decrease is due to decreased legal fees related to the final resolution of various matters.

Bad debts for the first quarter of 2009 were \$142,000 compared to \$nil for the first quarter of 2008. Bad debts reflect the accounts of former joint venture partners that are considered uncollectible; many of these accounts are related to companies that were acquired by the Company.

Stock-based Compensation Expense

(\$000s except per boe)	Three months ended March 31,	
	2009	2008
Stock-based compensation expense:		
Stock options	61	18
Restricted stock units	18	-
Total	79	18
\$/boe	0.68	0.16

Stock-based compensation expense for the first quarter of 2009 was \$79,000 compared to \$18,000 for the first quarter of 2008. In the third quarter of 2008, the Company granted 1,684,633 stock options to employees, officers and directors of the Company with an exercise price of \$1.35 per share, expiring July 8, 2013. Also in the third quarter of 2008, the Company introduced a restricted stock unit plan that increased stock-based compensation expense in the first quarter of 2009 by \$26,000.

Interest Expense

	Three months ended March 31,	
	2009	2008
Interest expense (\$000s)	241	380
\$/boe	2.07	3.30

The Company recorded interest expense of \$241,000 for the first quarter of 2009 compared to \$380,000 for the first quarter of 2008. Interest expense for the first quarter of 2009 reflects interest on the Company's bank indebtedness. Interest expense for the first quarter of 2008 reflects interest on bank indebtedness and accrued interest on flow-through commitments.

Depletion, Depreciation and Accretion Expense

	Three months ended March 31,	
	2009	2008
Depletion and depreciation expense (\$000s)	3,756	3,080
Accretion of asset retirement obligations (\$000s)	57	31
Total (\$000s)	3,813	3,111
Depletion and depreciation expense (\$/boe)	32.31	26.75
Accretion of asset retirement obligations (\$/boe)	0.49	0.27
Total (\$/boe)	32.80	27.02

Depletion and depreciation expense is calculated based on capital expenditures, production rates, and proved reserves. Depletion and depreciation expense was \$3,756,000 for the first quarter of 2009 compared to \$3,080,000 for the first quarter of 2008. The depletion and depreciation expense rate for the first quarter of 2009 was \$32.31/boe compared to \$26.75/boe for the first quarter of 2008. This increase is due to capital additions in the first quarter of 2009.

Estimated future development costs for proved undeveloped properties included in the calculation of depletion expense at March 31, 2009 decreased to \$11,235,000 from \$15,842,000 at March 31, 2008 due to the Company's development activities at Square Creek. Undeveloped land costs at March 31, 2009 increased to \$8,630,000 from \$7,371,000 at March 31, 2008 and were excluded from assets subject to depletion. Undeveloped land costs increased in the first quarter of 2009 due to additional Crown land and seismic purchases.

Accretion expense for the first quarter of 2009 was \$57,000 compared to \$31,000 for the first quarter of 2008. This increase is due to significant facilities costs incurred for compression and dehydration at Square Creek in the first quarter of 2008.

Income Tax

	Three months ended March 31,	
	2009	2008
(\$000s except per boe)		
Current income tax expense	18	-
Future income tax recovery	(88)	(1,342)
Total	(70)	(1,342)
\$/boe	(0.60)	(11.66)

The Company recorded an income tax recovery for the first quarter of 2009 of \$70,000 which compares to \$1,342,000 for the first quarter of 2008. In the first quarter of 2009, the Company recorded current income tax expense of \$18,000 which consists of arrears interest. Future income tax recoveries reflect the differences between the underlying tax values and carrying values of the Company's assets and liabilities.

The estimated tax pools of the Company at March 31, 2009 are as follows:

	(\$000s)
Canadian Oil and Gas Property Expenses	13,417
Canadian Development Expenses	29,771
Canadian Exploration Expenses	14,733
Undepreciated Capital Cost	26,361
	84,282

Net Income (Loss)

	Three months ended March 31,	
	2009	2008
Net income (loss) (\$000s)	7	(3,455)
Net income (loss) per share - basic and diluted (\$)	0.00	(0.22)
Net income (loss) (\$/boe)	0.06	(30.00)

The Company recorded net income of \$7,000 for the first quarter of 2009 compared to a net loss of \$3,455,000 for the first quarter of 2008. This translates into basic and diluted net income per share of \$0.00 for the first quarter of 2009 compared to a basic and diluted net loss per share of \$0.22 for the first quarter of 2008. Net income for the first quarter of 2009 is attributed to an unrealized gain on commodity contracts in the period of \$2,418,000 compared to an unrealized loss on commodity contracts of \$3,141,000 for the first quarter of 2008.

Funds from Operations

	Three months ended March 31,	
	2009	2008
Funds from operations (\$000s)	1,393	2,025
Funds from operations (\$/boe)	11.98	17.59
Funds from operations per share – basic and diluted (\$)	0.05	0.13

Funds from operations for the first quarter of 2009 were \$1,393,000 compared to \$2,025,000 for the first quarter of 2008. This decrease is attributable to lower operating netbacks resulting from lower natural gas prices and higher operating costs. In addition, general and administrative expenses increased in the first quarter of 2009 due to lower partner recoveries realized due to a smaller capital program in the quarter compared to that of the first quarter of 2008.

Capital Expenditures

(\$000s)	Three months ended March 31,	
	2009	2008
Land and seismic	119	433
Drilling and completions	4,043	4,757
Equipment and facilities	1,385	13,576
Capitalized overhead costs	216	193
Abandonments	170	81
Other	2	6
	5,935	19,046

During the first quarter of 2009, the Company finished operations relating to the completion of an exploratory well in the Pine Creek area and undertook the drilling of three wells in the Square Creek area, the Company's core producing property. At Pine Creek, the Company is continuing to analyze the results from the extensive pressure testing undertaken during completion operations. This information will allow the Company to decide on the most appropriate next steps in developing this high-impact prospect, whether it be a horizontal leg to the existing vertical well or the drilling of another vertical well in a portion of the section which would be aimed at encountering the highest-quality valley fill reservoir.

The Company also participated in the drilling of two development wells at Square Creek and drilled one 100 percent working interest exploratory well. One of the development wells was successfully equipped and tied-in during the quarter and is currently producing at rates in excess of 117 boe/d (net) from the deeper Bluesky Formation. The other is being evaluated for a potential completion uphole in the shallower Notikewin Formation during the next operating season. The performance of this well is being closely monitored and the Company may increase rates in order to take advantage of the new well incentive program announced by the Alberta government in March 2009. The exploratory well, located southwest of the main Square Creek producing area, was perforated and tested in the first quarter and the Company is currently evaluating the information obtained from the extensive pressure work completed on this location, which will better outline the next steps to be undertaken by the Company to bring this well on production next year.

