



ANGLE ENERGY INC

PRESS RELEASE

**Angle Announces 2009 Third Quarter Results**

CALGARY, ALBERTA – November 9, 2009 – Angle Energy Inc. ("Angle" or the "Company") (TSX : NGL) is pleased to announce its financial and operating results for the three and nine months ended September 30, 2009.

**HIGHLIGHTS**

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2009	2008	Change	2009	2008	Change
<i>(000s, except per share data)</i>	(\$)	(\$)	(%)	(\$)	(\$)	(%)
<b>Financial</b>						
Commodity revenues	17,483	43,177	(60)	56,346	99,557	(43)
Funds from operations <sup>(1)</sup>	8,699	21,017	(59)	26,927	54,113	(50)
Per share – basic	0.19	0.54	(65)	0.64	1.50	(57)
Per share – diluted	0.18	0.52	(65)	0.63	1.46	(57)
Cash flow from operating activities	4,907	31,770	(85)	13,664	59,425	(77)
Net income (loss)	(1,896)	13,071	(115)	(4,833)	23,582	(120)
Per share – basic	(0.04)	0.34	(112)	(0.11)	0.66	(117)
Per share – diluted	(0.04)	0.32	(113)	(0.11)	0.64	(117)
Capital expenditures	9,496	23,510	(60)	56,291	62,258	(10)
Total assets	212,040	192,179	10	212,040	192,179	10
Net debt <sup>(2)</sup>	9,350	10,874	(14)	9,350	10,874	(14)
Shareholders' equity	166,374	135,854	22	166,374	135,854	22
<i>(000s)</i>	(#)	(#)	(%)	(#)	(#)	(%)
<b>Common Share Data</b>						
Shares outstanding						
At end of period	46,712	38,791	20	46,712	38,791	20
Weighted average – basic	46,579	38,652	21	42,291	35,998	17
Weighted average – diluted	47,226	40,285	17	43,072	37,086	16
			(%)			(%)
<b>Operating</b>						
<b>Sales</b>						
Natural gas <i>(mcf/d)</i>	26,710	26,833	--	26,334	22,138	19
NGLs <i>(bbls/d)</i>	3,015	2,768	9	3,036	2,518	21
Light crude oil <i>(bbls/d)</i>	85	40	113	131	29	352
Total oil equivalent <i>(boe/d)</i>	7,552	7,280	4	7,556	6,236	21
<b>Average wellhead prices <sup>(3)</sup></b>						
Natural gas <i>(\$/mcf)</i>	3.23	7.84	(59)	3.85	8.49	(55)
NGLs <i>(\$/bbl)</i>	32.42	76.43	(58)	32.21	67.95	(53)
Light crude oil <i>(\$/bbl)</i>	69.62	116.92	(40)	55.18	119.22	(54)
Total oil equivalent <i>(\$/boe)</i>	25.16	58.59	(57)	27.32	58.11	(53)
<b>Gross (net) wells drilled (#)</b>						
Gas	3 (3.0)	5 (4.4)	(40) (-32)	8 (6.9)	13 (11.0)	(38) (-37)
Oil	-- (--)	2 (2.0)	(100) (-100)	-- (--)	4 (3.5)	(100) (-100)
Dry and abandoned	1 (1.0)	2 (1.4)	(50) (-29)	4 (4.0)	4 (3.4)	-- (18)
Total	4 (4.0)	9 (7.8)	(56) (-49)	12 (10.9)	21 (17.9)	(43) (-39)
Average working interest (%)	100	87	13	91	85	6

(1) Funds from operations and funds from operations per share are not recognized measures under Canadian generally accepted accounting principles. Refer to the Management's Discussion and Analysis for further discussion.

(2) Current assets less current liabilities and bank debt, excluding derivative instrument and related tax effect.

(3) Product prices include realized gains or losses from derivative instruments.

(4) For a description of the boe conversion ratio, refer to the commentary at the beginning of the Management's Discussion and Analysis.

## LETTER TO SHAREHOLDERS

Fellow Shareholder:

We are pleased to report the financial and operating results of Angle Energy Inc. for the three months ended September 30, 2009.

Our Company's third quarter activities continued our high yield development in the Ferrier core area, and significantly, included exploratory success in the Company's 100% working interest Lone Pine Creek gas resource play. The initial vertical well in the Lone Pine Creek area was drilled, completed and tested at rates averaging 500 Mscf/d. Subsequent to quarter-end, an exploratory horizontal well in this area was drilled, completed and tested with stabilized rates of 2.8 MMscf/d as described in our November 2, 2009 press release. This most recent well is the initiation of Angle's plan to exploit our known resource base in all core areas, including several formations with horizontal drilling.

Corporate production increased over the second quarter of 2009, despite a pullback in capital spending as described in our September 9, 2009 guidance. This stability in our producing base, coupled with Angle's low cost operations, stands out among our peers. Revenues continued to reflect a weakening gas price in the third quarter, although light crude oil and condensate prices strengthened over the prior three-month period. Angle's rich gas stream continues to benefit from the lucrative association of condensate with light oil pricing.

This letter contains certain forward-looking statements that are based on assumptions and subject to risks outlined in more detail in the Management's Discussion and Analysis ("MD&A") attached. Shareholders should read this letter, MD&A, financial statements and accompanying notes in their entirety.

### Corporate Activities and Financial Highlights

Angle's commodity revenues increased slightly to \$17.5 million from the second quarter of 2009 as did funds from operations to \$8.7 million. Angle exited the period with net debt of \$9.4 million, resulting in a low debt to annualized third quarter cash flow ratio of 0.3:1. We continue to maintain financial flexibility with the goals of proving up our extensive unbooked drilling inventory and seeking additional growth opportunities through strategic acquisitions.

In September 2009, Mr. G. Graham Cormack joined the Company as Vice President, Operations. Mr. Cormack has over 22 years of oil and gas production, operational, acquisition evaluation and business experience. Prior to joining Angle, he was Vice President, Engineering and Operations for several junior oil and gas companies and a founder of E4 and E3 Energy Inc. Mr. Cormack was also Manager of Production and Director, Exploitation South for Calpine Canada Resources Ltd. (formerly Encal Energy Ltd.), working with other members of the Angle management team. Mr. Cormack will be responsible for overseeing all aspects of our Company's operations and assisting in corporate growth planning. Mr. Cormack has a Bachelor of Science degree in Chemical Engineering from the University of Alberta and is a member of the Association of Professional Engineers, Geologists and Geophysicists of Alberta (APEGGA).

### Operating Highlights

The Company recorded another successful operational quarter that included:

- increasing production 4% to average 7,552 boe/d compared to the third quarter of 2008;
- drilling 4 gross (4.0 net) wells at an average 100% working interest with a 75% success rate; and
- acquiring an additional 5.25 sections or 3,360 acres of Crown land, at 100% working interest, in our core operating areas.

### *Harmattan*

Harmattan drilling projects were deferred into early 2010 due to Angle's third quarter view of natural gas pricing. No new wells were tied in over the quarter as all wells drilled during the prior period had previously been pipeline connected.

Of note during the third quarter was a successful recompletion of a standing wellbore, which yielded light oil production from the Viking formation and was subsequently tied in early in the fourth quarter. Angle has been evaluating the prospectivity of the Viking and the Cardium on Company lands in the Harmattan area.

### ***Ferrier***

During the three-month period, we drilled 3 gross (3.0 net) Ellerslie/Ostracod development wells in the area, two of which were successful. Additionally, the Company tied in 2 gross (2.0 net) Ellerslie/Ostracod development wells, one late in the quarter. The existing base at Ferrier, with infrastructure largely in place and controlled by Angle, allows for faster and low cost tie-ins of new production.

On June 1, 2009, the Company acquired 550 boe/d of production, although 410 boe/d was shut-in due to a plant fire at a third party processing facility in the Ferrier area. Angle immediately began evaluating and planning two pipeline projects to reroute its impacted production. The first 135 boe/d of impacted production was restored on July 20, 2009 with the remaining 275 boe/d of impacted production restored on September 27, 2009. The result was lost production of 135 and 291 boe/d during the second and third quarters, respectively.

During the final three months of 2009, we plan to drill three wells in the Ferrier area, two of which are expected to be drilled horizontally. This activity has increased relative to the outlook made on September 9, 2009 due to improved gas commodity pricing. The three wells to be drilled include a vertical target for the Ellerslie/Ostracod on freehold lands, a horizontal target for the Ellerslie on Crown lands and a horizontal target for the Cardium (oil) on Crown lands. The Crown targets will access several Alberta royalty incentive programs, including the drilling meterage credit, the new well royalty of 5% and the deep well royalty holiday. Additionally, Angle is excited by the potential of the oil-bearing Cardium zone in the Ferrier area and has noted the success in nearby projects by other operators.

### ***Lone Pine Creek***

The Lone Pine Creek area has transitioned to a development core area due to the Company's exploration success. As described in the Company's second quarter report of August 6, 2009, the initial well in the play was drilled during the third quarter, encountering 12 meters of pay at an average 6% porosity in the Crossfield Wabamun formation. This well was drilled vertically, completed with an acid squeeze and tested at gas rates averaging 500 Mscf/d and approximately 8% hydrogen sulphide content. Reservoir pressures measured at the well are high, indicating that little to no reservoir depletion is present. The well was drilled and completed at an estimated cost of \$1.8 million, within budget. Importantly, the operation was conducted safely and without incident, and met all commitments to area residents.

The results from the vertical well were encouraging as Angle proved the presence of a gas charged reservoir in the southernmost end of our owned and controlled lands. The lower permeability revealed by the flow test, combined with the thick pay encountered, indicates that horizontal drilling exploitation is favourable for the adjacent lands. Accordingly, Angle planned its second drill as a horizontal well. The well spud during the third quarter and operations were subsequently completed in the fourth quarter. This exploratory well is located on the northernmost extent of Angle's Lone Pine Creek property, six miles from the initial vertical well. The well was drilled horizontally to Angle's design length, approximately 1,000 meters into the Crossfield Wabamun formation. Several hundred meters of gas bearing reservoir were encountered, as indicated by wellbore logs, rock cuttings and strong gas shows.

The well was completed using a foam-diverted acid job. Gas flow rates from the well were measured as high as 5.0 MMscf/d with a stabilized rate established at 2.8 MMscf/d after three days of flow along with high wellhead flowing pressures and good associated condensate production. The natural gas from the initial flow period has tested sweet with zero parts per million hydrogen sulphide present. Angle planned the drill anticipating sour gas and will continue to monitor the well for the possible presence of hydrogen sulphide. The well is currently shut-in for pressure buildup. Estimated total capital to drill and complete the well is \$2.5 million. The incremental cost for utilizing the horizontal technology is \$0.6 million to an equivalent vertical well operation. The well will be placed on production by the end of the first quarter of 2010. Angle has been in discussions with several parties regarding the potential tie-in of wells and processing of gas for the Lone Pine Creek project. There are four potential facilities in the area that can accept the Company's production, all with excess capacity.

