



Consolidated Interim Financial Statements
(Unaudited)

For the three months ended March 31, 2010 and 2009

ENTERPRISE OILFIELD GROUP, INC.

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, 2010 have not been reviewed by the Company's auditors.

ENTERPRISE OILFIELD GROUP, INC.

Consolidated Interim Balance Sheets

	March 31, 2010 (Unaudited)	December 31, 2009 (Audited)
Assets		
Current		
Cash and cash equivalents	\$ 499,520	\$ 1,667,547
Accounts receivable	5,118,621	4,011,810
Inventory	747,316	706,155
Prepaid expenses	316,365	357,442
	6,681,822	6,742,954
Property, plant and equipment	10,141,429	10,493,416
Intangible assets	1,018,500	1,054,875
Portfolio investment	32,000	32,000
Future income taxes	2,464,700	2,256,700
	\$ 20,338,451	\$ 20,579,945
Liabilities and Shareholders' Equity		
Current		
Bank indebtedness	\$ 3,705,941	\$ 3,363,530
Accounts payable and accrued liabilities	2,525,051	2,277,882
Current portion of long term debt (note 7(b))	1,910,654	2,205,801
	8,141,646	7,847,213
Long term debt (note 7 (b))	128,063	116,440
	8,269,709	7,963,653
Shareholders' equity		
Share capital (note 3 (a))	24,945,961	24,945,961
Warrants (note 3 (c))	78,009	78,009
Contributed surplus (note 4)	1,364,017	1,364,017
Deficit	(14,319,245)	(13,771,695)
	12,068,742	12,616,292
	\$ 20,338,451	\$ 20,579,945

Approved on behalf of the Board:

_____ (Signed) "Leonard D. Jaroszuk" Director

_____ (Signed) "J.P. Stout" Director

ENTERPRISE OILFIELD GROUP, INC.
Consolidated Interim Statements of Loss and Deficit
(Unaudited)

Three months ended March 31	2010	2009
Revenue	\$ 5,269,777	\$ 8,971,083
Direct expenses	4,824,595	7,305,593
Gross margin	445,182	1,665,490
Expenses (other income)		
General and administrative expenses	754,201	1,256,083
Interest on long term debt	30,347	51,159
Amortization	419,182	472,395
Gain on sale of equipment	(4,558)	(22,570)
Interest and other (income) loss	1,560	(14,399)
	1,200,732	1,742,668
Loss before income taxes	(755,550)	(77,178)
Income taxes (recovery)		
Future	(208,000)	(22,400)
	(208,000)	(22,400)
Loss for the period	(547,550)	(54,778)
Deficit, beginning of period	(13,771,695)	(9,243,865)
Deficit, end of period	\$ (14,319,245)	\$ (9,298,643)
Basic and diluted loss per share	\$ (0.011)	\$ (0.001)
Weighted average number of common shares outstanding		
Basic	48,671,700	42,222,811
Diluted	48,671,700	42,222,811

ENTERPRISE OILFIELD GROUP, INC.
Consolidated Interim Statements of Comprehensive Loss
(Unaudited)

Three months ended March 31	2010	2009
Loss for the period	\$ (547,550)	\$ (54,778)
Other comprehensive income (loss):		
Unrealized gains (losses) portfolio investment, net of future income taxes	-	5,680
Total comprehensive loss, end of period	\$ (547,550)	\$ (49,098)

ENTERPRISE OILFIELD GROUP, INC.**Consolidated Interim Statements of Accumulated Other Comprehensive Income (Loss)****(Unaudited)**

Three months ended March 31	2010	2009
Accumulated other comprehensive income (loss), beginning of period	\$ -	\$ (54,000)
Other comprehensive income (loss) for the period:	-	5,680
Accumulated other comprehensive loss, end of period	\$ -	\$ (48,320)

ENTERPRISE OILFIELD GROUP, INC.
Consolidated Interim Statements of Cash Flows
(Unaudited)

Three months ended March 31	2010	2009
Cash provided by (used for) the following:		
Operating activities		
Net loss for the period	\$ (547,550)	\$ (54,778)
Items not affecting cash:		
Amortization of property, plant and equipment	382,807	436,020
Amortization of intangible assets	36,375	36,375
Gain on sale of equipment	(4,558)	(22,570)
Future income tax recovery	(208,000)	(22,400)
	(340,926)	372,647
Changes in non-cash working capital (note 10)	(859,726)	(412,663)
	(1,200,652)	(40,016)
Financing activities		
Increase in bank indebtedness	342,411	647,474
Proceeds from issue of common shares, net of share issue costs	-	(17,112)
Repayment of long term debt	(283,524)	(897,412)
	58,887	(267,050)
Investing activities		
Purchase of property, plant and equipment	(115,125)	(336,778)
Proceeds on sale of equipment	88,863	37,491
	(26,262)	(299,287)
Decrease in cash and cash equivalents	(1,168,027)	(606,353)
Cash and cash equivalents, beginning of period	1,667,547	607,286
Cash and cash equivalents, end of period	\$ 499,520	\$ 933
Supplementary information		
Interest paid	\$ 78,030	\$ 115,259

ENTERPRISE OILFIELD GROUP, INC.