Outstanding Securities

Outstanding securities	
Common shares	26,921,788
Warrants	5,516,700
Stock options	1,787,873
Total outstanding securities at March 31, 2009 and May 15, 2009	
	34,226,361

The dilutive effect of the Company's issuable securities at March 31, 2009, which consists of 1,787,873 options (March 31, 2008 – 397,000) and 5,516,700 warrants (March 31, 2008 – nil) to issue common shares, was nil shares. These options and warrants are available for dilution in future periods.

Liquidity and Capital Resources

The Company has a \$24,000,000 demand operating loan facility with its bank (the "Bank"), bearing interest at the Bank's prime lending rate plus 1.0 percent. The effective interest rate for the three months ended March 31, 2009 was 4.0 percent (March 31, 2008 – 5.25 percent). At March 31, 2009, a total of \$22,895,000 was drawn on this facility. The Company also has a \$1,000,000 letter of guarantee facility. These facilities are collateralized by an interest over all present and subsequently acquired property of the Company.

Scheduled reviews of the revolving operating loan focus on the borrowing base supporting lending limits and are influenced by the lenders willingness to lend in general, commodity price forecasts used to determine the lending base, lenders interest in particular business sectors, such as energy and the relative strength of the borrower. Given these constraints, there is no assurance that the Company will be able to sustain its current borrowing base and may be required to reduce its outstanding loan. Should there be a requirement of the Company to reduce its outstanding loan, there are a number of options available including, but not limited to:

- (i) Issuance of additional equity;
- (ii) Negotiation of incremental borrowings with subordinated lenders; and
- (iii) Divestiture of assets.

Any adjustment to the revolving operating loan will be completed in connection with the annual bank review, which has been scheduled for June 30, 2009.

The Company is required to maintain its working capital ratio at 1:1 or greater while the facilities are outstanding. The working capital ratio is defined as current assets plus the unutilized portion of the credit facility divided by current liabilities less the balance drawn against the credit facility. The Company is in compliance with this covenant as at March 31, 2009. The Company's ability to maintain compliance with these financial covenants is dependent on certain factors, certain of which are outside the Company's control. Such factors include future industry and capital market conditions and commodity pricing.

The Company's capital resources available at March 31, 2009 are as follows:

(\$000s)	As at March 31, 2009
Operating loan available	24,000
Working capital deficiency	(23,651)
Capital resources available	349

Due to the winter-access nature of the Company's properties, most of its 2009 capital program was conducted in the first quarter. The Company incurred capital expenditures of \$5,935,000 in the first quarter of 2009 and at March 31, 2009 had a working capital deficiency of \$23,651,000. Future capital requirements will be funded through cash flows from operations. There is no assurance that Fortress will be able to sustain its current borrowing base and may be required to reduce its outstanding operating loan facility. Fortress has options available to deal with a borrowing base reduction including the sale of non-core properties, dedication of cash flows, and liquidation of its commodity contracts.

Cash provided by operating activities for the first quarter of 2009 was \$597,000 compared to \$1,696,000 for the first quarter of 2008. This decrease is due to a decrease in funds from operations and a decrease in non-cash working capital balances.

Cash provided by financing activities for first quarter of 2009 was \$2,362,000 compared to cash used in financing activities of \$259,000 for the first quarter of 2008. Cash provided by financing activities in the first quarter of 2009 represents an increase in amounts drawn on the operating loan from the prior quarter.

Cash used in investing activities for the first quarter of 2009 was \$3,069,000 compared to \$1,443,000 for the first quarter of 2008. The Company's capital expenditures in the first quarter of 2009 were \$5,935,000 compared to \$19,046,000 in the first quarter of 2008.

Related-Party Transactions

For the three months ended March 31, 2009, the Company was charged \$68,000 (three months ended March 31, 2008 - \$72,000) in legal fees by a law firm of which a director of the Company is a partner, of which \$57,000 is included in accounts payable and accrued liabilities at March 31, 2009.

For the three months ended March 31, 2009, the Company was charged \$34,000 (three months ended March 31, 2008 - \$nil) by a director for consulting services.

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

Commitments and Contingencies

Royalties

The Company has agreed to pay to various university research centres royalties amounting to 2 percent to 5 percent on sales of licensed products related to a research contract and acquired technology rights and 15 percent of sublicense revenues from products related to the acquired technology rights. At March 31, 2009 there were no royalties payable under these agreements. These agreements relate to a predecessor company which was a cancer drug discovery enterprise.

Office space and equipment

The Company is committed to minimum annual lease payments under operating leases for office premises and equipment to March, 2013, as follows:

(\$000s)	Equipment Rental \$	Office Lease \$	Total \$
2009	60	343	403
2010	25	470	495
2011	9	475	484
2012	-	474	474
2013	-	119	119
	94	1,881	1,975

Transportation and Processing

The Company has an agreement for the transportation and processing of natural gas from the Company's Square Creek, Alberta area. The Company is committed to pay the greater of a fee calculated as monthly volumes at an established rate per mcf, or an established minimum monthly processing fee based on estimated gas throughput of 2 mmcf/d until the earlier of April 1, 2015 or the delivery of a total of 15 bcf.

Committed payments are as follows:

	(\$000s)
Balance of 2009	926
2010	1,088
2011	767
2012	767
2013	767
Thereafter	895
	5,210

The Company's joint interest partner in the Square Creek area has agreed to be responsible for all terms and conditions of the agreement related to its 50 percent working interest in this area. Committed payments represent only the Company's 50 percent working interest.

Letter of Credit

On February 1, 2009, the Company issued a letter of credit of \$900,000 with an expiry of February 1, 2010, related to a gas transportation and processing agreement.

Guarantees

The Company maintains liability insurance for its directors and officers and indemnifies its directors and officers against any and all claims or losses reasonably incurred in the performance of their service to the Company to the extent permitted by law.

Income Tax Refund

In September 2008, the Company re-filed its income tax returns for the 1997 to 1999 tax years to claim additional scientific research and experimental development ("SR&ED") credits related to the bio-technology business of its predecessor company. These additional claims could result in a refund of approximately \$3,400,000 to the Company.

Income Tax Reassessment

Based on the results of an audit concluded in March 2009 by the Canada Revenue Agency (CRA) of the 2004 flow-through expenditures of a business acquired by the Company in 2006, the Company has been notified that it will be reassessed by the CRA for interest of \$277,000 on expenditures not qualifying for renunciation under the flow-through share program in the amount of \$1,916,000. The additional interest has been recorded in the statement of operations at December 31, 2008. The Company will file a Notice of Objection after consultation with its tax advisors and legal counsel. The Company has indemnified the subscribers of this flow-through share offering from income taxes related to the offering.