In a press release issued November 3, 2009, the Energy Resources Conservation Board of Alberta announced that it will continue to accept and process sour oil and gas well, pipeline and other facility applications, but will not issue licences for projects of this nature in response to a recent Alberta Court of Appeal ruling. Resolution of this issue, which impacts many explorers and producers in Alberta, is expected to be expeditious. Due to the potential for delays in upcoming fourth quarter activity in the Lone Pine Creek area, our Company has reordered its drilling schedule, and as a result, is planning its next well at Lone Pine Creek for early 2010.

Angle owns or controls over 50 sections of land at 100% working interest in the Lone Pine Creek development project. The success of our two exploratory drills to date indicates the potential of a material gas resource. The repeatable cost structures and possible recoveries in a project development of this nature are attractive and in line with Angle's corporate growth strategy. Immediate drilling plans for 2010 include a minimum of 12 horizontal wells with an upside inventory in excess of 30 horizontal locations on trend, at current spacing of one well per section. The next horizontal drill (100% working interest) is expected to commence in early 2010 on the Company's Lone Pine Creek south block, offsetting an existing vertical well with a strong gas test.

Sour gas operations possess inherent timing risks as surface and regulatory determinations can affect operational planning. Angle will continue to report on its progress in this major new core area as activity continues.

### **Outlook**

The current environment exhibits a cautious optimism among operators and investors with respect to natural gas pricing, with prices improved over the second and third quarters of 2009, but still well below the highs experienced in the first half of 2008. Our Company has responded by ordering its opportunity portfolio where cost structures are repeatable and the projects are expected to yield greater than a threshold recycle ratio of 1.0. Angle targets an overall recycle ratio of 2.0 (field netback versus finding costs per boe). Consequently, we have accelerated drilling plans in the fourth quarter of 2009 on wells that were previously deferred until 2010. Plans are to spend an additional \$4.6 million to drill (\$3.9 million net of drilling meterage credits) and complete up to three additional wells in the Ferrier area for a total to 16 gross wells for 2009 from the prior forecast of 14 gross wells. Of the three new wells at Ferrier, two are planned as horizontal drills and one is planned as an oil target in the Cardium.

Our best opportunities lie in the application of horizontal drilling technology (and in some cases, also multi-stage fracturing completion techniques) to unlock the potential of the formations we have previously exploited solely with vertical wells and simple completions. Angle has several high quality reservoirs discovered or extended by the Company over the past three years of operations. Initial vertical development and subsequent production history have given us an understanding of the resources in place, and therefore, the ideal platform to commence the next stage of exploitation. We are excited about the potential increase in recovery, reserve life and productivity that these projects will deliver. Most importantly, over the past few years these technologies have been in use by several operators who have reported improved efficiencies, and Angle is now in a position to combine "best practices" with a lower cost structure to enhance profit margins. The recent success in our Lone Pine Creek area is an example of the potential we see in our existing base.

Angle's high working interest and operated drilling activities provide the flexibility required to accelerate or defer operations as dictated by our measure of profitability. Currently, we have a portfolio of 150 high quality drilling locations (five years of inventory) on Company controlled lands, of which 80% are horizontal targets.

In conjunction with the execution of our extensive portfolio of drilling opportunities, Angle continues to assess acquisitions of land and production that would complement our Company's assets and further diversify our prospect inventory. Angle's clean balance sheet and financial flexibility that this position affords are a unique competitive advantage.

Please note our updated website ([www.angleenergy.com](http://www.angleenergy.com)) will be live on November 10, 2009 along with a new investor presentation that will be posted on November 11, 2009.

We look forward to reporting our fourth quarter activities and 2009 year-end results as well as the opportunities that 2010 will present.

On behalf of the Board of Directors,

*[signed]*

Heather Christie-Burns  
President & Chief Operating Officer

*[signed]*

D. Gregg Fischbuch  
Chief Executive Officer

November 9, 2009

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") reports on the financial condition and the results of operations of Angle Energy Inc. ("Angle" or the "Company") for the three and nine months ended September 30, 2009 and 2008 and should be read with the accompanying September 30, 2009 unaudited consolidated financial statements as well as the audited consolidated financial statements for the year ended December 31, 2008. All financial measures are expressed in Canadian dollars unless otherwise indicated. This commentary is based on the information available as at, and is dated November 6, 2009.

Production information is commonly reported in units of barrel of oil equivalent ("boe"). For purposes of computing such units, natural gas is converted to equivalent barrels of crude oil using a conversion factor of six thousand cubic feet of gas to one barrel of oil. This conversion ratio of 6:1 is based on an energy equivalent conversion for the individual products, primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Such disclosure of boes may be misleading, particularly if used in isolation. Readers should be aware that historical results are not necessarily indicative of future performance.

### Non-GAAP Measurements

This MD&A contains the terms "funds from operations", "funds from operations per share", "funds flow netback" and "net income netback", which should not be considered an alternative to or more meaningful than net earnings or cash flow from operating activities as determined in accordance with Canadian generally accepted accounting principles ("GAAP") as an indicator of the Company's performance. These terms do not have any standardized meaning as prescribed by GAAP. Angle's determination of funds from operations, funds from operations per share, funds flow netback and net income netback may not be comparable to that reported by other companies. Management uses funds from operations to analyze operating performance and leverage, and considers funds from operations to be a key measure as it demonstrates the Company's ability to generate cash necessary to fund future capital investments and to repay debt. Funds from operations is calculated using cash flow from operating activities as presented in the consolidated statement of cash flows before changes in non-cash working capital and settlement of retirement costs. Angle presents funds from operations per share, which is prohibited under GAAP. Per share amounts are calculated using weighted average shares outstanding consistent with the calculation of earnings per share. The following table reconciles funds from operations to cash flow from operating activities, which is the most directly comparable measure calculated in accordance with GAAP:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
(000s)	(\$)	(\$)	(\$)	(\$)
Cash flow from operating activities	4,907	31,770	13,664	59,425
Changes in non-cash working capital	3,792	(10,753)	13,263	(5,312)
Funds from operations	8,699	21,017	26,927	54,113

### Future Outlook and Forward-Looking Information

Certain statements contained in this MD&A constitute forward-looking statements. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "believe", "could", "estimate", "expect", "forecast", "guidance", "intend", "may", "plan", "predict", "project", "should", "target", "will" or similar words suggesting future outcomes or language suggesting an outlook. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Management believes the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct, and as a result, such forward-looking statements included in this MD&A should not be unduly relied upon.

### Material Assumptions on Forward-Looking Information

The Company's presentation of forward-looking information is based on internally generated budgets relating to drilling plans and related costs, expected results from drilling as well as estimated royalties, operating costs and administrative expenses. Angle bases the commodity pricing for budget purposes on a range of publicly available pricing forecasts and also considers general economic conditions. The combination of these elements gives rise to expected financial results, inclusive of debt and working capital for the budget period.

### ***Production and Sales Rates***

During 2009, Angle expects that production and sales of natural gas, NGLs and light crude oil will average between 7,500 and 7,600 boe/d. There are many factors that could result in production levels being less than anticipated, including: greater than anticipated declines in existing production due to poor reservoir performance, mechanical failures or inability to access production facilities; the unanticipated encroachment of water or other fluids into the producing formation; and, the inability to drill, complete and tie-in wells on schedule due to a lack of oilfield services being available on a cost efficient basis, poor weather, the inability to negotiate surface access with the landowners, or regulatory delays in obtaining all necessary drilling and production approvals.

### ***Production Mix***

The Company anticipates that its 2009 product volume mix will be similar to 2008, and as a result, will approximate 59% natural gas, 40% NGLs and 1% light crude oil. This expectation may not be met if the wells are not drilled when expected (see "Drilling Program" below) or if the wells do not produce as expected (see "Production and Sales Rates" above).

### ***Commodity Prices***

For purposes of its forecast for 2009, the Company has assumed that the natural gas price at AECO for spot delivery will average \$4.25/mcf and that the crude oil price will average \$80/bbl Edmonton Par for the final quarter of 2009. There are many risks that may result in commodity price assumptions being less than expected. The price of natural gas in North America is primarily related to the domestic supply and demand equation. Demand is primarily affected by heating requirements in winter and cooling requirements in summer, with warm winters and/or cool summers having a negative demand influence. Supplies are generally domestic and respond to prices, but an increase in the deliverability of global NGLs into the North American market can also, at times, influence the supply situation.

The price of crude oil is set in U.S. dollars on the world market and is influenced by global supply and demand factors as well as exogenous events, such as terrorist activity in oil exporting countries. The current slowdown in economic growth due to recession in several of the world's major economies could further reduce both the demand and price for crude oil.

Canadian producers realize a Canadian dollar price for natural gas, NGLs and crude oil, all of which are determined in large part by the U.S. dollar price for such products adjusted for the U.S. to Canadian dollar exchange rate. The exchange rate is influenced by many factors, which have and will continue to result in high volatility. Angle has used a Canadian to U.S. dollar price exchange rate of \$0.85 for its forecast pricing.

### ***Royalty Rates***

Angle expects that royalty rates during 2009 will average in the range of 24% to 26% of gross revenue, before realized or unrealized derivative gains or losses. This royalty rate expectation has resulted from the Company's view on commodity prices and increased sales from Crown lands. Total royalties are the combination of Crown royalties paid on Crown lands and freehold royalties paid on freehold lands. In addition, gross overriding royalties are payable on lands in which the Company has earned an interest by way of farm-in, whether the lands are Crown or freehold. Total royalties payable are a function of the mix between Crown and freehold lands as the rates are different.

Historically, the Company's freehold royalty rates have been higher than the Crown royalty rate applicable had the lands been Crown lands. However, under the new Alberta royalty rate program that became effective January 1, 2009, Angle's freehold royalty rates could, in certain cases, be less than the Crown royalty rates that would have applied had the lands been Crown owned depending on commodity prices.

During 2008, the Company's royalty mix was 20% Crown royalties and 11% freehold and gross overriding royalties, and the combined royalty rate was 31%. The actual combined royalty rate in any period will be a function of the mix between Crown and freehold production. Crown royalty rates are determined by the depth of the well, production rates and the price of natural gas or crude oil. As both Crown and freehold royalties are calculated as a percentage of revenue, royalties will vary directly with revenue and tend to mitigate the risk of declining revenues from lower production levels and/or lower commodity prices.

