

ENERNORTH INDUSTRIES INC
Form 6-K
November 12, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16 under the
Securities Exchange Act of 1934

For the month of November, 2004

Commission File Number 0-29586

EnerNorth Industries Inc.
(formerly: Energy Power Systems Limited)
(Address of Principal executive offices)

2 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 1L6, Canada
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3- 2(b):
82- _____

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EnerNorth Industries Inc.
(formerly: Energy Power Systems Limited)

Date: November 12, 2004

By: "Sandra J. Hall"

Sandra J. Hall,

President, Secretary & Director

**Management's Discussion And Analysis
of Financial Condition and Operating Results
For the Three Month Period Ending September 30, 2004**

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Management's Discussion & Analysis of Financial Condition and Operating Results

The following discussion and analysis of EnerNorth Industries Inc. ("EnerNorth" or the "Company") should be read in conjunction with the Company's Unaudited Consolidated Financial Statements for the three month period ending September 30, 2004 and notes thereto and the Company's Audited Consolidated Financial Statements for the fiscal years ended June 30, 2004, 2003 and 2002 and notes thereto. The information contained in this Management Discussion and Analysis is dated November 11, 2004. Unless otherwise indicated, the following discussion is based on Canadian dollars and presented in accordance with Canadian Generally Accepted Accounting Principles ("GAAP").

Certain statements contained herein constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Reform Act"), which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company. The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect" and similar expressions. These statements reflect the current beliefs of management of the Company, and are based on current available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors which could cause the actual results, performance or achievements of the Company to differ materially from those expressed in, or implied by, these statements. (See the Company's Annual Information Form and Annual Form 20 F for Risk Factors. The Company's public filings can be accessed and viewed through the Company's website, www.enernorth.com under the heading "Investor Relations", and by clicking on "Corporate Filings". A link to the Company's Canadian Securities Commissions filings can be viewed via the System for Electronic Data Analysis and Retrieval (SEDAR) at www.sedar.com, and the Company's United States Securities and Exchange Commission filings can be viewed through the Electronic Data Gathering Analysis and Retrieval System (EDGAR) at www.sec.gov.) The Company is not obligated to update or revise these "forward-looking" statements to reflect new events or circumstances.

OVERVIEW

The Company is a corporation amalgamated under the laws of the Province of Ontario and is provincially registered in the Provinces of Alberta and Newfoundland and Labrador. The Company conducts its operations through an Industrial & Offshore Division and an Oil & Gas Division. The unaudited consolidated financial results for the three month periods ending September 30, 2004 and 2003 include the accounts of the Company and its wholly owned subsidiary M&M Engineering Limited ("M&M"), the accounts of M&M Offshore Limited ("MMO"), M&M's wholly owned subsidiary, the accounts of Liannu LLP ("Liannu") through a 49% combined partnership interest owned by M&M and the accounts of 10915 Newfoundland Limited and 11123 Newfoundland Limited, both wholly owned subsidiaries of M&M.

The Company's unaudited consolidated financial statements also consolidate the Company's proportionate share of a number of entities' assets, liabilities, revenues and expenses through joint venture accounting. MMO holds a 50% equity interest in Magna Services Inc. ("Magna") and a 20.83% equity interest in Newfoundland Service Alliance Inc. ("NSA"). Liannu holds a 50% interest in the Liannu - Mista Shipu teaming arrangement. M&M owns a 50% equity interest in North Eastern Constructors Limited ("NECL").

During fiscal 2001 the Company commenced its oil and gas operations. The activities of the Company's Oil & Gas Division include exploration, development and production of oil and gas. The Company's oil and gas properties are located in Canada.

The Company's accounts include an investment in Konaseema EPS Oakwell Power Limited ("KEOPL") a company incorporated in India that is developing a power project in Andhra Pradesh, India. The Company also holds a 97% interest in Euro India Power Canara Private Limited ("EIPCL") that is carried at Nil on the balance sheet and consolidated statement of operations of the Company. Management has evaluated the effect that EIPCL accounts would have on the audited consolidated financial statements of the Company at June 30, 2004 and the unaudited consolidated financial statements for the three-month period ending September 30, 2004 and concluded that such amounts would be insignificant under GAAP.

The unaudited consolidated financial statements have been prepared on the basis of a going concern, which contemplates that the Company will be able to realize assets and discharge liabilities in the normal course of business.

The Company's ability to continue as a going concern is primarily dependent upon the enforceability of the Oakwell Claim. If the application of the Judgment becomes enforceable in Canada then there would be a material and adverse impact on the Company's financial condition (See *Critical Accounting Estimates - Oakwell Claim*).