SELECTED QUARTERLY INFORMATION

	2009		2008			2007		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Production:								
Natural gas (mcf/d)	7,665	8,118	8,733	8,690	7,391	7,455	6,111	5,082
Oil and NGLs (bbls/d)	14	14	23	15	33	13	7	29
Total (boe/d)	1,292	1,367	1,478	1,463	1,265	1,256	1,025	876
Average realized price:								
Natural gas (\$/mcf)	7.47	6.69	7.99	10.02	8.03	6.19	5.07	6.86
Oil and NGLs (\$/bbl)	37.72	60.42	82.29	108.04	79.61	86.95	71.42	52.14
Combined average (\$/boe)	44.79	47.50	48.44	60.58	48.96	38.07	30.68	41.52
Benchmark prices:								
AECO average natural gas price (\$/mcf)	4.92	6.69	7.76	9.82	7.90	6.00	5.12	7.11
Edmonton Par crude oil (\$/bbl)	51.13	64.18	123.08	126.37	98.45	80.75	80.70	72.65
Financial (\$'000s unless otherwise noted):								
Petroleum and natural gas sales ⁽¹⁾	5,206	5,962	5,811	7,232	5,637	4,599	3,313	3,462
Net income (loss)	7	(624)	1,070	(744)	(3,455)	(5,442)	(1,603)	(617)
Net income (loss) per share – basic (\$)	0.00	(0.02)	0.04	(0.04)	(0.22)	(0.39)	(0.12)	(0.05)
Net income (loss) per share – diluted (\$)	0.00	(0.02)	0.04	(0.04)	(0.22)	(0.39)	(0.12)	(0.05)
Funds from (used in) operations	1,393	1,113	1,193	2,627	2,025	(282)	505	1,147
Operating costs (\$/boe)	15.62	14.50	15.72	15.40	11.94	15.26	10.31	8.23
Weighted average shares outstanding – basic ('000s)	26,922	26,965	26,965	16,809	15,980	13,561	13,266	13,258
Weighted average shares outstanding – diluted ('000s)	26,922	26,965	27,004	16,809	15,980	13,561	13,266	13,258

⁽¹⁾ Restated to include realized gains or losses on commodity contracts and for the effects of transportation costs which previously were netted from petroleum and natural gas sales.

Disclosure Controls and Procedures

The Company has established disclosure controls and procedures to ensure timely and accurate preparation of financial and other reports. Disclosure controls and procedures are designed to provide reasonable assurance that material information required to be disclosed is recorded, processed, summarized and reported within the periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to the appropriate members of management and properly reflected in the Company's filings. The Chief Executive Officer and the Chief Financial Officer oversee this evaluation process and have concluded that the design and operation of these disclosure controls and procedures are adequate and effective in ensuring that the information required to be disclosed by the Company in reports filed with the Canadian Securities Administrators is accurate and complete and filed within the time periods required. The Chief Executive Officer and Chief Financial Officer have individually signed certifications to this effect.

Internal Controls over Financial Reporting

Management has designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP. The Company's Management, under the direction and supervision of the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the design and effectiveness of the internal controls over financial reporting as at March 31, 2009. Based on their assessment Management determined that the internal controls over financial reporting were effective as at March 31, 2009.

There is no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. Management, including the Chief Executive Officer and the Chief Financial Officer, do not expect that the Company's disclosure controls or the Company's internal controls over financial reporting will prevent or detect all error or fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs.

Given the Company's limited staff level, certain duties within the accounting and finance department cannot be properly segregated. However, none of the segregation of duty deficiencies resulted in a misstatement to the financial statements as the Company relies on certain compensating controls, including substantive periodic review of the financial statements and other information by the Chief Executive Officer and Audit Committee. This weakness is considered to be a common area of deficiency for many smaller listed companies in Canada.

Changes in Accounting Policies and Practices

The Canadian Institute of Chartered Accountants (CICA) Handbook Section 3064, *Goodwill and Intangible Assets*, replaced Section 3062, *Goodwill and Other Intangible Assets*, and resulted in the withdrawal of Section 3450, *Research and Development Costs*, and amendments to Accounting Guideline (AcG) 11, *Enterprises in the Development Stage* and Section 1000, *Financial Statement Concepts*. The standard reduces the differences with IFRS in the accounting for intangible assets and results in closer alignment with U.S. GAAP. The objectives of Section 3064 are to reinforce the principle-based approach to the recognition of assets only in accordance with the definition of an asset and the criteria for asset recognition; and clarify the application of the concept of matching revenues and expenses such that the current practice of recognizing as assets items that do not meet the definition and recognition criteria is eliminated. The standard also provides guidance for the recognition of internally developed intangible assets (including research and development activities), ensuring consistent treatment of all intangible assets, whether separately acquired or internally developed. The adoption of this standard by Fortress on January 1, 2009 did not have an impact on the Company's financial statements.

On January 20, 2009 the CICA Emerging Issues Committee (EIC) issued EIC-173 Credit Risk and the Fair Value of Financial Assets and Financial Liabilities. Under EIC-173, an entity's own credit risk and the credit risk of the counterparty with which it conducts transactions should be taken into account in determining the fair value of financial assets and liabilities, including derivative instruments. Fortress adopted the requirements of EIC-173 effective January 1, 2009. The adoption of this standard did not have an impact on the Company's financial statements.

New Canadian Accounting Pronouncements

The Canadian Accounting Standards Board (AcSB) has confirmed that the use of International Financial Reporting Standards (IFRS) will be required in 2011 for publicly accountable profit-oriented enterprises. IFRS will replace Canada's current GAAP for those enterprises. These include listed companies and other profit-oriented enterprises that are responsible to large or diverse groups of stakeholders. The official changeover date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Companies will be required to provide comparative IFRS information for the previous fiscal year. Fortress is currently evaluating the impact of adopting IFRS.

CRITICAL ACCOUNTING ESTIMATES

The reader is advised that the critical accounting estimates, policies, and practices as described in this MD&A and report continue to be critical in determining Fortress' financial results.

The reader is further cautioned that the preparation of financial statements in accordance with GAAP requires management to make certain judgments and estimates that affect the reported amounts of assets, liabilities, revenues and expenses. Estimating reserves is also critical to several accounting estimates and requires judgments and decisions based upon available geological, geophysical, engineering and economic data. These estimates may change, having either a negative or positive effect on net earnings as further information becomes available, and as the economic environment changes. Changes in these judgments and estimates could have a material impact on the financial results and financial condition. The following discussion outlines accounting policies and practices that are critical to determining the Company's financial results:

Accounting for Petroleum and Natural Gas Operations

The Company follows the full cost method of accounting whereby all costs relating to the acquisition of, exploration for and development of oil and gas reserves are capitalized in a single Canadian cost centre. Such costs include lease acquisition, lease rentals on undeveloped properties, geological and geophysical costs, drilling both productive and non-productive wells, production equipment and overhead charges directly related to acquisition, exploration and development activities.