On March 3, 2009, the Government of Alberta announced a three-point incentive program to stimulate new and continued economic activity in Alberta. For new wells drilled between April 1, 2009 and March 31, 2011 on Crown lands, the program provides a credit of \$200 per metre drilled and caps royalties at 5% for the first 12 months of production up to a maximum of 50 mbbls of oil or 500 mmcf of natural gas. The drilling credit will be applied to and reduce Angle's capital expenditures in the period earned. At September 30, 2009, Angle has booked a \$2,189,000 drilling credit related to wells drilled during the second and third quarters. The Company will continue to monitor any further amendments to the incentive program and will update its plans as required.

### ***Operating Costs***

The Company expects operating and transportation costs to average in the range of \$5.00 to \$5.20/boe for 2009. Generally, operating costs in the Harmattan area are slightly lower than in the Ferrier area, and as Ferrier production grows in proportion to the Company's total, the blended operating costs are expected to increase marginally.

Risks to operating cost increases relate to general oilfield service costs, which tend to increase in periods of high industry activity and decrease as activity levels decline.

### ***General and Administrative ("G&A") Costs***

Angle anticipates that G&A expenses for 2009 will be approximately in the \$1.90 to \$2.00/boe range, net of capitalized amounts. Risks that G&A costs will exceed this amount relate to higher than expected employee costs necessarily incurred by the Company to retain key employees in a competitive market, the need to hire more staff than originally anticipated and general cost inflation.

### ***Funds From Operations***

The Company expects that funds from operations will be in the range of approximately \$37 million to \$39 million for 2009. This estimate is based on the assumptions as to production, commodity prices, royalty rates, operating costs and G&A costs discussed above. The risk that funds from operations are less than expected is the aggregate of all risks affecting the individual components thereof.

### ***Capital Expenditures***

Angle expects to incur between \$46 million and \$48 million for capital expenditures in 2009, excluding its \$22.5 million acquisition of producing properties in June, potential future acquisition activity and the impact of the Alberta Crown drilling credit incentive program. Angle's capital expenditures will consist of costs for drilling, completions, equipment, tie-ins, land and seismic. This is based on the assumption that the Company drills 16 gross wells during 2009. The capital program during 2009 is flexible, depending on commodity prices and recently announced Alberta Crown royalty incentive programs. Increases in capital costs from budgeted amounts can occur for the following reasons: general cost inflation in the industry, resulting from high utilization rates; poor weather that can delay activity and subject the Company to stand-by charges; and, problems encountered in drilling a well that can result in additional drilling time or, in some cases, losing the well entirely.

### ***Drilling Program***

The Company expects to drill 16 gross wells during 2009. During the final quarter of 2009, Angle's expected drilling plans include three wells at Ferrier and one well at Lone Pine Creek, which had commenced by the end of the third quarter. The drilling program is a key assumption in the production estimates for the period discussed above. The risk that Angle will not meet its drilling targets is attributable to the following: lack of access to drilling rigs and related equipment at sites; delays in obtaining landowner consent for surface access; and, delays in obtaining well licences and drilling permits.

### ***Drilling Success***

During 2009, the Company expects to add reserves from its drilling activities. In arriving at such expectations, Angle undertakes a risking process where each well is assigned a probability of success and the expected reserves that would be added in a success case. The basis for such assessment is a combination of geological, geophysical and reservoir engineering analysis, including reviewing analog reserves in the area of interest. There are many risks that a well may not add the reserves anticipated, including: poor reservoir rock due to low permeability and/or low porosity that inhibits production; the non-existence of the targeted zone due to erosion; the lack of an effective reservoir seal, preventing the migration of hydrocarbons; presence of water in the zone; damage to the zone from the drilling process; and, competitive drainage from offsetting acreage not owned by the Company.

### ***Developing Future Prospects***

Angle intends to continue generating and developing its own prospects and acquiring lands directly as well as through farm-ins as part of its business strategy. To do so requires that appealing opportunities become available within the timeframe suitable to the Company, that Angle has the necessary human and financial resources to pursue and capture such opportunities, and that the Company is able to prevail over its competitors pursuing the same projects. Risks in achieving such growth plans relate to a lack of adequate staffing or capital, or to an overly competitive market where other industry participants are prepared to pay more for a prospect than what Angle would consider prudent.

### ***Debt***

The Company anticipates that its combined bank debt and working capital deficit position at December 31, 2009 will be less than \$10 million, given the volatility of commodity prices. The forecast closing debt would be increased by an acquisition. This assumes that capital expenditures are between \$46 million and \$48 million, prior to acquisitions and drilling credits, and that funds from operations are in the range of approximately \$37 million to \$39 million for 2009. The risk that debt levels are higher than expected would result from capital expenditures exceeding budget and/or funds from operations being less than budget, both of which have been considered above.

### ***Tax Horizon***

Angle will not become cash taxable during 2009 based on the foregoing assumptions. Liability for current income tax is a function of the amount of revenue and expenses recognized for tax purposes, including deductions for capital expenditures. As such, taxable income is affected by many factors, including: production levels; commodity prices; and, the level and classification for tax purposes of capital spending into one of several categories with each being deductible at different rates. The liability for current income tax could be higher than expected if revenues exceed Angle's budget, if capital spending is lower than expected, or if a greater proportion of capital spending is allocated to a lower deduction category.

### ***Current Market Conditions***

Management is aware that the current equity market conditions may not always be conducive to raising funds through treasury issues of common shares. However, the Company has the financial capability to continue its 2009 capital program through funds from operations and available credit under the existing bank line without the need to access capital markets.

### ***General***

Statements relating to "reserves" are also deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.

The actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors and assumptions set forth above and elsewhere in this MD&A.

These factors should not be considered as exhaustive. The reader is cautioned that these factors and risks are difficult to predict and that the assumptions used in the preparation of such information, although considered reasonably accurate at the time of preparation, may prove to be incorrect. Accordingly, readers are cautioned that the actual results achieved will vary from the information provided herein and the variations may be material. Consequently, there are no representations by the Company that actual results achieved will be the same in whole or in part as those set out in the forward-looking information. Furthermore, the forward-looking statements contained in this MD&A are made as of the date hereof, and the Company undertakes no obligation, except as required by applicable securities legislation, to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

### ***Basis of Presentation***

Angle is a public company that was incorporated under the laws of Alberta on January 23, 2004 and commenced active oil and gas operations in 2005. This MD&A focuses on the Company's operations for the three and nine months ended September 30, 2009 and 2008.

## Operating Results

### Drilling Activity

	Exploration		Development		Total	
	Gross	Net	Gross	Net	Gross	Net
	(wells)	(wells)	(wells)	(wells)	(wells)	(wells)
<b>January 1 to September 30, 2009</b>						
Natural gas and NGLs	1	1.0	7	5.9	8	6.9
Light crude oil	--	--	--	--	--	--
Dry and abandoned	3	3.0	1	1.0	4	4.0
<b>Total wells</b>	<b>4</b>	<b>4.0</b>	<b>8</b>	<b>6.9</b>	<b>12</b>	<b>10.9</b>
Success rate (%)		25		86		63
Average working interest (%)		100		86		91
<b>January 1 to September 30, 2008</b>						
Natural gas and NGLs	--	--	13	11.0	13	11.0
Light crude oil	1	0.5	3	3.0	4	3.5
Dry and abandoned	2	2.0	2	1.4	4	3.4
<b>Total wells</b>	<b>3</b>	<b>2.5</b>	<b>18</b>	<b>15.4</b>	<b>21</b>	<b>17.9</b>
Success rate (%)		20		91		81
Average working interest (%)		83		86		85

For the nine months ended September 30, 2009, Angle drilled 12 gross (10.9 net) wells of which 2 gross (2.0 net) development wells were at Harmattan, 6 gross (4.9 net) development wells were at Ferrier, 1 gross (1.0 net) exploration well was at Deanne, 2 gross (2.0 net) exploration wells were at Pembina and 1 gross (1.0 net) exploration well was at Lone Pine Creek. The Company's success rate is calculated on a net working interest completion basis.

### Capital Expenditures

Capital expenditures for the three and nine months ended September 30, 2009 and 2008 are summarized in the following table:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
(000s)	(\$)	(\$)	(\$)	(\$)
Drilling and completions	6,621	16,793	23,356	42,600
Drilling credit	(1,649)	--	(2,189)	--
Equipment and facilities	3,133	3,816	8,964	14,759
Geological and geophysical	300	393	598	725
Land and lease retention	881	2,020	2,450	3,315
Acquisitions	--	--	22,451	--
Head office	17	329	105	371
Capitalized G&A and other	193	159	556	488
<b>Total</b>	<b>9,496</b>	<b>23,510</b>	<b>56,291</b>	<b>62,258</b>

For the third quarter of 2009, drilling and completions expenditures totaled \$6,621,000 (2008 – \$16,793,000) that involved the drilling of 4 gross (4.0 net) wells, of which 3 gross (3.0 net) wells were successful and 1 gross (1.0 net) well was dry for a 75% success rate. In the comparative quarter of 2008, the Company drilled 9 gross (7.8 net) wells of which 7 gross (6.4 net) wells were successful and 2 gross (1.4 net) wells were dry for an 82% net success rate. During the three months ended September 30, 2009, Angle recognized \$1,649,000 in drilling credits for three Crown wells drilled that qualified for the Alberta government's incentive program.

Drilling and completions expenditures totaled \$23,356,000 for the nine months ended September 30, 2009 (2008 – \$42,600,000), which involved the participation in 12 gross (10.9 net) wells. Of the 12 wells, 8 gross (6.9 net) wells were cased while the remaining 4 gross (4.0 net) wells were not successful. In the comparative period of 2008, the Company drilled 21 gross (17.9 net) wells of which 17 gross (14.5 net) wells were cased while the remaining 4 gross (3.4 net) wells were unsuccessful. During the nine months ended September 30, 2009, Angle recognized \$2,189,000 in drilling credits for four Crown wells drilled that qualified for the Alberta government's incentive program.

For the three months ended September 30, 2009, the Company's expenditures on facilities totaled \$3,133,000 (2008 – \$3,816,000) primarily for wellsite facilities and related gathering pipelines. For the nine months ended September 30, 2009, the Company's expenditures on facilities totaled \$8,964,000 (2008 – \$14,759,000) primarily for wellsite facilities, related gathering pipelines and construction of compression facilities at Harmattan.