The unaudited consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company not be able to continue in the normal course of operations. If the "going concern" assumption is not appropriate for these unaudited consolidated financial statements then adjustments may be necessary to the carrying value of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications used.

OVERALL PERFORMANCE

The Company's overall performance can be highlighted by a 1.4% increase in consolidated revenues to \$7.1 million for the three month period ending September 30, 2004 versus \$7.0 million for the three month period ending September 30, 2003. Gross profits remained constant at \$1.0 million for both periods. Revenues and gross margins were primarily related to revenues from the Industrial & Offshore Division. During the three month period ending September 30, 2004 revenue for the Industrial & Offshore Division was primarily attributed to work performed at North Atlantic Refining Limited ("NARL") and at Voisey's Bay Project. During the previous year, revenues were principally related to work performed on a large scale industrial contract for the White Rose Project through NECL. In addition, during the three month period ending September 30, 2004 revenue from the Oil & Gas Division increased 100% to \$0.2 million compared to \$0.1 million for the prior three month period in 2003.

Net income decreased 50% to \$0.1 million for the three month period ending September 30, 2004 versus net income of \$0.2 million for the three month period ending September 30, 2003. Earnings for the three month period ended September 30, 2004 were hindered by increased legal and support costs related to litigation. (See *Critical Accounting Estimates - Oakwell Claim* and *Valuation of the Company's Investment in KEOPL*, below).

OPERATING RESULTS

The following discussion of the results of operations of the Company is a comparison of the Company's two three month periods ended september 30, 2004 and 2003.

Revenue. The Company's consolidated revenues of \$7.1 million for the fiscal year ending September 30, 2004 increased by 1.4% from \$7.0 million reported as of September 30, 2003. Revenue growth was driven by both (i) a 1.5% increase in revenues from \$6.8 million to \$6.9 million in 2004 derived from the Company's Industrial & Offshore Division, and (ii) a 100% increase in revenues to \$0.2 million in three month period 2004 from \$0.1 million during three month period 2003 from the Company's Oil & Gas Division. Revenue from the Company's Industrial & Offshore Division increased mainly due to work performed at NARL and on the Voisey's Bay Project. Revenue from the Company's Oil & Gas Division increased due to increased production and increased commodity prices.

Gross Profit. Consolidated gross profit of \$1.0 million for the three month period ending September 30, 2004 was constant with gross profits of \$1.0 million during the comparable three month period in 2003. During the year, gross profits from the Industrial & Offshore Division remained constant at \$1.1 million in 2004 versus \$1.1 million during 2003. Gross profit for the Company's Oil & Gas Division was positive \$20,000 for the three month period ending September 30, 2004 versus a loss of \$69,000 for the three month period ending September 30, 2003.

Administrative Expenses. Administrative expenses of \$1.3 million for the three month period ending September 30, 2004 were 44% higher than administrative expenses of \$0.9 million the previous year. The primary increase in administrative costs for the three month period ending September 30, 2004 was related to increased litigation expenses of \$0.3 million. (See *Critical Accounting Estimates - Oakwell Claim*). The Company also incurred a foreign exchange loss on its KEOPL Investment of \$0.1 million (See *Critical Accounting Estimates - Valuation of shares in KEOPL*).

Oakwell Claim. In connection with the Oakwell Claim, the Company recorded a recovery of \$0.3 million for the three month period ending September 30, 2004, versus nil for the three month period ending September 30, 2003 (See *Critical Accounting Estimates - Oakwell Claim*, below). The recovery was due to changes in foreign exchange rates.

Other income. Other income of \$0.1 million for the three month period ending September 30, 2004 was constant with the previous three month period in 2003. During 2004 the amount consisted primarily of interest received on the investment in KEOPL (See *Critical Accounting Policies - Valuation of the Company's Investment in KEOPL*). During fiscal 2003 other income included distributions of \$52,000 from Magna, management fees of \$12,000 charged to Liannu, and a gain on the sale of marketable securities of \$15,000. Also included was interest income on invested cash of \$39,000.

Net Income before Minority Interest and Income Taxes. During the three month period ending September 30, 2004 net income before minority interest and income taxes decreased 50% to \$0.1 million compared to \$0.2 million in three month period during 2003. The decrease in net income for three month period in 2004 was primarily related increased administrative costs incurred during the period.

Current and Future Income Taxes. During the three month period ended September 30, 2004 a net future income tax charge of Nil was recognized compared to a net future income tax charge of \$0.1 million for the three month period ended September 30, 2003. During the current year a future tax recovery was absorbed by an increase in the valuation allowance. During the previous year the future income tax charge was fully offset by utilization of tax loss carryforwards. During fiscal 2004, the statutory tax rate for the Company was 36% versus 38% for fiscal 2003.