The application of the full cost method of accounting requires management's judgment to determine the proper designation of wells as either developmental or exploratory, which will ultimately determine the proper income tax treatment of the costs incurred.

Full cost accounting depends on the estimated proved reserves that are believed to be recoverable from the Company's oil and gas properties. 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 Company's reserve estimates are based on current production forecasts, prices and economic conditions. Fortress' reserves were evaluated by the independent engineering firm Sproule Associates Ltd.

Reserve estimates are critical to many of Fortress' accounting estimates, including:

- Calculating our unit-of-production depletion and future site restoration rates. Proved reserve estimates are used to determine rates that are applied to each unit-of-production in calculating depletion expense; and
- Assessing when necessary, oil and gas assets for possible impairment. Estimated future undiscounted cash flows are determined using proved reserves. The criteria used to assess impairment, including the impact of changes in reserve estimates, are discussed below.

As circumstances change and additional data becomes available, reserve estimates also change, possibly materially impacting net income. 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 Fortress makes every reasonable effort to ensure that its 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. Positive or negative revisions to the Company's reserve estimates can arise from changes in oil and gas prices, and reservoir performance.

Impairment of Petroleum and Natural Gas Properties

The Company reviews its full cost pool for impairment annually. An impairment provision is recorded whenever events or circumstances indicate that the carrying value of the Company's properties may not be recoverable. The impairment provision is based on the excess of carrying value over fair value. Fair value is defined as the present value of the estimated future net revenues from production of total proved plus probable petroleum and natural gas reserves, as estimated by the Company on the balance sheet date. Reserve estimates, as well as estimates for petroleum and natural gas prices and production costs, may change and there can be no assurance that impairment provisions will not be required in the future.

Management's assessment of, among other things, the results of exploration activities, commodity price outlooks, planned future development and sales impacts the amount and timing of impairment provisions.

Asset Retirement Obligations

The provision for asset retirement obligations recorded in the consolidated financial statements is based on an estimate of total costs for future site restoration and abandonment of the Company's petroleum and natural gas properties. This estimate is based on management's analysis of production structure, reservoir characteristics and depth, market demand for equipment, currently available procedures, and discussions with construction and engineering consultants. Estimating these future costs requires management to make estimates and judgments that are subject to future revisions based on numerous factors, including changing technology, political and regulatory environments.

Income Taxes

The Company records future tax assets and liabilities to account for the expected future tax consequences of events that have been recorded in its consolidated financial statements and its tax returns. These amounts are estimates; the actual tax consequences may differ from the estimates due to changing tax rates and regimes, as well as changing estimates of cash flows and capital expenditures in current and future periods. The Company periodically assesses its ability to realize its future tax assets. If Fortress concluded that it is more likely than not that some portion or all of the deferred tax assets will not be realized under accounting standards, the tax asset would be reduced by a valuation allowance.

Claims and Litigation

The Company is involved in various claims and litigation arising in the normal course of business. The outcome of these matters is uncertain and there can be no assurance that such matters will be resolved in the Company's favour. If the outcomes of these claims are unfavourable, there could be a materially adverse impact on the Company's financial position or results of operations.

With the above risks and uncertainties, the reader is cautioned that future events and results may vary significantly from those which Fortress currently foresees.

BUSINESS RISKS and UNCERTAINTIES

General

Fortress' production and exploration activities are concentrated in the Western Canada Sedimentary Basin, where activity is highly competitive and includes a variety of different sized companies ranging from smaller junior producers to the much larger integrated petroleum companies. Fortress is subject to various types of business risks and uncertainties including:

- Finding and developing oil and natural gas reserves at economic costs;
- Production of oil and natural gas in commercial quantities; and
- Marketability of oil and natural gas produced;

In order to reduce exploration risk, the Company strives to employ highly qualified and motivated professional employees with a demonstrated ability to generate high-quality proprietary geological and geophysical prospects. To help maximize drilling success, Fortress combines exploration in areas that afford multi-zone prospect potential, targeting a range of low to moderate-risk prospects with some exposure to selected high-risk with high-reward opportunities.

The Company mitigates its risk related to producing hydrocarbons through the utilization of the most appropriate technology and information systems. In addition, the Company seeks to maintain operational control of its prospects.

Oil and gas exploration and production can involve environmental risks such as pollution of the environment and destruction of natural habitat, as well as safety risks such as personal injury. In order to mitigate such risks, Fortress conducts its operations at high standards and follows safety procedures intended to reduce the potential for personal injury to employees, contractors and the public at large. The Company maintains current insurance coverage for general and comprehensive liability as well as limited pollution liability. The amount and terms of this insurance are reviewed on an ongoing basis and adjusted as necessary to reflect changing corporate requirements, as well as industry standards and government regulations. Fortress may periodically use financial or physical delivery hedges to reduce its exposure against the potential adverse impact of commodity price volatility, as governed by formal policies approved by senior management subject to controls established by the Board of Directors.

Global Financial Crisis

Recent market events and conditions, including disruptions in the international credit markets and other financial systems and the deterioration of global economic conditions, have caused significant volatility to commodity prices. These conditions worsened in 2008 and are continuing in 2009, causing a loss of confidence in the broader U.S. and global credit and financial markets and resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, less liquidity, widening of credit spreads, a lack of price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions caused the broader credit markets to further deteriorate and stock markets to decline substantially early in 2009. Notwithstanding certain positive economic signs observed so far in the second quarter of 2009, these factors have negatively impacted company valuations and are expected to impact the performance of the global economy going forward.

Oil and natural gas prices are expected to remain volatile for the near future as a result of market uncertainties over the supply and demand of these commodities due to the current state of economies around the world, OPEC actions and ongoing global credit and liquidity concerns.

Substantial Capital Requirements

The Company anticipates making substantial capital expenditures for the acquisition, exploration, development and production of oil and natural gas reserves in the future. As the Company's revenues may decline as a result of decreased commodity pricing, it may be required to reduce capital expenditures. In addition, uncertain levels of near term industry activity coupled with the current global credit crisis expose the Company to access to capital risk. 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 Company. The inability of the Company to access sufficient capital for its operations could have a material adverse effect on its business, financial condition, results of operations and prospects.

Third-party Credit Risk

The Company may be exposed to third-party credit risk through its contractual arrangements with its current or future joint venture partners, marketers of its petroleum and natural gas production and other parties. In the event such entities fail to meet their contractual obligations to the Company, such failures may have a material adverse effect on Fortress' business, financial condition, results of operations and prospects.

