ENTERPRISE
OILFIELD GROUP, INC.

Consolidated Interim Financial Statements
(Unaudited)

For the three months ended March 31, 2009 and

March 31, 2008

National Instrument 51-102
Continuous Disclosure Obligations
Notice

Pursuant to Part 4.3 (3) of National Instrument 51-102, these unaudited consolidated interim financial statements of Enterprise Oilfield Group, Inc. for the three month period ended March 31, 2009 have not been reviewed by the Company's auditors.

ENTERPRISE OILFIELD GROUP, INC.

Consolidated Interim Balance Sheets

		Mar. 31, 2009 (Unaudited)		Dec. 31, 2008 (Audited)
Assets				
Current				
Cash and cash equivalents	$	**500,933**	$	607,286
Accounts receivable (note 6)		**12,004,820**		10,916,390
Income taxes refundable		**140,542**		140,542
Inventory		**716,313**		506,830
Prepaid expenses		**796,420**		624,441
		14,159,028		12,795,489
Property, plant and equipment		**15,171,567**		14,805,290
Other intangible assets		**1,164,000**		1,200,375
Portfolio investment		**36,000**		28,000
Future income taxes		**952,680**		932,600
	$	**31,483,275**	$	29,761,754
Liabilities and Shareholders' Equity				
Current				
Bank indebtedness	$	**7,174,374**	$	6,526,900
Accounts payable and accrued liabilities		**2,967,044**		1,909,814
Current portion of long term debt		**3,210,410**		3,249,975
		13,351,828		11,686,689
Long term debt		**2,329,213**		2,206,621
		15,681,041		13,893,310
Shareholders' equity				
Share capital (note 3)		**23,970,346**		24,032,796
Warrants (note 3)		**47,796**		47,796
Contributed surplus (note 4)		**1,131,055**		1,085,717
Deficit		**(9,298,643)**		(9,243,865)
Accumulated other comprehensive loss		**(48,320)**		(54,000)
		15,802,234		15,868,444
	$	**31,483,275**	$	29,761,754

ENTERPRISE OILFIELD GROUP, INC.

Consolidated Interim Statements of Income (Loss) and Retained Earnings (Deficit)

(Unaudited)

	Three months Mar. 31 2009	Three months Mar. 31, 2008
Revenue	$ 8,971,083	$ 12,660,713
Direct expenses	7,305,593	8,288,965
Gross margin	1,665,490	4,371,748
Expenses (other income)		
General and administrative expenses	1,256,083	1,164,830
Interest on long term debt	51,159	117,229
Amortization	472,395	612,927
Gain on sale of equipment	(22,570)	-
Interest and other income	(14,399)	(9,518)
	1,742,668	1,885,468
Income (loss) before income taxes	(77,178)	2,486,280
Income taxes (recovery)		
Current	-	510,774
Future	(22,400)	119,355
	(22,400)	630,129
Net income (loss)	(54,778)	1,856,151
Retained earnings (deficit), beginning of period	(9,243,865)	3,025,376
Retained earnings (deficit), end of period	$ (9,298,643)	$ 4,881,527
Earnings per share		
Basic earnings (loss) per share	$ (0.001)	$ 0.045
Diluted earnings (loss) per share	$ (0.001)	$ 0.045
Weighted average number of common shares outstanding		
Basic	42,222,811	41,449,200
Diluted	42,222,811	41,597,507

ENTERPRISE OILFIELD GROUP, INC.

Consolidated Interim Statements of Comprehensive Income (Loss)

(Unaudited)

	Three months Mar. 31 2009	Three months Mar. 31, 2008
Net income (loss)	**$ (54,778)**	$ 1,856,151
Other comprehensive income (loss):		
Change associated with portfolio investment, net of future income taxes	**5,680**	(25,075)
Total comprehensive income (loss), end of period	**$ (49,098)**	$ 1,831,076

ENTERPRISE OILFIELD GROUP, INC.