Notes to Consolidated Unaudited Interim Financial Statements

For the three month periods ended March 31, 2010 and 2009

1. Nature of operations

Enterprise Oilfield Group, Inc. ("Enterprise" or the "Company") was incorporated under the *Alberta Business Corporations Act* on March 23, 2004 and is publicly traded on the TSX Exchange under the symbol "E", effective August 13, 2007. The Company is a construction services company operating in the energy, utility and transportation infrastructure industry. The Company's focus is primarily underground construction and maintenance and above ground plants and facilities.

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

Included in these consolidated financial statements are the accounts of Enterprise Oilfield Group, Inc. and its wholly-owned subsidiaries: Enterprise Energy Services Inc. ("EES") and Enterprise Pipeline Company Inc. ("EPC"). All significant inter-entity balances and transactions have been eliminated on consolidation.

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 year ended December 31, 2009. 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 year ended December 31, 2009.

Recent accounting pronouncements

International financial reporting standards

In March 2008, the CICA announced that Canadian publicly accountable enterprises will adopt *International Financial Reporting Standards* ("IFRS") effective January 1, 2011. The Company is currently assessing the impact that IFRS will have on its financial statements, and is in the assessment stage of its conversion plan.

ENTERPRISE OILFIELD GROUP, INC.

Notes to Consolidated Unaudited Interim Financial Statements

For the three month periods ended March 31, 2010 and 2009

3. Share capital

(a) Authorized and issued capital

Unlimited Common shares
 Unlimited Preferred shares, issuable in series, terms to
 be set at issuance

Common shares	March 31, 2010 (Unaudited)		December 31, 2009 (Audited)	
	Shares	Amount	Shares	Amount
Shares outstanding, beginning of period	48,681,700	\$24,945,961	42,301,700	\$24,032,796
Normal course issuer bid	-	-	(120,000)	(68,122)
Private placements	-	-	6,500,000	1,105,000
Share issue costs (net of \$38,000 in future income tax)	-	-	-	(123,713)
Shares outstanding, end of period	48,681,700	\$24,945,961	48,681,700	\$24,945,961

(b) 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.

	March 31, 2010 (Unaudited)		December 31, 2009 (Audited)	
	Number	Weighted average exercise price	Number	Weighted average exercise price
Stock options, outstanding, beginning of period	3,480,000	\$ 0.74	3,970,000	\$ 1.20
Granted	-	-	1,480,000	0.25
Forfeited	-	-	(630,000)	(0.54)
Expired	-	-	(1,340,000)	(0.78)
Stock options, outstanding, end of period	3,480,000	\$ 0.74	3,480,000	\$ 0.74

ENTERPRISE OILFIELD GROUP, INC.

Notes to Consolidated Unaudited Interim Financial Statements

For the three month periods ended March 31, 2010 and 2009

3. Share capital (b) continued:

Exercisable stock options:

	March 31, 2010 (Unaudited)		December 31, 2009 (Audited)	
	Number	Weighted average exercise price	Number	Weighted average exercise price
Expiry date				
August 25, 2010	80,000	\$ 0.25	80,000	0.25
January 9, 2011	375,000	0.72	375,000	0.72
July 20, 2011	710,000	0.82	710,000	0.82
April 3, 2011	360,000	0.82	360,000	0.82
May 4, 2010	600,000	0.42	600,000	0.42
June 4, 2011	1,355,000	0.25	1,355,000	0.25
	3,480,000	\$ 0.51	3,480,000	\$ 0.74

(c) Share purchase warrants

A summary of the warrants outstanding at March 31, 2010, is as follows:

Issuance date	Type	Exercise price (\$)	Number	Value	Remaining contractual life (months)
December 30, 2009	Agent	0.17	240,000	\$ 13,608	9
December 22, 2009	Agent	0.17	410,000	16,605	9
October 31, 2008	Common shareholder	0.17	1,200,000	47,796	7
			1,850,000	\$ 78,009	

4. Contributed surplus

	March 31, 2010 (Unaudited)	December 31, 2009 (Audited)
Balance, beginning of period	\$ 1,364,017	\$ 1,085,717
Stock-based compensation expense	-	229,090
Normal course issuer bid adjustment (note 3 (a))	-	49,210
Balance, end of period	\$ 1,364,017	\$ 1,364,017

ENTERPRISE OILFIELD GROUP, INC.

Notes to Consolidated Unaudited Interim Financial Statements

For the three month periods ended March 31, 2010 and 2009

5. Related party transactions

The Company paid \$12,000 during the three months ended March 31, 2010 (Three month period ended March 31, 2009 - \$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. All transactions were rendered in the normal course of business during the period.