Additional risk factors can be found under "Risk Factors Relating to the Oil and Gas Business" in the Company's 2008 Annual Information Form which can be found on the Company's website fortressenergy.ca or under the Company's profile on www.sedar.com. The risks should not be construed as exhaustive. There are numerous factors, both known and unknown, that could cause actual results or events to differ materially from forecast results.

FORTRESS ENERGY INC.

CONSOLIDATED BALANCE SHEETS

As at
(in thousands)
(unaudited)

	March 31, 2009	December 31, 2008
ASSETS (note 5)		
Current Assets		
Cash and cash equivalents	\$ 70	\$ 180
Accounts receivable	8,667	6,997
Prepaid expenses and deposits	1,228	854
Commodity contracts (note 9)	4,904	2,319
	14,869	10,350
Commodity contracts (note 9)	-	168
Property, plant and equipment (note 4)	106,852	104,904
	\$ 121,721	\$ 115,422
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Revolving operating loan (note 5)	\$ 22,895	\$ 20,533
Accounts payable and accrued liabilities (note 12)	14,086	9,990
Income taxes	154	136
Future income taxes	1,385	684
	38,520	31,343
Future income taxes	2,394	3,439
Asset retirement obligations (note 7)	3,474	3,395
	44,388	38,177
Commitments and contingencies (note 10)		
Shareholders' Equity		
Share capital (note 8)	133,346	133,346
Warrants (note 8)	1,834	1,834
Contributed surplus (note 8)	15,143	15,062
Deficit	(72,990)	(72,997)
	77,333	77,245
	\$ 121,721	\$ 115,422

See accompanying notes to consolidated financial statements.

FORTRESS ENERGY INC.

CONSOLIDATED STATEMENTS OF OPERATIONS, COMPREHENSIVE INCOME (LOSS) AND DEFICIT

For the three months ended March 31

(in thousands, except per share amounts and number of shares)

(unaudited)

	2009	2008
REVENUES		
Petroleum and natural gas sales (note 13)	\$ 5,206	\$ 5,637
Royalties	(478)	(970)
Interest income	-	-
Unrealized gain (loss) on commodity contracts (note 9)	2,418	(3,141)
	7,146	1,526
EXPENSES		
Operating	1,815	1,374
Transportation (note 13)	246	212
General and administrative (note 13)	722	488
Professional fees (note 13)	151	188
Bad debts	142	-
Stock-based compensation (note 8)	79	18
Interest	241	380
Depletion, depreciation and accretion (note 4)	3,813	3,111
	7,209	5,771
Loss from operations	(63)	(4,245)
Loss on sale of pipeline asset	-	(552)
Loss before income taxes	(63)	(4,797)
Income tax expense (recovery) (note 6)		
Current	18	-
Future	(88)	(1,342)
	(70)	(1,342)
Net income (loss) and comprehensive income (loss) for the period	7	(3,455)
Deficit, beginning of period	(72,997)	(69,244)
Deficit, end of period	\$ (72,990)	\$ (72,699)
Weighted average shares outstanding (note 8)	26,921,788	15,980,415
Net income (loss) per share – basic and diluted (note 8)	\$0.00	(\$0.22)

See accompanying notes to consolidated financial statements.

FORTRESS ENERGY INC.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the three months ended March 31

(in thousands)

(unaudited)

	2009	2008
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net income (loss) for the period	\$ 7	\$ (3,455)
Items not affecting cash flows:		
Unrealized (gain) loss on commodity contracts	(2,418)	3,141
Stock-based compensation	79	18
Depletion, depreciation and accretion	3,813	3,111
Future income tax recovery	(88)	(1,342)
Loss on sale of pipeline asset	-	552
Abandonment expenditures	(170)	(81)
	1,223	1,944
Change in non-cash operating working capital (note 11)	(626)	(248)
Cash provided by operating activities	597	1,696
FINANCING ACTIVITIES		
Change in revolving operating loan	2,362	(259)
Cash provided by (used) in financing activities	2,362	(259)
INVESTING ACTIVITIES		
Property, plant and equipment additions	(5,765)	(10,263)
Proceeds on sale of pipeline asset	-	(8,702)
Change in non-cash investing working capital (note 11)	2,696	17,522
Cash used in investing activities	(3,069)	(1,443)
Net change in cash	(110)	(6)
Cash and cash equivalents - beginning of period	180	44
Cash and cash equivalents - end of period	\$ 70	\$ 38
Supplemental cash flow information (note 11)		
Interest paid	241	380

See accompanying notes to financial statements.

FORTRESS ENERGY INC.

Notes to Financial Statements

March 31, 2009

(Tabular figures are in thousands of Canadian dollars unless otherwise indicated)
(unaudited)

1. NATURE OF OPERATIONS

Fortress Energy Inc. ("Fortress" or the "Company") was incorporated on January 15, 2007 under the Business Corporations Act (Alberta). Fortress is a Calgary-based junior oil and gas exploration and development company. All activity is conducted in Western Canada and comprises a single operating segment. Fortress is listed on the TSX under the symbol "FEI".

The financial statements include the accounts of Fortress and its wholly owned subsidiary, 1310639 Alberta Ltd. on a consolidated basis.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation

Except as noted below, the unaudited interim financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles (GAAP) using the same accounting policies as set out in note 2 to the audited consolidated financial statements for the year ended December 31, 2008. Certain information or disclosures normally required to be included in notes to annual audited financial statements have been condensed or omitted. The unaudited interim financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2008.

The timely preparation of financial statements requires that management make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from estimates.

In the opinion of management, these financial statements have been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below.

(b) Comparative figures

Certain comparative figures have been reclassified to conform to the presentation adopted in the current period.

3. CHANGES IN ACCOUNTING POLICIES

(a) The Canadian Accounting Standards Board (AcSB) has confirmed that the use of International Financial Reporting Standards (IFRS) will be required in 2011 for publicly accountable profit-oriented enterprises. IFRS will replace Canada's current GAAP for those enterprises. These include listed companies and other profit-oriented enterprises that are responsible to large or diverse groups of stakeholders. The official changeover date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Companies will be required to provide comparative IFRS information for the previous fiscal year. Fortress is currently evaluating the impact of adopting IFRS.

(b) The Canadian Institute of Chartered Accountants (CICA) Handbook Section 3064, *Goodwill and Intangible Assets*, replaced Section 3062, *Goodwill and Other Intangible Assets*, and resulted in the withdrawal of Section 3450, *Research and Development Costs*, and amendments to Accounting Guideline (AcG) 11, *Enterprises in the Development Stage* and Section 1000, *Financial Statement Concepts*. The standard reduces the differences with IFRS in the accounting for intangible assets and results in closer alignment with U.S. GAAP. The objectives of Section 3064 are to reinforce the principle-based approach to the recognition of assets only in accordance with the definition of an asset and

FORTRESS ENERGY INC.