Consolidated Interim Statements of Accumulated Other Comprehensive Income (Loss)

(Unaudited)

		Three months Mar. 31, 2009		Three months Mar. 31, 2008
Accumulated other comprehensive income (loss), beginning of period	**$**	**(54,000)**	$	2,515
Other comprehensive income (loss):				
Change associated with portfolio investment, net of future income taxes		**5,680**		(25,075)
Accumulated other comprehensive (loss), end of period	**$**	**(48,320)**	$	(22,560)

ENTERPRISE OILFIELD GROUP, INC.

Consolidated Interim Statements of Cash Flows

(Unaudited)

	Three months Mar. 31,2009	Three months Mar. 31,2008
Cash provided by (used for) the following:		
Operating activities		
Net income (loss) for the period	**$ (54,778)**	$ 1,856,151
Items not affecting cash:		
Amortization of property, plant and equipment	**436,020**	560,095
Amortization of intangible assets	**36,375**	52,832
Gain on sale of equipment	**(22,570)**	-
Future income tax expense (recovery)	**(22,400)**	119,355
	372,647	2,588,433
Changes in non-cash working capital related to operating activities (note 9)	**(412,663)**	(4,641,954)
	(40,016)	(2,053,521)
Financing activities		
Increase in bank indebtedness	**647,474**	2,556,147
Proceeds from long term debt	**500,000**	81,973
Share repurchase	**(17,112)**	-
Repayment of long term debt	**(897,412)**	(599,562)
	232,950	2,038,558
Investing activities		
Purchase of property, plant and equipment	**(336,778)**	-
Proceeds on disposition of equipment	**37,491**	12,392
	(299,287)	12,392
Decrease in cash and cash equivalents	**(106,353)**	(2,571)
Cash and cash equivalents, beginning of period	**607,286**	509,909
Cash and cash equivalents, end of period	**$ 500,933**	$ 507,338
Supplementary information		
Interest paid	**$ 115,259**	$ 202,692

1. Nature of operations

Enterprise Oilfield Group, Inc. ("Enterprise" or the "Company") was incorporated under the *Alberta Business Corporations Act* on Mar. 23, 2004 and is publicly traded on the TSX Exchange under the symbol "E", effective Aug. 13, 2007. The Company provides pipeline construction and directional drilling services to the energy and utilities industries in Western Canada.

A significant portion of the Company's operations relate to energy production customers in Alberta. The Company's earnings follow a seasonal activity pattern of Alberta's oil and gas exploration industry whereby activity peaks in the winter months and declines during the spring thaw. During spring thaw roads become incapable of supporting the heavy equipment needed to drill and tie-in oil and gas wells. As a result, demand for these types of services generally is the highest in the fall and winter quarters and the lowest in the spring quarter.

Our services provided to utility and telecommunication customers are provided more evenly throughout the year but the spring quarter is also the slowest quarter of the year.

2. Significant accounting policies

Basis of consolidation and preparation of unaudited consolidated interim financial statements

These unaudited consolidated interim financial statements have been prepared by management in accordance with accounting principles generally accepted in Canada ("Canadian GAAP") for interim financial statements.

Except as described below, the statements have been prepared following the same accounting policies and application methods as those described in the Company's audited consolidated financial statements for the twelve months ended Dec. 31, 2008. However, these unaudited consolidated interim financial statements do not include all information and disclosures required under GAAP for annual audited financial statements. Accordingly, these unaudited consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements, and the notes thereto, for the twelve months ended Dec. 31, 2008.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Accounts receivable are stated after evaluation as to their collectability and appropriate allowance for doubtful accounts is provided where considered necessary. Provisions are made for slow-moving and obsolete inventory. Amortization is based on the estimated useful economic lives of property, plant and equipment, and intangible assets. Stock-based compensation expense is based on estimates of volatility, expected life of options granted and risk-free rate of interest. The allocation between goodwill and other intangibles of the excess of purchase price over fair value of tangible assets is based on preliminary assumptions and estimates that may change as final assessments of the acquired companies are completed.