Land purchases and lease retention costs incurred in the third quarter of 2009 totaled \$881,000 (2008 – \$2,020,000). Angle was successful in Crown land sales during the 2009 three-month period, and as a result, added an additional 5.25 sections or 3,360 acres, at 100% working interest, to its total land inventory. During the first nine months of 2009, the Company expended \$2,450,000 (2008 – \$3,315,000) in land purchases and lease retention costs.

## Financial and Operating Results of Oil and Gas Activities

### Sales, Revenue and Price

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
<b>Sales</b>				
Natural gas sales (mcf/d)	26,710	26,833	26,334	22,138
NGLs sales (bbls/d)	3,015	2,768	3,036	2,518
Light crude oil sales (bbls/d)	85	40	131	29
Total sales (boe/d)	7,552	7,280	7,556	6,236
Total sales (boe)	694,791	669,803	2,062,775	1,708,643
(000s)	(\$)	(\$)	(\$)	(\$)
<b>Revenue</b>				
Natural gas	7,943	20,039	27,671	53,870
Realized derivative (loss) gain	--	(691)	--	(2,388)
Total natural gas	7,943	19,348	27,671	51,482
NGLs	8,995	19,463	26,698	46,879
Light crude oil	545	432	1,977	933
Total revenue before unrealized derivative (loss) gain	17,483	39,243	56,346	99,294
Unrealized derivative (loss) gain	--	3,934	--	263
Total revenue	17,483	43,177	56,346	99,557
<b>Average Prices</b>				
Natural gas sales price (\$/mcf)	3.23	8.12	3.85	8.88
Derivative realized gain (loss) (\$/mcf)	--	(0.28)	--	(0.39)
Total natural gas sales price (\$/mcf)	3.23	7.84	3.85	8.49
NGLs sales price (\$/bbl)	32.42	76.43	32.21	67.95
Light crude oil sales price (\$/bbl)	69.62	116.92	55.18	119.22
Total sales price (\$/boe)	25.16	58.59	27.32	58.11

For the three months ended September 30, 2009, revenue was \$17,483,000 compared to \$39,243,000 (before unrealized derivative loss) for the same period in 2008. Sales volumes during the third quarter of 2009 averaged 7,552 boe/d versus 7,280 boe/d a year ago and 7,472 boe/d recorded in the second quarter of 2009. Although Angle posted a 4% year-over-year increase in sales volumes, the Company's prices

decreased 57% on a per boe basis with natural gas declining 59% and NGLs falling 58% from the comparable quarter in 2008.

On June 1, 2009, the Company acquired 550 boe/d, although 410 boe/d was shut-in due to a plant fire at a third party processing facility in the Ferrier area. Angle immediately began evaluating and planning two pipeline projects to reroute its impacted production. The first 135 boe/d of impacted production was restored on July 20, 2009 with the remaining 275 boe/d of impacted production restored on September 27, 2009. The resulting impact was lost production of 135 and 291 boe/d during the second and third quarters, respectively.

During the three months ended September 30, 2009, Angle's product volume mix was 59% natural gas, 40% NGLs and 1% light crude oil.

Angle continues to have success in its development drilling program with volumes being tied in from both its Ferrier and Harmattan core areas. Ferrier contributed approximately 36% of the Company's total sales volumes during the third quarter of 2009, up slightly from 33% in the second quarter, while the balance of sales volumes were from Harmattan. In the comparative quarter of 2008, Ferrier sales were approximately 31% of Angle's total sales volumes.

For the first nine months of 2009, revenue was \$56,346,000 on average sales volume of 7,556 boe/d compared to \$99,294,000 (before unrealized derivative loss) and 6,236 boe/d for the same period in 2008. The 43% revenue decrease resulted from a 53% decline in blended product pricing, partially offset by a 21% increase in sales volumes.

The Company's drilling operations primarily target natural gas that is rich in associated NGLs. Angle's NGLs are comprised of approximately 34% ethane, 26% propane, 15% butane and 35% condensate. The price received for its NGLs is based on this mix, with condensate having the highest value of the NGLs stream.

Angle's production is sold within Canada and it is sensitive to North American natural gas and world crude oil price variations in addition to Canada/U.S. currency exchange rate changes. All of the Company's production is sold through five purchasers.

### ***Royalties***

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
(000s)	(\$)	(\$)	(\$)	(\$)
Total revenue before realized and unrealized derivative (loss) gain	<b>17,483</b>	39,934	<b>56,346</b>	101,682
Royalties				
Crown	<b>1,761</b>	8,996	<b>7,963</b>	20,828
Other	<b>1,869</b>	4,529	<b>6,541</b>	11,950
Total royalties	<b>3,630</b>	13,525	<b>14,504</b>	32,778
	(%)	(%)	(%)	(%)
% of Revenue				
Crown	<b>10</b>	23	<b>14</b>	20
Other	<b>11</b>	11	<b>12</b>	12
Total	<b>21</b>	34	<b>26</b>	32

For the third quarter of 2009, the Company recorded total royalties of \$3,630,000 or 21% of revenue versus \$13,525,000 or 34% of revenue for the same period in 2008.

Although other royalties are consistent throughout the reporting periods presented, Angle's Crown royalties declined to 10% and 14% for the third quarter and nine months ended September 30, 2009, respectively, from an average of 23% and 20%, respectively, for the comparative periods a year ago. These decreases were due in part to the decline in product prices which, under the new royalty framework, results in lower royalty rates. In addition, during the second quarter of 2009, Angle received a favourable gas cost allowance annual adjustment of approximately \$750,000 related to 2008 and is also receiving higher monthly gas cost allowance credits. These factors have affected both the quarter and the nine-month Crown royalty rates.

During the first nine months of 2009, total royalties were \$14,504,000 or 26% of revenue compared to \$32,778,000 or 32% of revenue a year ago.

### ***Operating Expenses***

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
(000s)	(\$)	(\$)	(\$)	(\$)
Operating expense	<b>3,397</b>	3,516	<b>9,327</b>	8,377
Transportation expense	<b>249</b>	172	<b>732</b>	514
Total operating expenses	<b>3,646</b>	3,688	<b>10,059</b>	8,891
Total operating expenses (\$/boe)	<b>5.25</b>	5.51	<b>4.88</b>	5.20

Total operating expenses were \$3,646,000 or \$5.25/boe for the 2009 three-month period versus \$3,688,000 or \$5.51/boe a year ago. The reduction in oil and gas service activity, combined with the Company's cost saving initiatives, has reduced Angle's operating expenses in both the third quarter and the nine months ended September 30, 2009. The Company has recognized approximately 10% lower costs primarily in materials charged to Angle by its contractors.

During the first nine months of 2009, the Company incurred operating expenses of \$10,059,000 or \$4.88/boe compared to \$8,891,000 or \$5.20/boe in the 2008 period.

### ***General and Administrative ("G&A") Expenses and Stock-Based Compensation***

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
(000s)	(\$)	(\$)	(\$)	(\$)
G&A expenses	<b>1,732</b>	1,490	<b>5,739</b>	3,996
G&A capitalized (direct)	<b>(193)</b>	(159)	<b>(556)</b>	(488)
G&A recoveries via operations	<b>(163)</b>	(323)	<b>(509)</b>	(685)
G&A expenses (net)	<b>1,376</b>	1,008	<b>4,674</b>	2,823

G&A net expenses totaled \$1,376,000 for the three months ended September 30, 2009 versus \$1,008,000 in the third quarter of 2008. Angle had 24 professional staff during the three-month period compared to 20 staff in the same period a year ago. During the three months ended September 30, 2009, the Company capitalized \$193,000 (2008 – \$159,000) in direct costs relating to its exploration and development staff salaries and \$163,000 (2008 – \$323,000) relating to operator recoveries on capital expenditures.

During the third quarter of 2009, Angle recorded non-cash stock-based compensation expense of \$319,000 (2008 – \$394,000) and capitalized \$72,000 (2008 – \$86,000) for total stock-based compensation of \$391,000 (2008 – \$480,000).

G&A net expenses totaled \$4,674,000 for the first nine months of 2009 compared to \$2,823,000 in the same period a year ago. The Company's G&A expenses and stock-based compensation rose in part due to an increase in staff required to properly manage increased activities as well as increased ongoing costs due to public reporting requirements. In addition, expenses rose during the period due to financing/standby fees for the new syndicated credit facility, related legal fees and annual costs such as insurance, bonuses and director fees. During the period, these fees and annual costs totaled approximately \$900,000. During the nine months ended September 30, 2009, the Company capitalized \$556,000 (2008 – \$488,000) in direct costs relating to its exploration and development efforts and \$509,000 (2008 – \$685,000) relating to operator recoveries on capital expenditures.

During the first nine months of 2009, Angle recorded non-cash stock-based compensation expense of \$1,031,000 (2008 – \$969,000) and capitalized \$319,000 (2008 – \$265,000) for total stock-based compensation of \$1,350,000 (2008 – \$1,234,000).

### ***Interest Expense***

Interest expense incurred during the nine months ended September 30, 2009 totaled \$147,000 (2008 – \$689,000) with the change resulting from the decreased use of credit facilities to date in 2009.

### Netbacks (per unit)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
	(\$/boe)	(\$/boe)	(\$/boe)	(\$/boe)
Sales prices	25.16	58.59	27.32	58.11
Royalties	(5.22)	(20.19)	(7.03)	(19.18)
Operating	(5.25)	(5.51)	(4.88)	(5.20)
Operating netback	14.69	32.89	15.41	33.73
G&A and other (excludes non-cash items)	(2.03)	(1.50)	(2.29)	(1.65)
Interest expense	(0.14)	(0.01)	(0.07)	(0.41)
Funds flow netback <sup>(1)</sup>	12.52	31.38	13.05	31.67
Depletion, depreciation and accretion	(15.29)	(11.59)	(15.29)	(12.62)
Stock-based compensation	(0.41)	(0.58)	(0.48)	(0.56)
Unrealized (loss) gain on derivative instrument	--	5.87	--	0.15
Future tax reduction (expense)	0.45	(5.56)	0.38	(4.84)
Net income (loss) netback	(2.73)	19.52	(2.34)	13.80

(1) Non-GAAP measure: refer to disclosure on non-GAAP measure. Funds flow netback is calculated by dividing funds flow by the sales volume in boes for the period then ended.

(2) For a description of the boe conversion ratio, refer to the commentary at the beginning of this MD&A.

Angle's operating netback was \$15.41/boe for the nine months ended September 30, 2009 compared to \$33.73/boe in 2008. The Company's operating netback was adversely impacted by the 53% decrease in commodity prices, slightly offset by lower Crown royalty rates, as a percentage of revenue, and lower operating expenses on a per unit basis.