Notes to Financial Statements

March 31, 2009

(Tabular figures are in thousands of Canadian dollars unless otherwise indicated)

(unaudited)

the criteria for asset recognition; and clarify the application of the concept of matching revenues and expenses such that the current practice of recognizing as assets items that do not meet the definition and recognition criteria is eliminated. The standard also provides guidance for the recognition of internally developed intangible assets (including research and development activities), ensuring consistent treatment of all intangible assets, whether separately acquired or internally developed. The adoption of this standard by Fortress on January 1, 2009 did not have an impact on the Company's financial statements.

- (c) On January 20, 2009 the CICA Emerging Issues Committee (EIC) issued EIC-173 Credit Risk and the Fair Value of Financial Assets and Financial Liabilities. Under EIC-173, an entity's own credit risk and the credit risk of the counterparty with which it conducts transactions should be taken into account in determining the fair value of financial assets and liabilities, including derivative instruments. Fortress adopted the requirements of EIC-173 effective January 1, 2009. The adoption of this standard did not have an impact on the Company's financial statements.

4. PROPERTY, PLANT AND EQUIPMENT

	Cost	Accumulated Depletion and Depreciation	Net Book Value
March 31, 2009	\$	\$	\$
Oil and gas properties	142,242	35,593	106,649
Other	399	196	203
	142,641	35,789	106,852

	Cost	Accumulated Depletion and Depreciation	Net Book Value
December 31, 2008	\$	\$	\$
Oil and gas properties	136,544	31,857	104,687
Other	393	176	217
	136,937	32,033	104,904

For the three months ended March 31, 2009, the Company capitalized general and administrative expenses of \$208,000 (three months ended March 31, 2008 - \$193,000) directly attributable to exploration and development activities. In addition, the Company capitalized stock-based compensation expense related to exploration and development activities in the three months ended March 31, 2009 of \$28,000 (three months ended March 31, 2008 - \$nil).

Estimated future development costs of \$11,235,000 (March 31, 2008 - \$15,842,000) were included in the calculation of depletion expense for the three months ended March 31, 2009. As at March 31, 2009, undeveloped land costs of \$8,630,000 (March 31, 2008 - \$7,371,000) were excluded from assets subject to depletion.

5. REVOLVING OPERATING LOAN

The Company has a \$24,000,000 demand operating loan facility with its bank (the "Bank"), bearing interest at the Bank's prime lending rate plus 1.0 percent. The effective interest rate for the three months ended March 31, 2009 was 4.0 percent (March 31, 2008 - 5.25 percent). At March 31, 2009, a total of \$22,895,000 was drawn on this facility. The

FORTRESS ENERGY INC.

Notes to Financial Statements

March 31, 2009

(Tabular figures are in thousands of Canadian dollars unless otherwise indicated)

(unaudited)

Company also has a \$1,000,000 letter of guarantee facility. These facilities are collateralized by an interest over all present and subsequently acquired property of the Company.

Scheduled reviews of the revolving operating loan focus on the borrowing base supporting lending limits and are influenced by the lender's willingness to lend in general, commodity price forecasts used to determine the lending base, lender's interest in particular business sectors, such as energy and the relative strength of the borrower. Given these constraints, there is no assurance that the Company will be able to sustain its current borrowing base and may be required to reduce its outstanding loan. Should there be a requirement of the Company to reduce its outstanding loan, there are a number of options available including, but not limited to:

- a) Issuance of additional equity;
- b) Negotiation of incremental borrowings with subordinated lenders; and
- c) Divestiture of assets.

Any adjustment to the revolving operating loan will be completed in connection with the annual bank review, which has been scheduled for June 30, 2009.

The Company is required to maintain its working capital ratio at 1:1 or greater while the facilities are outstanding. The working capital ratio is defined as current assets plus the unutilized portion of the credit facility divided by current liabilities less the balance drawn against the credit facility. The Company is in compliance with this covenant as at March 31, 2009. The Company's ability to maintain compliance with these financial covenants is dependent on certain factors, certain of which are outside the Company's control. Such factors include future industry and capital market conditions and commodity pricing.

6.

INCOME TAXES

The provision for income tax recovery is summarized as follows:

	March 31, 2009	March 31, 2008
	\$	\$
Current income tax expense	18	-
Future income tax recovery	(88)	(1,342)
Income tax recovery	(70)	(1,342)

The provision for income tax recovery recorded in the statement of operations differs from the amount that would be obtained by applying the statutory income tax rate to the loss before tax as follows:

	March 31, 2009	March 31, 2008
	\$	\$
Loss before tax	(63)	(4,797)
Expected tax recovery at 29.5% (March 31, 2008 – 29.5%)	(19)	(1,415)
Add (deduct) income tax effect of:		
Stock-based compensation	23	5
Non-deductible expenses	3	5
Non-deductible interest expenses	18	-
Rate adjustments and other	(95)	63
Income tax recovery	(70)	(1,342)

FORTRESS ENERGY INC.

Notes to Financial Statements

March 31, 2009

(Tabular figures are in thousands of Canadian dollars unless otherwise indicated)

(unaudited)

7. ASSET RETIREMENT OBLIGATIONS

The Company's asset retirement obligations result from net ownership interests in oil and gas assets including well sites, gathering systems and processing facilities. The Company estimates the net present value of its total asset retirement obligations at March 31, 2009 to be \$3,474,000 (December 31, 2008 - \$3,395,000) based on a total future liability of \$5,102,000 (December 31, 2008 - \$5,027,000) which will be primarily incurred between 2010 and 2029. An inflation rate of 2.0 percent (December 31, 2008 - 2.0 percent) and a credit-adjusted risk-free rate of 7.5 percent (December 31, 2008 - 7.5 percent) were used to calculate the fair value of the asset retirement obligations.

	\$
Balance, December 31, 2008	3,395
Liabilities incurred	37
Accretion expense	57
Abandonment expenditures	(15)
Balance, March 31, 2009	3,474

8. SHARE CAPITAL

(a) Authorized:

Unlimited number of voting common shares.

Unlimited number of preferred shares.

(b) Common shares issued and outstanding:

	Number of Common Shares	\$
Balance, March 31, 2009 and December 31, 2008	26,921,788	133,346

(c) Warrants issued and outstanding:

	Number of Warrants	\$
Balance, March 31, 2009 and December 31, 2008	5,516,700	1,834

(d) Contributed surplus:

	\$
Balance, December 31, 2008	15,062
Stock-based compensation expense	81
Balance, March 31, 2009	15,143

(e) Stock option plan:

The Company grants stock options to employees, officers, directors and consultants of the Company pursuant to an incentive plan (the "Plan"). Under the Plan, the exercise price of options granted cannot be less than the closing market price for the Company's common shares on the date of grant. Options vest over a three-year period and expire five years from the date of grant.