Minority Interest. During the three month period ending September 30, 2004 minority interest of \$26,000 was charged to earnings versus Nil for three month period 2003. Minority interest represents the net residual interest in the equity of Liannu the partnership that belongs to the Company's other partners.

Net Income. As a result of the above the consolidated net income for the three month period ending September 30, 2004 was \$0.1 million, 50% less than the \$0.2 million loss reported for the previous three month period in 2003.

Net Income Per Share and Fully Diluted Net Income Per Share. As a result of the above noted items, net income per share and fully diluted net income per share for the three month period ending September 30, 2004 decreased by 50% to \$0.02 per share from \$0.4 per share for the same three month period 2003.

SUMMARY OF QUARTERLY RESULTS

EnerNorth Industries Inc.

Presented Pursuant to Canadian Generally Accepted Accounting Principles

(Canadian \$000s, Except Per Share Data)

| | Unaudited | | | | | | | | | | | |
|--------------------------------|----------------|---------------|---------------|---------------|----------------|---------------|---------------|---------------|--|--|--|--|
| | Fiscal 2005 | | Fiscal 2004 | | | | Fiscal 2003 | | | | | |
| | Sept. 30/04 | June 30/04 | Mar. 31/04 | Dec. 31/03 | Sept. 30/03 | June 30/03 | Mar. 31/03 | Dec. 31/02 | | | | |
| Revenue | \$ 7,059 | \$ 9,511 | \$ 7,732 | \$ 9,870 | \$ 6,952 | \$ 7,962 | \$ 2,983 | \$ 4,561 | | | | |
| Net income (loss) | \$ 89 | \$ 724 | \$ (1,760) | \$ (1,357) | \$ 175 | \$ (7,070) | \$ (872) | \$ (428) | | | | |
| Net income (loss) per share | \$ 0.02 | \$ 0.18 | \$ (0.43) | \$ (0.33) | \$ 0.04 | \$ (2.09) | \$ (0.21) | \$ (0.11) | | | | |
| Fully diluted net income | | | | | | | | | | | | |
| (loss) per share | \$ 0.02 | \$ 0.16 | \$ (0.43) | \$ (0.33) | \$ 0.04 | \$ (2.09) | \$ (0.21) | \$ (0.11) | | | | |

During the winter months of the fiscal 2004 quarterly periods revenue was higher versus revenue during the winter months of the four quarters in fiscal 2003 due to the operations at NECL. NECL was able to operate at full capacity during the winter months of fiscal 2004 due to the utilization of the Bull Arm facilities located in Trinity Bay, Newfoundland and Labrador, Canada.

Earnings tended to recede during the winter months of both fiscal 2004 and 2003 due to increased litigation expenditures related to the Oakwell Claim and the accrual of the Singapore Judgments. These expenditures and accruals were tied to the timing of court hearings and decisions and do not represent a normal business trend.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents as of September 30, 2004 was \$0.7 million, compared to \$0.6 million at June 30, 2004. During the three month period ending September 30, 2004 the Company had cash flows from operating activities of \$1.8 million. The Company's Industrial & Offshore Division repaid \$1.0 million of its bank indebtedness during the period. The Company's Oil & Gas Division expended \$0.2 million on development of oil and gas properties during the three month period ended September 30, 2004. The Company has the resources to meet its present working capital requirements excluding the Oakwell Claim.

Cash and cash equivalents as of September 30, 2003 was \$5.6 million, compared to \$6.7 million at June 30, 2003. During the three month period ending September 30, 2003 the Company had cash flows from operating activities of \$0.9 million. The Company's Industrial & Offshore Division repaid \$0.7 million of its bank indebtedness during the period and the Company repaid a shareholder \$0.2 million during the three month period. The Company's Oil & Gas Division expended \$0.6 million on the exploration and development of oil and gas properties during the three month period ended September 30, 2003.

The Company's primary sources of liquidity and capital resources historically have been cash flows from the operations of the Industrial & Offshore Division and the Oil & Gas Division, the issuance of share capital and advances from shareholders. During fiscal 2000 and 2001 the Company recovered part of its investment in KEOPL. During fiscal 2005, it is expected that primary sources of liquidity and capital resources will be derived from the operations of the Industrial & Offshore Division, revenues from the Oil & Gas Division and further recovery in connection with an arbitration award (See "*Critical Accounting Estimates - Valuation of the Company's Investment in KEOPL*" below).