### Funds From Operations

Funds from operations totaled \$8,699,000 or \$0.19 per basic and \$0.18 per diluted share during the third quarter of 2009 versus \$21,017,000 or \$0.54 per basic and \$0.52 per diluted share in the comparable period of 2008.

For the nine months ended September 30, 2009, the Company recorded funds from operations of \$26,927,000 or \$0.64 per basic and \$0.63 per diluted share compared to \$54,113,000 or \$1.50 per basic and \$1.46 per diluted share in the same period of 2008. Refer to the beginning of this MD&A section for discussion and reconciliation of funds from operations to cash flow from operating activities, which is the most directly comparable measure calculated in accordance with GAAP.

### Cash Flow From Operating Activities

Cash flow from operating activities totaled \$4,907,000 or \$0.11 per basic and \$0.10 per diluted share during the third quarter of 2009 compared to cash flow from operating activities of \$31,770,000 or \$0.82 per basic and \$0.79 per diluted share a year ago.

During the first nine months of 2009, the Company's cash flow from operating activities was \$13,664,000 or \$0.32 per basic and diluted share versus \$59,425,000 or \$1.65 per basic and \$1.60 per diluted share in 2008.

### Depletion, Depreciation and Accretion ("DD&A")

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
DD&A provision (\$000s)	10,626	7,760	31,541	21,557
DD&A provision (\$/boe)	15.29	11.59	15.29	12.62

The DD&A provision for the third quarter in 2009 was \$10,626,000 or \$15.29/boe compared to \$7,760,000 or \$11.59/boe recorded in the same period of 2008.

For the nine months ended September 30, 2009, the DD&A provision was \$31,541,000 or \$15.29/boe compared to \$21,557,000 or \$12.62/boe recorded in the same period of 2008. The increase in DD&A was primarily due to increased production volumes, combined with an increase in the per unit rate that resulted from lower reserves additions relative to capital expenditures due to unsuccessful exploratory drilling conducted during the first three months of 2009.

### ***Income Taxes***

A future tax reduction of \$315,000 was recognized for the three months ended September 30, 2009 compared to a future tax expense of \$3,726,000 recorded in the same period of 2008.

Future tax reductions totaled \$777,000 during the first nine months of 2009 versus future income tax expense of \$8,268,000 recorded in the comparable period of 2008.

### ***Net Income***

The Company recorded a net loss of \$1,896,000 or \$0.04 per basic and diluted share during the third quarter of 2009 compared to net income of \$13,071,000 or \$0.34 per basic and \$0.32 per diluted share in the same period a year ago.

For the nine months ended September 30, 2009, Angle recorded a net loss of \$4,833,000 or \$0.11 per basic and diluted share versus net income of \$23,582,000 or \$0.66 per basic and \$0.64 per diluted share in the comparative period of 2008.

### **Liquidity and Capital Resources**

The following table summarizes the change in working capital during the nine months ended September 30, 2009 and the year ended December 31, 2008:

	<b>Nine Months Ended September 30, 2009</b>	Year Ended December 31, 2008
<i>(000s)</i>	<i>(\$)</i>	<i>(\$)</i>
Working capital (deficiency) – beginning of period	<b>(8,960)</b>	(31,819)
Funds from operations	<b>26,927</b>	69,801
Issue of capital stock for cash (net of share issue expense)	<b>28,974</b>	38,695
Redemption of share capital	--	(5,760)
Derivative instruments	--	(11)
Capital expenditures	<b>(56,291)</b>	(79,866)
Working capital (deficiency) – end of period	<b>(9,350)</b>	(8,960)

Since inception on January 23, 2004 to September 30, 2009, Angle has raised funds through treasury equity issues in the amount of \$136,204,000 (net of share issue expenses and normal course issuer bid) at share prices ranging from \$0.60 to \$8.00 per common share.

The Company exited the period with a working capital deficiency and long-term debt of \$9,350,000 compared to available credit lines of \$80,000,000. The amount of the credit facility is subject to a borrowing base test performed on a semi-annual basis by the lenders, based primarily on reserves and using commodity prices estimated by the lenders as well as other factors. A decrease in the borrowing base could result in a reduction to the credit facility, which may require a repayment to the lenders. The next semi-annual review of the credit facility was scheduled to take place on or before October 31, 2009 and had commenced as of the date of this report. Based on preliminary discussions, management does not expect any reduction in the borrowing base.

Other liabilities included in working capital deficiency consist primarily of trade payables and accrued liabilities. Management expects to be able to fully meet all current obligations when due with funding provided by a combination of accounts receivable collections, funds from operations and available credit under the bank line.

In order to protect a portion of the Company's revenue stream, Angle will periodically enter into forward sales contracts for its commodities. As at September 30, 2009 and as of the date of this report, the Company did not have any forward sales contracts outstanding.

As at November 6, 2009, Angle had 46,838,632 common shares and 4,442,416 stock options issued and outstanding.

On August 4, 2009, the Board of Directors of Angle authorized that the Company's share appreciation rights ("SARs") plan be terminated in accordance with the terms of that plan. As a result, 845,250 options were subsequently issued on August 7, 2009 to replace the SARs previously outstanding to employees and officers of the Company and cash payments totaling \$35,000 were made relating to in-the-money vested options deemed exercised upon collapse of the plan.

The Company's normal course issuer bid was initiated in September 2008 and expired on September 23, 2009. Angle repurchased and cancelled a total of 1,425,500 shares under this bid with all purchases and cancellations occurring in 2008.

### **Financial Instruments**

Financial instruments of the Company consist primarily of cash, accounts receivable, accounts payable and bank debt. As at September 30, 2009, there were no significant differences between the carrying amounts reported on the balance sheet and their estimated fair values due to the short-term nature of these instruments.

The Company has exposure to credit, liquidity and market risk. Angle's risk management policies are established to identify and analyze the risks faced by the Company, set appropriate limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

#### ***Credit Risk***

Substantially all of the Company's petroleum and natural gas production is marketed under standard industry terms. Management monitors purchaser credit positions to mitigate any potential credit losses. The Company does not typically obtain collateral from petroleum and natural gas marketers or joint venture partners; however, Angle does have the ability to withhold production from joint venture partners in the event of non-payment.

#### ***Liquidity Risk***

Liquidity risk relates to the risk the Company will encounter should it have difficulty in meeting obligations associated with the financial liabilities. Angle anticipates it will continue to have adequate liquidity to fund its financial liabilities through its future funds from operations and available bank debt. The Company had no defaults or breaches on its bank debt or any of its financial liabilities.

#### ***Market Risk***

Market risk is the risk of changes in market prices, such as commodity prices, foreign currency exchange rates and interest rates that will affect the net earnings or value of financial instruments. The objective of managing market risk is to control market risk exposures within acceptable limits, while maximizing returns. The Company may use financial derivative contracts to manage market risk.

Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in the commodity prices. The Company has attempted to mitigate commodity price risk through the use of financial derivative contracts in the past; however, there were no financial derivative contracts in place at September 30, 2009.

Foreign currency exchange rate risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company does not sell or transact in any foreign currency; however, the United States dollar influences the price of petroleum and natural gas sold in Canada. The Company's financial assets and liabilities are not affected by a change in currency rates. The Company had no foreign exchange contracts in place at September 30, 2009.

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company is exposed to interest rate risk to the extent the changes in market interest rates will impact the Company's debts that have a floating interest rate. The Company had no interest rate swaps or hedges at September 30, 2009. With regards to interest rate risk, a change of 1% in the effective interest rate would impact net earnings by approximately \$65,000 in 2009, based on estimated average debt outstanding during the year.

### Selected Quarterly Information

Three Months Ended	Sep. 30, 2009	Jun. 30, 2009	Mar. 31, 2009	Dec. 31, 2008	Sep. 30, 2008	Jun. 30, 2008	Mar. 31, 2008	Dec. 31, 2007
<i>(000s, except per share data)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>
Total assets	<b>212,040</b>	212,578	191,682	186,985	192,179	173,188	148,891	134,371
Total sales <i>(boe/d)</i>	<b>7,552</b>	7,472	7,645	7,628	7,280	5,965	5,450	3,532
Oil and gas revenues	<b>17,483</b>	17,405	21,458	28,591	39,243	33,896	22,484	13,952
Funds from operations	<b>8,699</b>	8,539	9,689	15,688	21,017	18,970	14,126	7,672
Per share – basic	<b>0.19</b>	0.21	0.25	0.41	0.54	0.55	0.41	0.23
Cash flow from operating activities	<b>4,907</b>	(3,799)	12,556	13,892	31,770	16,172	11,483	12,515
Net income (loss)	<b>(1,896)</b>	(2,248)	(689)	2,790	13,071	7,527	2,984	2,932
Per share – basic	<b>(0.04)</b>	(0.05)	(0.02)	0.07	0.34	0.22	0.09	0.09
Capital expenditures	<b>9,496</b>	29,020	17,775	17,608	23,510	21,712	17,036	18,563
Working capital (deficiency)	<b>(9,350)</b>	(9,228)	(17,046)	(8,960)	(10,680)	(11,156)	(36,393)	(31,819)
Shareholders' equity	<b>166,374</b>	167,231	140,260	143,057	135,854	122,108	84,626	82,461

*Note: The selected quarterly information has been prepared in accordance with the accounting principles as contained in the notes to the consolidated financial statements for the years ended December 31, 2008 and 2007.*

### Factors That Have Caused Variations Over the Quarters

The fluctuations in Angle's revenue and net earnings from quarter to quarter are primarily caused by increases in production volumes, realized commodity prices and the related impact on royalties, and realized and unrealized gains/losses on financial instruments. Angle has been successful in drilling and tie-in of its wells and has increased oil and gas revenues and related volumes each successive quarter, with the exception of the first three quarters of 2009. During the second quarter of 2009, the Company experienced production downtime due to mechanical failures at its processing facilities in both the Harmattan and Ferrier core producing areas. During the first three quarters of 2009, Angle's revenue stream was negatively impacted by the decrease in commodity prices experienced by the industry as a whole. In addition, future income tax estimates and changes in estimates contributed to the changes in net earnings. Please refer to the "Financial and Operating Results" section and other sections of this MD&A for detailed discussions on variations during the comparative quarters and to Angle's previously issued interim and annual MD&A for changes in prior quarters.