Future income tax provisions and liabilities are estimated based on differences between accounting and taxable carrying values and the estimated tax rate and treatment will be applied when the differences are settled.

Changes in accounting estimate

During the first quarter of 2009, the Company evaluated the amortization of it's construction equipment. As a result of this review it was determined to include salvage values in the calculation of amortization. This change has been accounted for on a prospective basis with effect from Jan. 1, 2009. For the three month period ended March 31, 2009, amortization is $130,307 lower than it would have been had no salvage values been estimated. The Company has determined this will provide a more reasonable allocation of the cost of the assets to the periods they are used.

New accounting standards and policies

Goodwill and intangible assets

The CICA issued a new standard, Section 3064 *Goodwill and intangible assets*. Standards concerning goodwill are unchanged from the previous Handbook Section 3062, however, this new section provides guidance for the treatment of preproduction and start up costs and requires these costs be expensed as incurred. This new section is effective for fiscal years beginning on or after Oct. 1, 2008. The adoption of this standard will have no impact on the Company's financial statements.

Recent accounting pronouncements

International financial reporting standards

In Mar. 2008, the CICA announced that Canadian publicly accountable enterprises will adopt *International Financial Reporting Standards* ("IFRS") effective Jan. 1, 2011. The Company is currently assessing the impact that IFRS will have on its financial statements.

3. Share capital

(a) Authorized and issued capital

Unlimited	Class "A" voting shares
Unlimited	Preferred shares, issuable in series, terms to be set at issuance

	Three months Mar. 31, 2009 (Unaudited)		Twelve months Dec. 31, 2008 (Audited)	
	Shares	**Amount**	Shares	Amount
Shares outstanding, beginning of period	**42,301,700**	**$24,032,796**	41,449,200	$24,142,242
Normal course issuer bid (note 3 (b))	**(110,000)**	**(62,450)**	(417,500)	(236,516)
Private placements	**-**	**-**	1,200,000	204,000
Share cancellation	**-**	**-**	(150,000)	(98,500)
Stock options exercised (note 3 (c))	**-**	**-**	220,000	55,000
Fair value of exercised options (note 4)	**-**	**-**	-	14,366
Adjust warrants to fair market value (note 3 (d))	**-**	**-**	-	(47,796)
Shares outstanding, end of period	**42,191,700**	**$23,970,346**	42,301,700	$24,032,796

3. Share capital continued:

(b) Normal course issuer bid

In Jul. 2008, the Company received approval from the TSX to repurchase up to 1,000,000 common shares at market price beginning Jul. 21, 2008 and ending Jul. 20, 2009.

During the three month period ended Mar. 31, 2009, 110,000 common shares were purchased and cancelled at an average cost of $0.16 per common share. The carrying value of the total common shares purchased and cancelled was $62,450 and recorded as a charge against share capital with the balance of $45,338 charged against contributed surplus.

(c) Stock options

The Company has a stock option plan for directors, officers, consultants and employees to purchase common shares over a period ranging from two to five years from the date the option is granted at prices approximating market prices on the day prior to the date of grant.

The table below sets out the changes in stock options, with their weighted average prices, during the three month period ended Mar. 31, 2009:

	Three months Mar. 31, 2009 (Unaudited)			Twelve months Dec. 31, 2008 (Audited)		
	Number	**Weighted average exercise price**		Number	Weighted average exercise price	
Stock options, outstanding, beginning of period	**3,970,000**	**$**	**0.74**	3,490,000	$	1.20
Granted	-		-	700,000		0.42
Exercised	-		-	(220,000)		0.25
Forfeited	(30,000)		(0.78)	-		-
Stock options, outstanding, end of period	**3,940,000**	**$**	**0.71**	3,970,000	$	0.74
Exercisable stock options: Expiry date						
Aug. 6, 2009	120,000	$	0.25	120,000	$	0.25
Aug. 25, 2010	80,000		0.25	80,000		0.25
Jan. 9, 2011	525,000		0.72	375,000		0.72
Jul. 20, 2011	730,000		0.82	750,000		0.82
Apr. 3, 2011	585,000		0.82	485,000		0.82
Apr. 3, 2011	-		-	200,000		0.82
May 2, 2009	1,220,000		0.82	1,260,000		0.82
May 4, 2010	680,000		0.42	700,000		0.42
	3,940,000	**$**	**0.71**	3,970,000	$	0.74

(d) Share purchase warrants

At Mar. 31, 2009, the Company had 1,200,000 outstanding warrants issued on Oct. 3, 2008, valued at $47,796.

4. Contributed surplus

		Three months Mar. 31, 2009 (Unaudited)		Twelve months Dec. 31, 2008 (Audited)
Balance, beginning of period	**$**	**1,085,717**	$	638,298
Fair value of exercised options (note 3 (a))		**-**		(14,366)
Stock-based compensation expense		**-**		96,175
Normal course issuer bid adjustment (note 3 (b))		**45,338**		168,001
Expired warrants		**-**		197,609
Balance, end of period	**$**	**1,131,055**	$	1,085,717

5. Related party transactions

The Company paid $12,000 for the three month period ended Mar. 31, 2009 (Three month period ended Mar. 31, 2008 - $12,000) to a company controlled by a director, for premises rented for the Company's office in Slave Lake.

These transactions were recorded at the exchange amount established and agreed to by the parties based on standard commercial terms. All transactions were rendered in the normal course of business during the period.

6. Risk management and financial instruments

Capital management

The primary objective of capital management is to ensure the Company has sufficient capital to support its business and maximize shareholder value. The Company manages its capital in proportion to risk of the underlying assets and makes adjustments in light of changes in economic conditions and risks. The Company's strategy remains unchanged from prior periods. Management considers its capital structure to include net debt and adjusted capital of the Company, as reflected in the table below:

The Company's objectives when managing capital are:

- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders;
- to provide an adequate return to shareholders by pricing services commensurately with the level of risk; and,
- to finance its operations and growth strategies.

In order to maintain or adjust the capital structure, the Company may issue new shares, or sell assets to reduce debt.

6. Risk management and financial instruments - capital management continued:

The Company monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Net debt is calculated as total debt (as shown in the balance sheet less accounts payable and accrued liabilities) and less cash and cash equivalents. Adjusted capital comprises all components of equity (share capital, contributed surplus, warrants and retained earnings), other than amounts in accumulated other comprehensive income relating to the portfolio investment, and includes subordinated debt.

	Mar. 31, 2009	Dec. 31, 2008
Total debt	**$ 12,713,997**	$ 11,983,496
Less: cash and cash equivalents	**(500,933)**	(607,286)
Net debt	**12,213,064**	11,376,210
Total equity	**15,802,234**	15,868,444
Add: subordinated debt instruments	**500,000**	500,000
Add: amounts in accumulated other comprehensive income (loss) relating to portfolio investment	**(48,320)**	(54,000)
Adjusted capital	**16,253,914**	16,314,444
Debt-to-adjusted capital ratio	**0.75**	0.70

The increase in the debt-to-adjusted capital ratio during 2009 resulted primarily by the reduction in net debt that occurred on the sale of property, plant and equipment, as well as the accelerated long-term debt repayment schedule.

Debt management

Under its long-term credit facilities, the Company must maintain certain ratios. The Company was in compliance with its required ratios at Mar. 31, 2009, except for the ratio of Funded Debt to EBITDA and the Fixed Charge Coverage ratio. This non-compliance resulted from lower than anticipated earnings before interest, taxes, depreciation, amortization for the three months ended Mar. 31, 2009. The Company is currently in negotations with its lender to amend these two covenants on a go-forward basis.