CIBC Facility

The Company's Industrial & Offshore Division, through M&M and MMO, maintains its own revolving line of credit facility with a commercial bank. The credit facility, provided by Canadian Imperial Bank of Commerce ("CIBC") was initially entered into in December of 1994, and has been amended and renewed from time to time (the "CIBC Facility"). The CIBC Facility currently allows M&M to borrow up to the lesser of (i) \$1.75 million, or (ii) 75% of receivables from government or large institutions/corporations and 60% of other receivables to finance working capital requirements on a revolving basis. The CIBC Facility is payable upon demand and bears interest at prime plus 2.25%. As of September 30, 2004, the principal balance outstanding under the CIBC Facility was \$1.2 million, as compared to \$1.5 million as of June 30, 2004. From time to time CIBC has extended a greater amount than the credit facility allows.

Under the CIBC Facility, as security for repayment of loans extended to M&M, M&M granted to CIBC: (i) a first priority lien on receivables, inventory and specific equipment; (ii) a second priority lien on land, buildings and immovable equipment; and (iii) an assignment of insurance proceeds. As security for repayment of loans to MMO, MMO granted to CIBC a first priority lien on receivables, inventory and equipment. Under the CIBC Facility (a) M&M has guaranteed the obligations of MMO under the facility in an unlimited amount, and such guarantee is secured by the same collateral as for M&M's direct obligations, and (b) MMO has guaranteed the obligations of M&M under the facility in an unlimited amount, and such guaranty is secured by the same collateral as for MMO's direct obligations. The credit facility also requires M&M to comply with certain financial covenants, including current ratio, debt/equity ratio, and limits on capital expenditures, dividends and further encumbrances on collateral. As at September 30, 2004 the Company was in compliance with all of these covenants.

RoyNat Mortgage

As of September 30, 2004, M&M is indebted to RoyNat, Inc. ("*RoyNat*") in the amount of \$0.3 million (June 30, 2004 - \$0.4 million). The mortgage matures in 2008 and bears interest at Roynats cost of funds plus 3.25%. As security for its obligations to RoyNat, M&M has granted a first priority lien on the land and building, and a secondary lien on all other assets of M&M, subject to the first priority lien in favor of CIBC. MMO has also guaranteed this mortgage.

Magna Credit Facility

During 2003, Magna negotiated a credit facility in the amount of \$1.0 million, which is repayable on demand and bears interest at the bank's prime lending rate plus 1.50% per annum. As security M&M has provided a \$250,000 corporate guarantee for this credit facility. Included in bank indebtedness is the Company's proportionate share of a bank demand loan of \$49,000 related to this facility.

NECL Credit Facility and Guarantee

During 2004, NECL obtained a credit facility in the amount of \$1.0 million which is repayable on demand and bears interest at the bank's prime lending rate plus 2% per annum. As security for this facility, both M&M and their joint venture partner both provided a guarantee of \$1.0 million each. As at September 30, 2004 and 2003 the Company's proportionate share of this credit facility was Nil.

Outlook and Prospective Capital Requirements.

The Industrial & Offshore Division is currently completing a backlog of contracts, and M&M and MMO have been bidding on new contracts for the second quarter. Further development of Atlantic Canada's offshore infrastructure could foster future growth for the Industrial & Offshore Division. In addition, the Oil & Gas Division is adding positive cash flow to fund corporate operations and future development and growth. At present the Company intends to expand its oil and gas operations although such growth in the next fiscal year may be curtailed due to working capital constraints.

As part of the Company's oil and gas exploration and development program management of the Company anticipates further expenditures to expand its existing portfolio of proved and probable oil and gas reserves. Amounts expended on future oil and gas exploration and development is dependent on the nature of future opportunities evaluated by the Company. These expenditures could be funded through cash held by the Company or through cash flow from operations. Any expenditure which exceeds available cash will be required to be funded by additional share capital or debt issued by the Company, or by other means.

It is anticipated that M&M will expend approximately \$0.5 million in capital expenditures for new and used manufacturing and office-related equipment over the next three months. Such equipment, which could be utilized to generate additional construction and fabrication revenues, could be financed through capital leases with equipment manufacturers, credit arrangements with M&M's existing lenders, cash from the Company or other means. With respect to other potential expenditures of the Company see "*Critical Accounting Estimates - Oakwell Claim*" below.

The Company's long-term profitability will depend upon its ability to successfully implement its business plan. Also, if the Company is not successful in defending the enforceability of the Oakwell Claim in Canada then there will be a material and adverse impact on the Company's financial position and operations may be curtailed.

In the past M&M has focused on manufacturing and fabricating process piping, production equipment, steel tanks and other metal products requiring specialized welding and fabrication abilities. Management believes that several opportunities are developing in the Atlantic provinces of Canada, which could enable M&M to maintain and increase the volume of its business. These opportunities could include contracts for the White Rose Oilfield, the Sable Island Offshore Energy Project, and the development of the Voisey's Bay nickel mine. Management also anticipates that M&M will have recurring opportunities with respect to the upgrade and maintenance of existing area infrastructure, including the Hibernia and Terra Nova oil fields, mechanical fabrication and maintenance of production equipment for refineries, pulp and paper mills (including environmental equipment) and private sector power generation projects (primarily for mining and natural resources).