### Contractual Obligations

The Company has a committed revolving term facility with a Canadian bank. The authorized borrowing amount under this facility as at September 30, 2009 was \$80,000,000. The Company's commitments are summarized below:

	2009	2010	2011	2012	2013	2014
<i>(000s)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>
Operating lease – office	125	728	799	688	688	631
Operating lease – compressors	75	160	80	--	--	--
Total	200	888	879	688	688	631

Please refer to the "Future Outlook and Forward-Looking Information" and the "Liquidity and Capital Resources" sections of this MD&A for further information.

## **Related Party and Off-Balance Sheet Transactions**

Angle has retained the law firm of Osler, Hoskin and Harcourt LLP ("Osler") to provide legal services. Ms. Noralee Bradley, a Director and Chairman of Angle, is a partner of this firm. During the first nine months of 2009, Angle incurred \$394,000 in costs with Osler (2008 – \$459,000). Services provided related to advice and counsel primarily in the areas of general legal, corporate governance matters, and banking and equity offerings. These services were billed at rates consistent with those charged to third parties. The Company expects to continue using the firm's services throughout 2009.

## **Changes in Accounting Disclosures**

The following disclosures to the consolidated financial statements are in effect as of January 1, 2009.

### **Future Accounting Policy Changes**

#### ***Business Combinations***

In December 2008, the Canadian Institute of Chartered Accountants ("CICA") issued Section 1582 "Business Combinations". This section is effective January 1, 2011 and applies prospectively to business combinations for which the acquisition date is during the first annual reporting period beginning on or after January 1, 2011 for the company. Early adoption is permitted. This section replaces Section 1581 "Business Combination" and harmonizes the Canadian standards with IFRS.

#### ***Transition to International Financial Reporting Standards ("IFRS")***

In February 2008, the CICA's Accounting Standards Board ("AcSB") confirmed the changeover to IFRS from Canadian GAAP will be required for publicly accountable enterprises for interim and annual financial statements for fiscal years beginning on or after January 1, 2011, including comparative figures for 2010.

In July 2009, the International Accounting Standards Board ("IASB") published amendments to IFRS 1. The amendments permit the Company to apply IFRS prospectively by utilizing its current reserves volumes or reserves values at the transition date to allocate the Company's full cost pool, with the provision that an impairment test, under IFRS standards, be conducted at the transition date. The eventual changeover to IFRS represents a change due to new accounting standards. The transition from current Canadian GAAP to IFRS is a significant undertaking that may materially affect the Company's reported financial position and results of operations.

In response, the Company has completed a high-level IFRS transition plan and has established a preliminary timeline for its execution and completion. The Company has performed a preliminary review of the accounting policies of the Company under Canadian GAAP and compared them to IFRS. At September 30, 2009, the Company had begun the next phase of the project, conducting an in-depth review of the significant areas of difference identified during the preliminary assessment in order to identify all specific Canadian GAAP and IFRS differences and select ongoing IFRS policies. Key areas addressed are also being reviewed to determine any information technology issues, the impact on internal controls over financial reporting and the impact on other business activities, including compensation arrangements. As of the date of this report, the quantitative impact of the changes has not been determined. Staff training programs commenced in 2008 and will be ongoing as the project unfolds. The Company will also continue to monitor standards development as issued by the IASB and the AcSB as well as regulatory developments as issued by the Canadian Securities Administrators, which may affect the timing, nature or disclosure of its adoption of IFRS. Additional disclosures of the key elements of the transition plan and progress of the project will be provided as the information becomes available.

#### ***Financial Instruments Disclosures***

In May 2009, the CICA amended Section 3862, "Financial Instruments – Disclosures", to include additional disclosure requirements about fair value measurement for financial instruments and liquidity risk disclosures. These amendments require a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurements. Fair values of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include valuations using inputs other than quoted prices for which all significant outputs are observable, either directly or indirectly. Level 3 valuations are based on inputs that are unobservable and significant to the overall fair value measurement. These amendments are effective for Angle on December 31, 2009.

## **Controls and Procedures**

### ***Disclosure Controls***

Disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company is accumulated and communicated to management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), to allow timely decisions regarding required disclosure. Angle's CEO and CFO have concluded, based on their evaluation as of the end of the period covered by the Company's interim filings, that the Company's disclosure controls and procedures are effective to provide reasonable assurance that material information related to the issuer is made known to them by others within the Company.

### ***Internal Controls Over Financial Reporting***

Management has assessed the effectiveness of the Company's internal controls over financial reporting as defined by National Instrument 52-109 at December 31, 2008. The assessment was based on the framework in "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations. No changes were made to the Company's internal controls over financial reporting during the period ended September 30, 2009 that have materially affected, or are reasonably likely to materially affect, internal controls over financial reporting.

It should be noted that while Angle's CEO and CFO believe that the Company's internal controls and procedures provide a reasonable level of assurance and that they are effective, they do not expect that these controls will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

## **Business Risks and Risk Mitigation**

There are a number of risks facing participants in the Canadian oil and gas industry. Some of the risks are common to all businesses while others are specific to the sector. The most important of these risks are discussed above in the "Financial Instruments" section or set out below, together with the strategies Angle employs to mitigate and minimize these risks.

### ***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 the third quarter of 2008 and are continuing in 2009, causing a loss of confidence in the broader United States and global credit and financial markets. This has created a climate of greater volatility, less liquidity, widening of credit spreads, a lack of price transparency, increased credit losses and tighter credit conditions. These factors have negatively impacted the Company's valuations and will impact the performance of the global economy going forward.

Commodity 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 the world economies, OPEC actions and the ongoing global credit and liquidity concerns.

### ***Inherent Industry Risks – Risk of Failing to Discover Economic Reserves Additions***

The Company's strategies include focusing on gas prone selected areas in Western Canada, utilizing a team of highly qualified professionals with expertise and experience in these areas, expanding operations in core areas, continuously assessing new exploration opportunities to complement existing activities and striving for a balance between higher risk exploratory drilling, lower risk development drilling and pursuing liquids-rich gas reservoirs.

Beyond exploration risk, there is the potential that the Company's oil and natural gas reserves may not be economically produced at prevailing prices. Angle minimizes this risk by generating exploration prospects internally, targeting high quality projects and attempting to operate the project along with access to the sales market through Company owned or mid-stream operators.

***Operational and Environmental Risks***

The Company manages operational risks by employing skilled professionals utilizing leading-edge technology and conducting regular maintenance and training programs. Angle has established a new Environmental, Health and Safety Committee and updated its operational emergency response plan and operational safety manual to address these operational issues. In addition, a comprehensive insurance program is maintained to mitigate risks and protect against significant losses where possible. Angle operates in accordance with all applicable environmental legislation and strives to maintain compliance with such regulations.

*[signed]*

STUART C. SYMON, CMA  
Vice President Finance & Chief Financial Officer  
November 6, 2009

## CONSOLIDATED BALANCE SHEETS

As at	September 30, 2009	December 31, 2008
<i>(000s) (unaudited)</i>	<i>(\$)</i>	<i>(\$)</i>
<b>Assets</b>		
Current		
Cash	--	939
Accounts receivable	9,724	12,496
Prepaid expenses and other	3,797	1,266
	<b>13,521</b>	14,701
Property and equipment <i>(note 3)</i>	198,519	172,284
	<b>212,040</b>	186,985
<b>Liabilities</b>		
Current		
Accounts payable and accrued liabilities	11,794	23,661
	<b>11,794</b>	23,661
Bank debt <i>(note 4)</i>	11,077	--
Future tax liability	19,764	18,288
Asset retirement obligations <i>(note 5)</i>	3,031	1,979
	<b>45,666</b>	43,928
<b>Shareholders' Equity</b>		
Share capital <i>(note 6)</i>	132,167	104,995
Contributed surplus <i>(note 6)</i>	4,635	3,657
Retained earnings	29,572	34,405
	<b>166,374</b>	143,057
	<b>212,040</b>	186,985
<b>Commitments</b> <i>(note 10)</i>		

See accompanying notes to the consolidated financial statements.

## CONSOLIDATED STATEMENTS OF OPERATIONS AND RETAINED EARNINGS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
<i>(000s, except per share data) (unaudited)</i>	(\$)	(\$)	(\$)	(\$)
<b>Revenue</b>				
Oil and gas revenues	17,483	39,934	56,346	101,682
Realized derivative instrument (loss) gain	--	(691)	--	(2,388)
Unrealized derivative instrument (loss) gain	--	3,934	--	263
	<b>17,483</b>	43,177	<b>56,346</b>	99,557
Royalty expense	<b>(3,630)</b>	(13,525)	<b>(14,504)</b>	(32,778)
	<b>13,853</b>	29,652	<b>41,842</b>	66,779
<b>Expenses</b>				
Operating	3,646	3,688	10,059	8,891
General and administrative	1,376	1,008	4,674	2,823
Interest	97	5	147	689
Stock-based compensation <i>(note 6)</i>	319	394	1,031	969
Depletion, depreciation and accretion	10,626	7,760	31,541	21,557
	<b>16,064</b>	12,855	<b>47,452</b>	34,929
<b>Income before income taxes</b>	<b>(2,211)</b>	16,797	<b>(5,610)</b>	31,850
<b>Income taxes</b>				
Future tax expense (reduction)	<b>(315)</b>	3,726	<b>(777)</b>	8,268
<b>Net income (loss) for the period</b>	<b>(1,896)</b>	13,071	<b>(4,833)</b>	23,582
<b>Retained earnings – beginning of period</b>	<b>31,468</b>	20,669	<b>34,405</b>	10,158
<b>Less: Excess of cost of shares acquired over stated value</b>	<b>--</b>	(129)	<b>--</b>	(129)
<b>Retained earnings – end of period</b>	<b>29,572</b>	33,611	<b>29,572</b>	33,611
Net income (loss) per share <i>(note 6)</i>				
Basic	<b>(0.04)</b>	0.34	<b>(0.11)</b>	0.66
Diluted	<b>(0.04)</b>	0.32	<b>(0.11)</b>	0.64