FORTRESS ENERGY INC.

Notes to Financial Statements

March 31, 2009

(Tabular figures are in thousands of Canadian dollars unless otherwise indicated)

(unaudited)

The following table summarizes stock option transactions for the three months ended March 31, 2009:

	Number	Weighted average exercise price \$
Outstanding, December 31, 2008	1,805,873	1.56
Expired	(18,000)	(19.50)
Outstanding, March 31, 2009	1,787,873	1.38
Exercisable, March 31, 2009	104,000	2.15

The Company has the following stock options outstanding:

Outstanding at March 31, 2009				Exercisable at March 31, 2009	
Exercise Price \$	Number	Weighted average years to expiry	Weighted Average Exercise Price \$	Number exercisable	Weighted Average Exercise Price \$
1.18 – 1.35	1,783,873	4.2	1.32	100,000	1.18
19.50 – 50.00	4,000	1.0	26.40	4,000	26.40
	1,787,873	4.2	1.38	104,000	2.15

The Company records compensation costs on the granting of stock options using the fair value method. Compensation expense is calculated using the Black-Scholes option pricing model. The Company did not grant any stock options in the three months ended March 31, 2009 and 2008.

The Company has not incorporated an estimated forfeiture rate for stock options that will not vest but accounts for the actual forfeitures as they occur.

The estimated fair value of stock options of \$0.55 per share (March 31, 2008 - \$0.50) is amortized to expense over the vesting period on a straight-line basis. As at March 31, 2009; the Company recorded compensation expense of \$61,000 related to stock options (March 31, 2008 – \$18,000).

(f) Restricted stock unit plan:

As at March 31, 2009, there were 1,175,000 restricted stock units outstanding of which 400,000 mature on December 31, 2010 and 775,000 mature on November 17, 2011. All vest over a three year period. The Company recorded a liability at March 31, 2009 based on the intrinsic value of the units. For the three months ended March 31, 2009, the Company recorded compensation expense related to the restricted stock unit plan of \$18,000 (March 31, 2008 - \$nil).

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(g) Per share amounts:

The weighted average number of common shares outstanding for the three months ended March 31, 2009 and 2008 are as follows:

	March 31, 2009	March 31, 2008
Weighted average – basic and diluted	26,921,788	15,980,415

The dilutive effect of the Company's issuable securities at March 31, 2009, which consists of 1,787,873 options (March 31, 2008 – 397,000) and 5,516,700 warrants (March 31, 2008 – nil) to issue common shares, was nil shares. These options and warrants are available for dilution in future periods.

9. FINANCIAL INSTRUMENTS

Overview

The Company has exposure to the following risks from its financial instruments:

- Credit risk;
- Liquidity risk;
- Market risk;
- Foreign currency exchange risk;
- Commodity price risk; and
- Interest rate risk.

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and establishes and monitors risk management policies to: identify and analyze the risks faced by the Company; to set appropriate limits and controls; and to monitor risks and adherence to market conditions and the Company's activities.

Credit Risk

Credit risk is primarily related to the Company's receivables from joint venture partners and petroleum and natural gas marketers and the risk of financial loss if a customer, partner or counterparty to a financial instrument fails to meet its contractual obligations. A substantial portion of the Company's accounts receivable are with customers in the energy industry and are subject to normal industry credit risk. The Company generally grants unsecured credit but routinely assesses the financial strength of its customers.

Receivables from petroleum and natural gas marketers are normally collected on the 25th day of the month following production. The Company sells the majority of its production to two petroleum and natural gas marketers therefore is subject to concentration risk which is mitigated by management's policies and practices related to credit risk, as discussed above. The Company historically has not experienced any collection issues with its petroleum and natural gas marketers. However, the receivables are from participants in the petroleum and natural gas sector, and collection of the outstanding balances is dependent on industry factors such as commodity price fluctuations, escalating costs, the risk of unsuccessful drilling and occasional disagreements between parties. The Company attempts to mitigate the risk from joint venture receivables by obtaining partner approval of significant capital expenditures prior to expenditure. The Company does not typically obtain collateral from petroleum and natural gas marketers or joint venture partners; however in certain circumstances, it may cash call a partner in advance of the work. As well, the Company does have the ability to withhold production from joint venture partners in the event of non-payment.

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The Company establishes an allowance for doubtful accounts as determined by management based on their assessment of collection therefore the carrying amount of accounts receivable generally represents the maximum credit exposure.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking harm to the Company's reputation.

The Company prepares capital expenditures budgets which are regularly monitored and updated as considered necessary. As well, the Company utilizes authorizations for expenditures on both operated and non-operated projects to further manage capital expenditures. To facilitate the capital expenditure program, the Company has a revolving credit facility (note 5) that is reviewed annually by the lender.

Market Risk

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

The Company utilizes commodity price contracts to manage market risks relevant to commodity prices. All such transactions are conducted in accordance with the risk management policy that has been approved by the Board of Directors.

Foreign Currency Exchange Risk

Foreign currency exchange rate risk is the risk that the fair value of financial instruments or future cash flows will fluctuate as a result of changes in foreign exchange rates. Although all of the Company's petroleum and natural gas sales are denominated in Canadian dollars, the underlying market prices in Canada for petroleum and natural gas are impacted by changes in the exchange rate between the Canadian and United States dollar. The Company had no forward exchange rate contracts in place as at or during the three months ended March 31, 2009.

Commodity Price Risk

Commodity price risk is the risk that the fair value of financial instruments or future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for petroleum and natural gas are impacted by world economic events that dictate the levels of supply and demand. The Company has attempted to mitigate commodity price risk through the use of financial derivative sales contracts. The Company's contracts in place as of March 31, 2009 are as follows:

Type	Period	Volume (GJ/d)	Fixed Price (\$/GJ)
Swap	April 1, 2009 to December 31, 2009	5,100	7.20
Swap	January 1, 2010 to March 31, 2010	2,600	8.38
Swap	January 1, 2010 to March 31, 2010	2,500	6.80

For the three months ended March 31, 2009, the Company realized a gain related to commodity contracts of \$1,459,000 (three months ended March 31, 2008 – realized loss of \$113,000) which has been included in petroleum and natural gas sales. The Company

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also recorded an unrealized gain on commodity contracts of \$2,418,000 for the three months ended March 31, 2009 (three months ended March 31, 2008 – unrealized loss of \$3,141,000). A \$1.00/GJ change in the AECO price would increase or decrease the unrealized gain on commodity contracts for the period ended March 31, 2009 by \$1,862,000.