TREND INFORMATION

Seasonality. The Company's Industrial & Offshore Division operates in a cyclical and seasonal industry. Fabrication industry activity levels are generally dependent on the level of capital spending in heavy industries such as mining, forestry, oil and gas and petrochemicals. In addition, the Company is subject to seasonal levels of activity whereby business activities tend to be lower during the winter months. The level of industry profits, capacity-utilization in the industry and interest rates often affect capital spending in these industries. Success in fabrication will be dependent on

the Industrial & Offshore Division's ability to secure and profitably perform fabrication contracts. Fixed price fabrication contracts contain the risk of bid error or significant cost escalation with regard to either labor or material costs, combined with a limited ability to recover such costs from the applicable client.

The Company's Oil & Gas Division is not a seasonal business, but increased consumer demand or changes in supply in certain months of the year can influence the price of produced hydrocarbons, depending on the circumstances. Production from the Company's oil and gas properties is the primary determinant for the volume of sales during the year.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has the following off balance sheet indemnities and guarantees as of September 30, 2004:

Multi-Party Indemnity

In February of 2004 the Company re-confirmed an agreement originally entered into in March of 2002 where the Company, M&M and MMO entered into an Indemnity and Security Agreement with Western Surety (the "Western Agreement"). Under the Western Agreement the surety agreed to issue up to an aggregate of \$15,000,000 in bonds or undertakings on behalf of M&M and/or MMO (the "Principals"). Under the Western Agreement each of EnerNorth, M&M and MMO (the "Indemnitors") is jointly and severally liable to the surety for (i) any default in performance by either Principal, (ii) any and all losses incurred by the surety in connection with such default(s), and (iii) any loss or damage incurred by the surety arising from the issue of the bond(s). As security for its obligations, each of the Indemnitors granted a security interest to Western in any and all amounts due to them with respect to the bonded contracts, including payments due from the obligee under the bond, and any liens or insurance proceeds. The indemnity of each of the Indemnitors is unlimited in amount, and has no expiration date. Since their respective incorporations, neither M&M nor MMO has incurred any liability as either a principal or a guarantor with respect to a surety.

Liannu Indemnities

In February of 2004 the Company re-confirmed an agreement originally entered into in May of 2003 where the Company, M&M and MMO entered into an Indemnity and Security Agreement with Western Surety (the "Liannu Agreement"). Under the Liannu Agreement the surety agreed to issue bonds or undertakings on behalf of Liannu. Under the Liannu Agreement each of EnerNorth, M&M and MMO is jointly and severally liable to the surety for (i) any default in performance by Liannu, (ii) any and all losses incurred by the surety in connection with such default(s), and (iii) any loss or damage incurred by the surety arising from the issue the bond(s). As security for its obligations, each of EnerNorth, M&M and MMO granted a security interest to Western in any and all amounts due to them with respect to the bonded contracts, including payments due from the obligee under the bond, and any liens or insurance proceeds. The indemnity of each of EnerNorth, M&M and MMO is unlimited in amount, and has no expiration date.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

Below is a listing of contractual commitments for future payments for the company by fiscal year to 2009:

Schedule of Contractual Obligations

| Description | Twelve Month Period Ending June 30, | | | | Total |
|-------------|-------------------------------------|------|------|------|-------|
| | 2005 | 2006 | 2007 | 2008 | |

2009
Onward

| | | | | | | |
|---------------------------|------------|------------|------------|------------|------------|--------------|
| Long term debt | \$ 108,738 | \$ 102,858 | \$ 96,978 | \$ 91,098 | \$ 17,705 | \$ 417,377 |
| Capital lease obligations | \$ 169,550 | \$ 136,360 | \$ 92,816 | \$ 56,791 | \$ 19,290 | \$ 474,807 |
| Operating leases | \$ 89,059 | \$ 58,610 | \$ 21,239 | \$ 0 | \$ 0 | \$ 168,908 |
| Future income taxes | \$ 25,617 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 25,617 |
| Site restoration | \$ 24,000 | \$ 9,000 | \$ 22,000 | \$ 4,000 | \$ 157,000 | \$ 216,000 |
| Total | \$ 416,964 | \$ 306,827 | \$ 233,034 | \$ 151,889 | \$ 193,994 | \$ 1,302,708 |

Note: Figures in the above table will not reconcile to the presentation in the audited consolidated financial statements due to the inclusion of interest expense in addition to principal payments.