See accompanying notes to the consolidated financial statements.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
(000s) (unaudited)	(\$)	(\$)	(\$)	(\$)
<b>Cash provided by (used in):</b>				
<b>Operating activities</b>				
Net income (loss) for the period	(1,896)	13,071	(4,833)	23,582
Cash settlement of share appreciation rights plan (note 6(f))	(35)	--	(35)	--
Add back non-cash items:				
Depletion, depreciation and accretion	10,626	7,760	31,541	21,557
Stock-based compensation	319	394	1,031	969
Unrealized loss (gain) on derivative instruments (note 8)	--	(3,934)	--	(263)
Future income tax (reduction)	(315)	3,726	(777)	8,268
	<b>8,699</b>	<b>21,017</b>	<b>26,927</b>	<b>54,113</b>
Change in non-cash working capital (note 7)	(3,792)	10,753	(13,263)	5,312
	<b>4,907</b>	<b>31,770</b>	<b>13,664</b>	<b>59,425</b>
<b>Financing activities</b>				
Issue of common shares, net of share issue expenses	675	433	28,974	29,339
Redemption of share capital	--	(238)	--	(238)
Increase (decrease) in bank debt	3,156	--	11,077	(25,770)
Changes in non-cash working capital (note 7)	(3)	(492)	51	64
	<b>3,828</b>	<b>(297)</b>	<b>40,102</b>	<b>3,395</b>
<b>Investing activities</b>				
Property and equipment additions	(9,496)	(23,510)	(33,840)	(62,258)
Property and equipment acquisition	--	--	(22,451)	--
Change in non-cash working capital (note 7)	761	(2,644)	1,586	7,774
	<b>(8,735)</b>	<b>(26,154)</b>	<b>(54,705)</b>	<b>(54,484)</b>
<b>Net increase (decrease) in cash</b>	<b>--</b>	<b>5,319</b>	<b>(939)</b>	<b>8,336</b>
<b>Cash – beginning of period</b>	<b>--</b>	<b>3,017</b>	<b>939</b>	<b>--</b>
<b>Cash – end of period</b>	<b>--</b>	<b>8,336</b>	<b>--</b>	<b>8,336</b>

See accompanying notes to the consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2009  
(unaudited)

### 1. Nature of Operations

Angle Energy Inc. ("Angle" or the "Company") is a publicly traded company incorporated under the laws of Alberta. The principal business of the Company is the exploration, exploitation, development and production of natural gas and oil reserves.

### 2. Accounting Policies

These consolidated financial statements are stated in Canadian dollars and have been prepared in accordance with Canadian generally accepted accounting principles. These interim financial statements should be read in conjunction with the consolidated financial statements and notes disclosed in the Company's annual report for the year ended December 31, 2008. The interim financial statements have been prepared following the same accounting policies and methods of computation as the consolidated financial statements for the Company for the year ended December 31, 2008.

In May 2009, the Canadian Institute of Chartered Accountants amended Section 3862, "Financial Instruments – Disclosures", to include additional disclosure requirements about fair value measurement for financial instruments and liquidity risk disclosures. These amendments require a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurements. Fair values of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include valuations using inputs other than quoted prices for which all significant outputs are observable, either directly or indirectly. Level 3 valuations are based on inputs that are unobservable and significant to the overall fair value measurement. These amendments are effective for Angle on December 31, 2009.

### 3. Property and Equipment

	Cost	Accumulated Depletion and Amortization	Net Book Value
(000s)	(\$)	(\$)	(\$)
<b>September 30, 2009</b>			
Petroleum and natural gas properties	<b>282,091</b>	<b>84,083</b>	<b>198,008</b>
Office equipment	<b>831</b>	<b>320</b>	<b>511</b>
	<b>282,922</b>	<b>84,403</b>	<b>198,519</b>
December 31, 2008			
Petroleum and natural gas properties	224,581	52,833	171,748
Office equipment	727	191	536
	225,308	53,024	172,284

The Company capitalized \$556,000 (2008 – \$488,000) of direct general and administrative costs, \$319,000 (2008 – \$265,000) of stock-based compensation expense and \$509,000 (2008 – \$685,000) of operator overhead related to its exploration and development activity for the period ended September 30, 2009.

Unevaluated and undeveloped properties with a cost of \$17,929,000 (2008 – \$14,852,000), included in petroleum and natural gas properties, have not been subject to depletion as reserves related to these costs had not been evaluated or assigned for the period ended September 30, 2009. As at period-end, future development costs totaling \$4,465,000 (2008 – \$8,208,000) were included in amounts subject to depletion.

On June 1, 2009, the Company closed an acquisition of producing assets in the Ferrier area for net cash consideration of \$22,451,000.

#### 4. Bank Debt

Effective April 17, 2009, the Company established a revolving committed credit facility with two banks with a borrowing base of \$80,000,000. This credit facility may be extended and revolve beyond the initial one-year period, if requested by the Company and accepted by the lenders. If the credit facility does not continue to revolve, the facility will convert to a 366-day non-revolving term loan facility. The amount of the facility is subject to a borrowing base test performed on a periodic basis by the lenders, based primarily on reserves and using commodity prices estimated by the lenders as well as other factors. A decrease in the borrowing base could result in a reduction to the credit facility, which may require a repayment to the lenders. The next semi-annual review of the credit facility was scheduled to take place on or before October 31, 2009 and had commenced as of the date of this report.

The credit facility provides that advances may be made by way of direct advances or bankers' acceptances. Direct advances bear interest at the bank's prime rate plus 1.0% unless the consolidated total debt to cash flow ratio exceeds 1.0 to 1.0, in which case the interest rate is the bank's prime rate plus 1.25%. For purposes of this calculation, consolidated total debt is defined as total liabilities less current assets and cash flow is defined as cash flow from operations for the last two quarters multiplied by 2 (annualized). The interest rate rises incrementally with increases in the net debt to trailing cash flow ratio to a maximum of the bank's prime rate plus 2.5% at greater than 2.5 to 1.0. A general security agreement over all present and after acquired personal property and a floating charge on all lands has been provided as security.

#### 5. Asset Retirement Obligations

The Company recorded an asset retirement obligation calculated as the present value of the estimated future cost to abandon its petroleum and natural gas properties. To determine the value of this obligation, the Company utilized an inflation rate of 2% (2008 – 2%) and a credit adjusted risk-free interest rate of 8% to 10% (2008 – 8% to 10%) to discount the future estimated cash flows of \$5,796,000 (2008 – \$4,622,000) of which the majority of costs are expected to be incurred over a period of one to 15 years. At September 30, 2009 and December 31, 2008, the obligation was as follows:

	Nine Months Ended September 30, 2009	Year Ended December 31, 2008
(000s)	(\$)	(\$)
Balance – beginning of period	1,979	1,403
Change in estimates	--	(331)
Liabilities incurred	394	760
Liabilities acquired	496	--
Accretion of asset retirement obligation	162	147
Asset retirement obligation – end of period	3,031	1,979

#### 6. Share Capital

##### (a) Authorized

Unlimited number of common voting shares, no par value.

Unlimited number of preferred shares, no par value, issuable in series.

## 6. Share Capital (continued)

### (b) Issued

	Nine Months Ended September 30, 2009		Year Ended December 31, 2008	
	Shares (#)	Amount (\$000s)	Shares (#)	Amount (\$000s)
<b>Common Shares</b>				
Balance – beginning of period	<b>39,296,574</b>	<b>104,995</b>	34,522,908	69,922
Common shares issued (ii)	<b>7,415,058</b>	<b>31,086</b>	4,311,166	32,306
Common shares repurchased	--	--	(1,425,500)	(3,635)
Flow-through shares issued	--	--	1,888,000	10,006
Tax effect of flow-through shares (i)	--	<b>(2,600)</b>	--	(1,199)
Share issue costs (ii)	--	<b>(1,775)</b>	--	(3,321)
Tax benefit of share issue costs	--	<b>461</b>	--	916
Balance – end of period	<b>46,711,632</b>	<b>132,167</b>	39,296,574	104,995

#### (i) Flow-Through Shares

In January 2009, the Company renounced the \$10,006,000 in qualified exploration expenditures for the 1,888,000 flow-through common shares issued in December 2008, and the related tax effect of the transaction was booked at that time.

#### (ii) Private Placements

In May 2009, the Company issued 6,666,724 special warrants at a price of \$4.50 per special warrant, for total proceeds of \$30,000,000 (\$28,225,000 net of issue costs). Upon exercise, or deemed exercise, each special warrant was convertible to one common share. All special warrants were deemed exercised and converted to common shares in June 2009.

In June 2009, the Company issued 41,667 common shares, resulting from the exercise of stock options, for cash proceeds of \$42,000 and previously recognized stock-based compensation expense of \$19,000.

In July 2009, the Company issued 665,000 common shares, resulting from the exercise of stock options, for cash proceeds of \$665,000 and previously recognized stock-based compensation expense of \$299,000.

In September 2009, the Company issued 41,667 common shares, resulting from the exercise of stock options, for cash proceeds of \$42,000 and previously recognized stock-based compensation expense of \$19,000.

### (c) Contributed Surplus

	Nine Months Ended September 30, 2009	Year Ended December 31, 2008
(000s)	(\$)	(\$)
Balance – beginning of period	<b>3,657</b>	2,381
Stock-based compensation expense – options	<b>711</b>	976
Reduction due to exercise of options	<b>(337)</b>	(296)
Stock-based compensation – share appreciation rights	<b>639</b>	596
Reduction due to cash settlement of share appreciation rights plan	<b>(35)</b>	--
Balance – end of period	<b>4,635</b>	3,657

## 6. Share Capital (continued)

### (d) Per Share Amounts

For the nine months ended September 30, 2009, net income (loss) per common share is calculated using the weighted average number of shares outstanding of 42,291,256 (basic and diluted) (September 30, 2008 – 35,998,371 basic and 37,086,082 diluted). Outstanding options are anti-dilutive instruments because the Company realized a net loss in the nine months ended September 30, 2009.

For the three months ended September 30, 2009, net income (loss) per common share is calculated using the weighted average number of shares outstanding of 46,578,788 (basic and diluted) (September 30, 2008 – 38,651,880 basic and 40,285,203 diluted). Outstanding options are anti-dilutive instruments because the Company realized a net loss in the three months ended September 30, 2009.

### (e) Options Outstanding

The Company has a stock option plan, administered by the Board of Directors, in which up to 10% of the issued and outstanding common shares are reserved for issuance to officers, employees and directors. Under the plan, options vest equally one-third on the first, second and third anniversary dates from the option grants and expire in five years or immediately from the date from which the optionee ceases to be a director, officer or employee of the Company or six months after the involuntary withdrawal of the optionee.