Interest Rate Risk

The Company is exposed to interest rate risk to the extent that changes in market interest rates impact its borrowings under the revolving credit facility. The Company has no interest rate swaps or hedges at March 31, 2009. A difference in the average effective interest rate of 1.0 percent would change net income by an estimated \$54,000 for the three months ended March 31, 2009.

Capital Management

The Company's policy is to maintain a strong capital base for the objectives of maintaining financial flexibility, creditor and market confidence and to sustain the future development of the business.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying petroleum and natural gas assets. The Company considers its capital structure to include shareholders' equity and working capital. In order to maintain or adjust the capital structure, the Company may from time to time issue shares and adjust its capital spending to manage current and projected debt levels. To assess capital and operating efficiency and financial strength, the Company continually monitors its net debt and working capital which is a non-GAAP measure and calculated as follows:

	March 31, 2009	December 31, 2008
Current assets	\$ 14,869	\$ 10,350
Current liabilities	(38,520)	(31,343)
Net debt and working capital deficiency	\$ (23,651)	\$ (20,993)

The net debt and working capital deficiency is a result of normal operating conditions in periods when the Company incurs significant capital expenditures relative to revenue. Net debt and working capital deficiency is defined as current assets less current liabilities.

The Company's share capital is not subject to external restrictions; however the credit facility is based on petroleum and natural gas reserves. The Company has not paid or declared any dividends since the date of incorporation, nor are any contemplated in the foreseeable future.

Fair Value of Financial Instruments

The Company's financial instruments as at March 31, 2009 include cash and cash equivalents, accounts receivable, commodity contracts, accounts payable and the revolving operating loan. The fair value of cash and cash equivalents, accounts receivable and accounts payable approximate their carrying amounts due to their short terms to maturity. The fair value of commodity contracts is determined by calculating the difference between the contracted price and published forward price curves as at the balance sheet date, using the remaining contracted natural gas volumes. The Company's revolving operating loan bears interest at a floating market rate and accordingly the fair market value approximates the carrying value.

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The carrying and fair values of the Company's financial instruments as at March 31, 2009 are as follows:

Classification	Carrying Value \$	Fair Value \$
Held-for-trading (cash and cash equivalents and commodity contracts)	4,974	4,974
Loans and receivables (accounts receivable)	8,667	8,667
Held-to-maturity	-	-
Other liabilities (accounts payable and revolving operating loan)	(36,981)	(36,981)
Total	(23,340)	(23,340)

10.

COMMITMENTS AND CONTINGENCIES

Office space and equipment

The Company is committed to minimum annual lease payments under operating leases for office premises and equipment to March, 2013, as follows:

	Equipment Rental \$	Office Lease \$	Total \$
Balance of 2009	60	343	403
2010	25	470	495
2011	9	475	484
2012	-	474	474
2013	-	119	119
	94	1,881	1,975

Transportation and Processing

The Company has an agreement for the transportation and processing of natural gas from the Company's Square Creek, Alberta area. The Company is committed to paying the greater of a fee calculated as monthly volumes at an established rate per mcf, or an established minimum monthly processing fee based on estimated gas throughput of 2 mmcf per day until the earlier of April 1, 2015 or the delivery of a total of 15 bcf.

Committed payments are as follows:

	\$
Balance of 2009	926
2010	1,088
2011	767
2012	767
2013	767
Thereafter	895
	5,210

The Company's joint interest partner in the Square Creek area has agreed to be responsible for all terms and conditions of the agreement related to its 50 percent working interest in this area. Accordingly, committed payments listed above represent only the Company's 50 percent working interest.

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Letter of Credit

On February 1, 2009, the Company issued a letter of credit of \$900,000 with an expiry of February 1, 2010, related to a gas transportation and processing agreement.

Guarantees

The Company maintains liability insurance for its directors and officers and indemnifies its directors and officers against any and all claims or losses reasonably incurred in the performance of their service to the Company to the extent permitted by law.

Claims and Litigation

The Company is involved in various claims and litigation arising in the normal course of business. The outcome of these matters is uncertain and there can be no assurance that such matters will be resolved in the Company's favour. If the outcome is unfavourable, it could have a materially adverse impact on the Company's financial position or results of operations.

Income Tax Refund

In September 2008, the Company re-filed its income tax returns for the 1997 to 1999 tax years to claim additional scientific research and experimental development credits related to the bio-technology business of its predecessor company. These additional claims could result in a refund of approximately \$3,400,000 to the Company.

Income Tax Reassessment

Based on the results of an audit concluded in March 2009 by the Canada Revenue Agency (CRA) on the 2004 flow-through expenditures of a business acquired by the Company in 2006, the Company has been notified that it will be reassessed by CRA for interest of \$277,000 on expenditures not qualifying for renunciation under the flow-through share program in the amount of \$1,916,000. The Company will file a Notice of Objection after consultation with its tax advisors and legal counsel. The Company has indemnified the subscribers of this flow-through share offering from income taxes related to the offering.

11. CHANGE IN NON-CASH WORKING CAPITAL

Changes in non-cash working capital balances are comprised of the following:

	March 31, 2009	March 31, 2008
	\$	\$
Accounts receivable	(1,670)	(2,432)
Prepaid expenses and deposits	(374)	(302)
Accounts payable and accrued liabilities	4,096	19,983
Income taxes payable	18	-
	2,070	17,249
Accounts payable settled through issuance of shares	-	25
	2,070	17,274
Attributable to investing activities	2,696	17,522
Attributable to operating activities	(626)	(248)

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12. RELATED-PARTY TRANSACTIONS

- (a) In the three months ended March 31, 2009, the Company was charged \$68,000 (three months ended March 31, 2008 - \$72,000), in legal fees by a law firm of which a director of the Company is a partner, of which \$57,000 is included in accounts payable and accrued liabilities at March 31, 2009.
- (b) In the three months ended March 31, 2009, the Company was charged and recorded \$34,000 (three months ended March 31, 2008 - \$nil) by a director for consulting services.

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

13. RECLASSIFICATION

In 2008, the Company changed its presentation of petroleum and natural gas sales, transportation costs, realized gain or loss on commodity contracts, and general and administrative expenses. The Company previously reported petroleum and natural gas sales net of transportation costs and before realized gain or loss on commodity contracts. The Company also changed its presentation of general and administrative expenses to provide separate disclosure of professional fees. There is no impact on the reported net loss for 2008. The effect of these changes is as follows:

	2008 As Previously Classified \$	Adjustments \$	2008 Reclassified \$
Petroleum and natural gas sales	5,538	99	5,637
Realized gain (loss) on commodity contracts	(113)	113	-
Transportation expense	-	212	212
General and administrative expenses	676	(188)	488
Professional fees	-	188	188