Critical Accounting Policies and Estimates and Newly Adopted Accounting Policies

The Company's significant accounting policies, estimates and changes to accounting policies are also described in the Notes to the audited Consolidated Financial Statements for the fiscal years ended June 30, 2004, 2003, 2002. It is increasingly important to understand that the application of generally accepted accounting principles involves certain assumptions, judgments and estimates that affect reported amounts of assets, liabilities, revenues and expenses. The application of principles can cause varying results from company to company.

The most significant accounting policies that impact the Company and its subsidiaries relate to revenue recognition policies, oil and gas accounting and reserve estimates, accounting for joint ventures, valuation of capital assets, future income tax assets and liabilities, and stock based compensation.

The most significant accounting estimates that impact the Company and its subsidiaries relate to the Oakwell Claim and the valuation of the Company's investment in KEOPL.

The only new accounting policy that was adopted by the Company during the 2004 fiscal year was a new accounting policy guideline for oil and gas accounting according to the new Canadian Institute of Chartered Accountants ("CICA") Handbook guideline ACG-16. During the 2003 fiscal year the Company adopted a new accounting policy for Asset Retirement Obligations, in accordance with the recommendation of the CICA Handbook Section 3110. The Company adopted this policy before it was required.

Critical Accounting Policies:

Revenue recognition. Revenue for M&M & MMO is generated principally from contracts or purchase orders awarded through a competitive bidding process. Revenue from construction and fabrication contracts is recognized on the percentage of completion basis, under which contract revenues are recognized by assessing the value of the work performed in relation to the total estimated cost of the contract. Revenue from M&M & MMO's venture partners are recognized based on their proportionate equity holdings in those entities. Revenue generated through Liannu is recognized based on the consolidated total operations of the entity. A provision is then made for the percentage of net earnings that is due to the minority interest owners of the partnership.

Oil and gas revenues are recognized on actual production volumes and delivery of the product to the market, based on the applicable operator's reports.

Oil and gas accounting and reserve estimates. The Company follows the full cost method of accounting for oil and gas operations under which all costs of exploring for and developing oil and gas reserves are initially capitalized. Such costs include land acquisition costs, geological and geophysical expenses, carrying charges on non-producing properties, costs of drilling and overhead charges directly related to acquisition and exploration activities.

Under the full cost method all of the costs noted above are capitalized, together with the costs of production equipment, and are depleted on the unit-of-production method based on the estimated gross proved reserves. Petroleum products and reserves are converted to equivalent units of natural gas at 6,000 cubic feet to 1 barrel of oil.

Under the full cost method costs of acquiring and evaluating unproved properties are initially excluded from depletion calculations. These unevaluated properties are assessed periodically to ascertain whether impairment in value has occurred. When reserves are identified as "proven" by independent engineers, or the property is considered to be impaired, then the cost of the property or the amount of the impairment is added to costs subject to depletion calculations.

Proceeds from a sale of petroleum and natural gas properties are applied against capitalized costs, with no gain or loss recognized, unless such a sale would significantly alter the rate of depletion. Alberta Royalty Tax Credits are included in oil and gas sales.

In applying the full cost method, under Canadian GAAP, the Company performs a ceiling test which restricts the capitalized costs less accumulated depletion and amortization from exceeding an amount equal to the estimated fair market value undiscounted value of future net revenues from proved and probable oil and gas reserves, as determined by independent engineers, based on sales prices achievable under forecast prices existing contracts and posted average reference prices in effect at the end of the year and forecast current costs, and after deducting estimated future general and administrative expenses, production related expenses, financing costs, future site restoration costs and income taxes.

In comparison, in applying the full cost method under US GAAP, the Company performs a ceiling test based on the same calculations used for Canadian GAAP except the Company is required to discount future net revenues at 10% as opposed to utilizing the fair market value. Also, probable reserves are excluded.

Joint Ventures. The Company's Industrial & Offshore Division carries out part of its business through three corporations and one teaming arrangement. The Company's audited consolidated financial statements include the Company's proportionate share of each of these entity's assets, liabilities, revenues and expenses. At September 30, 2004 MMO holds a 50% equity interest in Magna and a 20.83% equity interest in NSA. M&M holds a 50% equity interest in NECL and M&M holds a combined 49% partnership interest in Liannu which in turn holds a 50% interest in the Mista-Shipu teaming arrangement.

In comparison under US GAAP, the Company would instead use the equity method of accounting for joint ventures rather than the proportionate consolidation method of accounting. Under the US GAAP method the Company would present its net investment in the joint venture on the consolidated balance sheet and present its net share of equity income on the consolidated statement of loss and deficit.