The following summarizes information about stock options outstanding as at September 30, 2009:

	Options (#)	Weighted Average Exercise Price (\$)
Outstanding at December 31, 2008	2,945,000	2.81
Granted in the year	<b>2,372,750</b>	<b>4.83</b>
Exercised in the year	<b>(748,334)</b>	<b>(1.00)</b>
<b>Outstanding at September 30, 2009</b>	<b>4,569,416</b>	<b>4.15</b>

Exercise Price (\$)	Outstanding (#)	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price (\$)	Exercisable (#)	Weighted Average Exercise Price (\$)
<b>As at September 30, 2009</b>					
<b>1.00 – 2.79</b>	<b>96,666</b>	<b>0.5</b>	<b>1.00</b>	<b>96,666</b>	<b>1.00</b>
<b>2.80 – 4.59</b>	<b>3,486,500</b>	<b>3.1</b>	<b>3.87</b>	<b>1,617,667</b>	<b>3.36</b>
<b>4.60 – 6.39</b>	<b>899,750</b>	<b>4.3</b>	<b>5.37</b>	<b>138,249</b>	<b>5.64</b>
<b>6.40 – 8.19</b>	<b>86,500</b>	<b>3.7</b>	<b>6.44</b>	<b>--</b>	<b>--</b>
	<b>4,569,416</b>	<b>3.3</b>	<b>4.15</b>	<b>1,852,582</b>	<b>3.40</b>

### (f) Share Appreciation Rights Outstanding

On August 4, 2009, the Board of Directors of Angle authorized that the Company's share appreciation rights ("SARs") plan be terminated in accordance with the terms of that plan. As a result, 845,250 options were subsequently issued on August 7, 2009 to replace the SARs previously outstanding to employees and officers of the Company and cash payments totaling \$35,000 were made relating to vested in-the-money SARs deemed exercised upon collapse of the plan.

## 6. Share Capital (continued)

### (g) Management of Capital Structure

The Company's objective when managing capital is to maintain a flexible capital structure that will allow it to execute on its capital expenditures program, which includes expenditures in oil and gas activities that may or may not be successful. The current economic conditions are such that equity financing may not be available and availability of bank credit is generally reducing, with the related costs increasing. The Company recognizes these trends and endeavours to balance the proportion and levels of the debt and equity in its capital structure to take into account the level of risk being incurred in its capital expenditures.

In the management of capital, the Company includes share capital of \$132,167,000 and net debt of \$9,350,000 (defined as the sum of current assets, current liabilities and bank debt) in the definition of capital.

The key measures that the Company utilizes in evaluating its capital structure are net debt to funds from operations (which is cash flow from operations before changes in non-cash working capital and settlement of retirement costs) and the current credit available from its creditors in relation to the Company's budgeted capital expenditures program. Net debt to funds from operations is determined as net debt divided by funds from operations and represents the time period it would take to pay off the debt if no further capital expenditures were incurred and if funds from operations stayed constant. Annualized funds from operations for the nine months ended September 30, 2009 was \$35,903,000 (2008 – \$72,151,000), resulting in a net debt to funds from operations ratio of 0.26 (2008 – 0.15). This ratio is within an acceptable range for the Company of 2.0 or less.

The Company manages its capital structure and makes adjustments by continually monitoring its business conditions, including the current economic conditions, the risk characteristics of the underlying assets, the depth of its investment opportunities, forecasted investment levels, the past efficiencies of the Company's investments, the efficiencies of forecasted investments and the desired pace of investment, current and forecasted total debt levels, current and forecasted energy commodity prices, and other factors that influence commodity prices and funds from operations, such as foreign exchange and quality basis differential.

The Company initiated a normal course issuer bid to buy back up to 2,997,700 shares of the Company in the open market and subsequently cancel these shares. This action was taken because management and the directors of the Company believe that common shares may become available during the proposed purchase period at prices that make them an attractive investment.

In order to maintain or adjust the capital structure, the Company will consider its forecasted net debt to forecasted funds from operations ratio while attempting to finance an acceptable capital expenditures program, including incremental capital spending and acquisition opportunities, the current level of bank credit available from the commercial bank, the level of bank credit that may be attainable from its commercial bank as a result of oil and gas reserves growth, the availability of other sources of debt with different characteristics than the existing bank debt, the sale of assets limiting the size of its capital spending program, and new common equity if available on favourable terms.

During the first nine months of 2009, the Company's strategy in managing its capital was unchanged.

## 7. Changes in Non-Cash Working Capital

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
(000s)	(\$)	(\$)	(\$)	(\$)
Accounts receivable	<b>(360)</b>	1,881	<b>2,772</b>	(6,655)
Prepaid expenses and other	<b>124</b>	(41)	<b>(2,531)</b>	(166)
Accounts payable and accrued liabilities	<b>(2,798)</b>	5,777	<b>(11,867)</b>	19,971
	<b>(3,034)</b>	7,617	<b>(11,626)</b>	13,150

The change in non-cash working capital has been allocated to the following activities:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
(000s)	(\$)	(\$)	(\$)	(\$)
Operating	<b>(3,792)</b>	10,753	<b>(13,263)</b>	5,312
Financing	<b>(3)</b>	(492)	<b>51</b>	64
Investing	<b>761</b>	(2,644)	<b>1,586</b>	7,774
	<b>(3,034)</b>	7,617	<b>(11,626)</b>	13,150

## 8. Financial Instruments

The Company has exposure to credit, liquidity and market risk.

Angle's risk management policies are established to identify and analyze the risks faced by the Company, set appropriate limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

### (a) Credit Risk

Substantially all of the Company's petroleum and natural gas production is marketed under standard industry terms. The industry has a pre-arranged monthly settlement day for payment of revenues from all buyers of crude oil and natural gas. This occurs on the 25th day following the month in which the production is sold. As a result, Angle collects sales revenues in an organized manner. Management monitors purchaser credit positions to mitigate any potential credit losses. To the extent Angle has joint interest activities with industry partners, the Company must collect, on a monthly basis, partners' share of capital and operating expenses. These collections are subject to normal industry credit risk. Angle attempts to mitigate risk from joint venture receivables by obtaining partner approval of capital projects prior to expenditure and collects in advance for significant amounts related to partners' share of capital expenditures in accordance with the industry operating procedures. The Company does not typically obtain collateral from petroleum and natural gas marketers or joint venture partners; however, Angle does have the ability to withhold production from joint venture partners in the event of non-payment. At September 30, 2009, of the accounts receivable balance of \$9,724,000, 88% was current, 5% was 31 to 90 days and the balance was over 90 days due. Angle had no material accounts receivable deemed uncollectible. The Company's credit risk is limited to the carrying amount of its accounts receivable, which are due primarily from other entities involved in the oil and gas industry. These amounts are subject to the same risks as the industry as a whole.

### (b) Liquidity Risk

Liquidity risk relates to the risk the Company will encounter should it have difficulty in meeting obligations associated with the financial liabilities. The financial liabilities on its balance sheet consist of accounts payable and bank debt. Accounts payable consists of invoices payable to trade suppliers relating to the office and field operating activities and its capital spending program. Angle processes invoices within a normal payment period. Angle anticipates it will continue to have adequate liquidity to fund its financial liabilities through its future funds from operations and available bank debt. The Company had no defaults or breaches on its bank debt or any of its financial liabilities.

## **8. Financial Instruments (continued)**

### **(c) Market Risk**

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

The Company may utilize financial derivative contracts to manage market risk. All such transactions are conducted in accordance with the risk management policy that has been approved by the Board of Directors.

#### **(i) Commodity Price Risk**

Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in the commodity prices. Commodity prices for petroleum and natural gas are impacted by not only the relationship between the Canadian and United States dollar, as outlined below, but also global 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 contracts in the past; however, there were no financial derivative contracts in place at September 30, 2009.

#### **(ii) Foreign Currency Exchange Rate Risk**

Foreign currency exchange rate risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company does not sell or transact in any foreign currency; however, the United States dollar influences the price of petroleum and natural gas sold in Canada. The Company's financial assets and liabilities are not affected by a change in currency rates. The Company had no foreign exchange contracts in place at September 30, 2009.

#### **(iii) Interest Rate Risk**

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company is exposed to interest rate risk to the extent the changes in market interest rates will impact the Company's debts that have a floating interest rate. The Company had no interest rate swaps or hedges at September 30, 2009. With regards to interest rate risk, a change of 1% in the effective interest rate would impact net earnings by approximately \$65,000 in 2009, based on estimated average debt outstanding during the year.

### **(d) Fair Value of Financial Assets and Liabilities**

Financial instruments of the Company consist primarily of cash, accounts receivable, accounts payable and bank debt. As at September 30, 2009, there were no significant differences between the carrying amounts reported on the balance sheet and their estimated fair values due to the short-term nature of these instruments.

## **9. Related Parties**

During the first nine months of 2009, expenses and share issue costs were recorded totaling \$394,000 (2008 – \$459,000) that were charged to the Company by a legal firm of which a Director of the Company is a partner, and \$6,000 (2008 – \$17,000) remained in accounts payable at September 30, 2009. These amounts are billed and recorded at rates consistent with those charged to third parties.

## 10. Commitments

The Company has lease commitments for office premises that expire in 2014, one compressor that expires in 2009 and one compressor that expires in 2011. Future minimum lease payments under the leases are as follows:

(000s)	(\$)
2009	200
2010	888
2011	879
2012	688
2013	688
2014	631
	<u>3,974</u>

The Company is committed to spend \$10,006,000 on qualified exploration and development expenditures by December 31, 2009. At September 30, 2009, this commitment had been fully met.

Angle Energy Inc. is a Calgary based public oil and gas exploration and development company that was incorporated in 2004 and commenced active oil and gas operations in 2005. Angle's proven and dedicated team of industry specialists are focused on identifying and developing high quality assets in the Western Canadian Sedimentary Basin, with an emphasis in west central Alberta. Common shares of Angle are listed for trading on the Toronto Stock Exchange under the symbol NGL.

*In addition to the forward-looking statements contained in the Management's Discussion and Analysis, this press release contains forward-looking statements with respect to Angle and its operations and may contain reserves, resources and cash flow estimates, drilling plans, debt levels, production expectations, finding and development objectives, opinions, forecasts, projections, guidance and other statements that are not statements of fact. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can provide no assurance that such expectations will prove to be correct. These statements are subject to certain risks and uncertainties and may be based on assumptions that could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. Some of the risks and other factors that could cause results to differ materially from those expressed in the forward-looking statements contained in this release include, but are not limited to, the lack of precision around estimates of reserves, performance of the Company's oil and gas properties, volatility in market prices for oil and gas, estimations of future costs, geological, technical, drilling and processing problems, changes in income tax laws or changes in tax laws and incentive programs relating to the oil and gas industry, and such other risks and uncertainties described from time to time in the reports and filings made with securities regulatory authorities by the Company, including in the Management's Discussion and Analysis and the Annual Information Form. The reader is cautioned that the foregoing list of important factors is not exhaustive. These statements speak only as of the date of this press release and the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, other than as required by law. The forward-looking statements contained in this release are expressly qualified by this cautionary statement.*

### For further information, please contact:

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