Financial Instruments

Financial instruments consist of the Company's cash and cash equivalents, portfolio investment, accounts receivable, bank indebtedness, accounts payable and accrued liabilities, and long term debt.

The Company is exposed to the following risks in respect of certain of the financial instruments held:

a) Fair value

The carrying amounts of cash and cash equivalents, accounts receivable, bank indebtedness and accounts payable and accrued liabilities approximate fair value due to the short term maturity of these instruments. The fair value of long-term debt approximates its carrying value as the interest rates on these instruments do not differ significantly from current market rates. The Company's portfolio investment is subject to market price and liquidity risk.

6. Risk management and financial instruments continued:

b) Credit risk

Credit risk arises from the potential that a customer will fail to perform its obligations. The Company is exposed to credit risk from customers. This risk is elevated in the current year due to the impact of the current credit market and economy on its customers. The Company's maximum exposure is the value of its accounts receivable. However, to mitigate this risk the Company regularly reviews customer credit limits.

The Company has accounts receivable from customers in the oil and gas industry, as well as the utilities and infrastructure industry. Credit risk is mitigated due to the Company's significant customers being large industry leaders, following a program of credit evaluation and limiting the amount of customer credit where deemed necessary. Included in accounts receivable at Mar. 31, 2009 was $7,351,761 or 61%, of total accounts receivable owing from three customers due to the significant contracts in progress at Mar. 31, 2009. As at Mar. 31, 2009 the Company's exposure to credit risk in this area was as follows:

	Total	Current 1 - 90 days	91 - 120 days	121+ days
Accounts receivable	$12,004,820	$9,403,331	$945,777	$1,655,712

c) Liquidity risk

Liquidity risk is defined as the risk associated with the Company not being able to meet its financial obligations as they come due. The Company manages liquidity risk to ensure it has sufficient cash and credit facilities to meet its obligations under both normal and adverse conditions, by managing net working capital, monitoring cash flow requirements and maintaining flexibility with its line of credits.

Accounts payable and accrued liabilities as at Mar. 31, 2009 totaled $2,967,044 which is payable within 30-45 days.

The Company has an authorized revolving line of credit of $9,000,000, of which $6,600,000 was available based on margins as at Mar. 31, 2009. $6,530,000 was outstanding as at Mar. 31, 2009.
The revolving demand loan bears interest at prime plus 0.75% (3.25% at Mar. 31, 2009).

The Company has a capital line of credit available in the maximum amount of $2,500,000 to finance equipment acquisitions. The Company has $723,713 available on its capital line of credit as at Mar. 31, 2009.

d) Interest rate risk

The Company minimizes its exposure to interest rate risks by securing financing with a fixed interest rate for some of its capital asset acquisitions and limiting its financing terms to less than sixty months.

Management has assessed the effect of a 1% interest rate increase or decrease in the prime lending at Mar. 31, 2009 rate to impact the Company's annual interest expense by approximately $92,200. The Company has not entered into any derivative agreements to mitigate this risk.

7. Comparative amounts

The comparative consolidated interim financial statements have been reclassified, where applicable, to conform to the presentation used in the current period.

8. Segmented information

The Company operates solely one segment in Western Canada with all its property, plant and equipment and intangibles also held within Western Canada.

For the three months ended Mar. 31, 2009, the Company had revenues of 60.76% from three customers. No other customers comprise more than 10% of revenues.

9. Changes in non-cash working capital

	Three months Mar. 31, 2009	Three months Mar. 31, 2008
Account receivable	**$(1,088,430)**	$(7,029,753)
Inventory	**(209,483)**	(97,595)
Prepaid expenses	**(171,980)**	(1,531)
Accounts payable and accrued liabilities	**1,057,230**	1,976,650
Income taxes payable	**-**	510,275
	$(412,663)	$(4,641,954)