Capital Assets. Capital assets consist primarily of fabrication buildings, office equipment, and manufacturing equipment. These assets are recorded at cost less accumulated amortization and, if applicable, written down for impairment.

Capital assets are amortized on the declining balance basis over their estimated useful lives at the following rates:

| | |
|-------------------------|-----|
| Buildings | 3% |
| Manufacturing equipment | 20% |
| Tools and equipment | 20% |
| Office equipment | 20% |
| Vehicles | 30% |
| Paving | 7% |

Equipment under capital lease 20%

Future Income Tax Assets and Liabilities. The Company uses the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on differences between the financial statement carrying amounts and their respective income tax bases (temporary differences). Management regularly reviews its tax assets for recoverability and establishes a valuation allowance based on (i) historical taxable income; (ii) projected future taxable income; and (iii) the accounting treatment reflected in Note 11 of the Company's Audited Consolidated Financial Statements. As of June 30, 2004 the Company had \$9.0 million of non-capital losses, Cumulative Canadian oil and gas property expenses of \$6.8 million and capital losses of \$10.2 million.

Stock based compensation. The Company has established a stock option plan (the "Plan") for directors, officers, employees, consultants and service providers. The Company does not record compensation expense for stock options granted to directors, officers and employees. However, additional disclosure of the effects of accounting for stock based compensation to directors, officers and employees as compensation expense, using the fair value method estimated using the Black-Scholes Option Pricing Model and is customarily disclosed as pro-forma information in the Notes to the financial statements. Any consideration paid by directors, officers and employees on exercise of stock options or purchase of stock is credited to share capital. Stock options issued to non-employees are recorded at their fair value at date of issuance.

Critical Accounting Estimates

Oakwell Claim. On October 16, 2003 the High Court of the Republic of Singapore ordered the Company to pay Oakwell US \$5,657,000 (approximately CDN \$7,149,899) plus costs (the "Judgment") (Singapore Suit No. 997 of 2002/V). The Company appealed the Judgment to the Court of Appeal of the Republic of Singapore (Singapore Civil Appeal No. 129 of 2003/Y). That Court dismissed the appeal on April 27, 2004 and is the final Court of Appeal for Singapore.

On June 21, 2004, Oakwell filed an Application with the Superior Court of Justice for the Province of Ontario seeking to enforce the Judgment in Ontario (Ontario Court File No.04-CV-271121 CM3). The hearing of that Application has been scheduled to commence December 6, 2004.

The Company is of the view that the Judgment was improperly granted against it and that valid defenses exist to prevent the enforcement of the Judgment in Ontario. The Company has provided a substantive response to the application and has brought its own application against Oakwell for a declaration that the Judgment is unenforceable in the Province of Ontario.

If the Judgment is enforced in Ontario, the Company's financial condition would be materially and adversely affected.

A provision of CDN \$7,574,588 has been made to the unaudited consolidated financial statements for the three month period ending September 30, 2004 in relation to the Judgment.

HB Capital contingent liability. A statement of claim has been filed in the Supreme Court of Newfoundland and Labrador, Trial Division, Suit # 1998 St. J. No. 3233 against the Company by a former financial adviser alleging breach of contract. The plaintiff has claimed for special damages in the amount of approximately \$230,000 (US \$184,197) and a success fee equal to 1% of the gross debt/equity financing of the Andhra Pradesh project less up to 20% of any corporate contributions to the project by the Company or its affiliates. Management believes that the claim is without merit and has filed a counter claim. No correspondence or activity has occurred since 2000 and management believes that the plaintiff has abandoned the litigation. No provision has been made in the Company's audited Consolidated Financial Statements for this claim.

The Company estimates the range of liability related to pending litigation where the amount and range of loss can be estimated. Where there is a range of loss, the Company records the minimum estimated liability related to those claims. As additional information becomes available, we assess the potential liability related to our pending litigation and revise our estimates accordingly. Revisions of our estimates of the potential liability could materially impact our results of future operations. If the final outcome of such litigation and contingencies differ adversely from those currently expected, it would result in a charge to earnings when determined.

Valuation of the Company's Investment in KEOPL. As of September 30, 2004, the Company owns 11,848,200 common shares (2003 - 11,348,200) of Rs. 10 each, of KEOPL (the "KEOPL Shares"), a company incorporated in India, which is developing a power project in Andhra Pradesh, India.