6. Commitments

The Company has lease commitments for facilities, construction equipment and vehicles that provide for minimum annual lease payments as follows:

2010	\$	599,125
2011		329,753
2012		9,843
2013		-
2014		-
	\$	<u>938,721</u>

7. Risk management and financial instruments

(a) 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; 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.

The Company monitors capital on the basis of the net 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 deficit), other than amounts in accumulated other comprehensive income relating to the portfolio investment, and includes subordinated debt.

ENTERPRISE OILFIELD GROUP, INC.

Notes to Consolidated Unaudited Interim Financial Statements

For the three month periods ended March 31, 2010 and 2009

7. Risk management and financial instruments (a) continued:

	March 31, 2010 (Unaudited)	December 31, 2009 (Audited)
Total debt	\$ 5,744,658	\$ 5,685,771
Less: cash and cash equivalents	(499,520)	(1,667,547)
Net debt	5,245,138	4,018,224
Total equity	12,068,742	12,616,292
Add: subordinated debt instruments	-	-
Less: amounts in accumulated other comprehensive loss relating to portfolio investment	-	-
Adjusted capital	12,068,742	12,616,292
Net debt-to-adjusted capital ratio	0.43	0.32

The increase in the net debt-to-adjusted capital ratio during 2010 is the result of the increased bank indebtedness for the three months ended March 31, 2010, as compared to the year ended December 31, 2009.

(b) Debt management

The credit facility requires the Company to comply with certain financial covenants. At March 31, 2009 the Company was required to maintain the following financial statement ratios as defined in the credit facility:

working capital of not less than 1.35 :1
 funded debt to EBITDA of not more than 3.00:1
 total debt to capitalization of not more than 0.60:1
 fixed charge coverage of not less than 1.10:1

At March 31, 2010, the Company was not in compliance with the working capital ratio, the funded debt to EBITDA ratio and the fixed charge coverage ratio.

The Company is in compliance with all repayment terms and the lender has not given any indication that they will demand repayment. However, as the lender has the ability to demand repayment, generally accepted accounting principles require that the entire amount of the debt be shown as a current liability until such time as the covenant breaches are remedied or waived by the lender.

(c) 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:

i) 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, fair value is subject to, market price and liquidity risk.

Notes to Consolidated Unaudited Interim Financial Statements

For the three month periods ended March 31, 2010 and 2009

7. Risk management and financial instruments (c) continued:

ii) 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 similar to the prior 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 March 31, 2010 was \$3,703,071 or 72%, of total accounts receivable owing from four customers due to the significant contracts in progress at March 31, 2010. As at March 31, 2010 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	\$5,118,621	\$4,375,874	\$125,789	\$616,958

The Company monitors accounts receivable monthly to identify any amounts which are past due and considers if they are impaired. This assessment is done on an invoice by invoice basis. The Company has recorded a provision during the three months ended March 31, 2010 of \$nil (year ended December 31, 2009 - \$378,904).

iii) 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 March 31, 2010 totaled \$2,525,051 which is payable within 30-45 days.

The Company has an authorized revolving line of credit of \$9,000,000, of which \$3,730,000 was available based on margins as at March 31, 2010. \$3,705,941 of bank indebtedness was outstanding as at March 31, 2010, comprised of \$3,440,000 of revolving line of credit and \$265,941 of bank overdraft balances.

The revolving demand loan bears interest at prime plus 3.0% (equating to 5.75%) at March 31, 2010.

Under its long term credit facilities, the Company must maintain certain ratios. The Company was not in compliance with the Working Capital Ratio, the Funded Debt to EBITDA Ratio and the Fixed Charge Coverage Ratio at March 31, 2010 (note (a)). This non-compliance resulted from lower than anticipated EBITDA for the three months ended March 31, 2010.

This non-compliance increases the Company's liquidity risk as the bank could demand repayment of this facility. Management has assessed this risk and believes that it has sufficient capital through internally generated cash flows or alternate sources of financing to mitigate this risk.

ENTERPRISE OILFIELD GROUP, INC.

Notes to Consolidated Unaudited Interim Financial Statements

For the three month periods ended March 31, 2010 and 2009

7. Risk management and financial instruments (c) continued:

iv) Interest rate risk

The Company minimizes its exposure to interest rate risks by securing financing with a fixed interest rate for certain 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 March 31, 2010 rate to impact the Company's annual interest expense by approximately \$54,200. The Company has not entered into any derivative agreements to mitigate this risk.

8. Comparative amounts

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

9. Segmented information

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

For the three months ended March 31, 2010, the Company had revenues of 72.61% from three customers (year ended December 31, 2009- revenues of 14% from one customer). No other customers comprise more than 10% of revenues.

10. Changes in non-cash working capital

Three months ended March 31	2010	2009
Account receivable	\$(1,106,811)	\$(1,088,430)
Inventory	(41,161)	(209,483)
Prepaid expenses	41,077	(171,980)
Accounts payable and accrued liabilities	247,169	1,057,230
	\$(859,726)	\$(412,663)