Pursuant to an Arbitration Agreement and Award between the Company and VBC, an Indian corporation, the parent company of KEOPL and an Arbitration Award passed and dated October 11, 2003 by Hon'ble Arbitral Tribunal, India (the "Award") (i) VBC transferred an additional 500,000 equity shares in KEOPL to the Company (valued at approximately CDN \$138,000 as at September 30, 2004), and (ii) VBC is required to buy the 11,348,200 KEOPL Shares for INR 113,482,000 (approximately CDN \$3.1 million as at September 30, 2004) on or before the earlier of (a) 60 days after the first disbursement of funds on financial closure of the KEOPL Project, and (b) March 31, 2004. VBC is liable to pay the Company interest at 12% per annum on the value of the unredeemed shares from the earlier of (a) and (b) above. The Company may, upon written notice to VBC, require that VBC purchase, and VBC is required to buy, the additional 500,000 equity shares of KEOPL at a par value of INR 5 million on or before the same dates. VBC is liable to pay the Company interest at 12% per annum on the value of the unredeemed shares from March 31, 2004 to the date of actual payment thereof.

On February 28, 2004 the Company provided written notice to effect the purchase by VBC of the 11,348,200 KEOPL Shares held by the Company. VBC raised a dispute regarding the purchase of the KEOPL Shares and the Company commenced legal proceedings against VBC in the Hon'ble Chief Judge City Civil Court, Hyderabad, India (Execution Petition No. 46/2004) to enforce the Award and the purchase and sale of 11,348,200 KEOPL Shares to VBC. The Company estimates that the carrying amounts of the investment in KEOPL will be fully recovered.

On September 20, 2004, the Company received an interest payment from VBC net of India tax for the period March 31, 2004 to June 30, 2004 in the amount of CDN \$84,182 (US \$62,800). During the three month period ending September 30, 2004 the company incurred a foreign exchange loss of \$0.1 million on the KEOPL investment.

The investment in KEOPL is recorded at expected net recoverable amount of CDN \$3.3 million at September 30, 2004. Management of the Company assessed the amount recoverable based on (i) the par value of the shares, (ii) an assessment of VBC's ability to pay, (iii) the provisions of the Arbitration Award, and (iv) the likelihood and timing of payment. The actual recoverable amount is dependent upon future events, foreign exchange fluctuations and subject to certain sovereign risks such as political instability and economic conditions, and could differ materially from the amount estimated by management.

Newly Adopted Accounting Policies

Oil and gas accounting: During 2004, the Company adopted the recommendations of the new CICA Handbook guideline AcG-16. The primary difference related to this new accounting standard relates to the application of the ceiling test. Under the new standard the capitalized costs less accumulated depletion and amortization are restricted to the fair value of proved and probable reserves as opposed to the undiscounted value of proved reserves less general and administrative expenses, tax and financing costs. As a result of applying the new standards, management determined that a transitional impairment loss of \$1,945,786 be recorded as at July 1, 2003.

In comparison, in applying the full cost method under US GAAP, the Company performs a ceiling test based on the same calculations used for Canadian GAAP except the Company is required to discount future net revenues at 10% as

opposed to utilizing the fair market value. Also, probable reserves are excluded.

Asset Retirement Obligations. In fiscal 2003, the Company adopted the recommendations of the new CICA Handbook Section 3110, "Asset Retirement Obligations" on a retroactive basis. As a result of applying the new standards, management determined that the changes to the asset retirement obligation in the amount of \$100,960 for the prior year were necessary for site restoration costs related to its oil and gas properties. Accounting for future site restoration costs involves estimating the timing and amount of abandonment costs on a well-by-well basis, then discounting these values to the present utilizing a discounted cash flow technique. The oil and gas properties were adjusted for the noted \$100,960, and the effect on the opening deficit in 2002 was considered to be immaterial by management.

In comparison, under US GAAP, the cumulative effect of the change in accounting principle would be shown and no retroactive adjustment would be made to the comparative figures. On this basis, the cumulative effect of the change in accounting principle was considered to be immaterial.

Transactions with Related Parties

Effective June 30, 2004, a company controlled by a Director of the Company was awarded \$42,000 as compensation for services rendered during the year on behalf of the Company (2003 - CDN \$90,000). The services rendered relate to the Company's litigations.

During fiscal 2004 the Company entered into a three month consulting agreement with another director whereby the Company director was remunerated US \$45,000 for services rendered to the Company. The services rendered relate to the Company's litigations.

During fiscal 2004 the Company repaid \$402,419 to a shareholder and a director of the Company.

Included in accounts receivable at September 30, 2004 are advances due from an officer of the Company's subsidiary in the amount of \$4,623 (2003 - \$10,588).

These transactions are in the normal course of business of the Company and measured at the exchange amount.

Other Information

The Company's public filings can be accessed and viewed through the Company's website, www.enernorth.com under the heading "Investor Relations", and by clicking on "Corporate Filings". A link to the Company's Canadian Securities Commissions filings, including the Company's Annual Form 20F filed as its Annual Information Form, can be viewed via the System for Electronic Data Analysis and Retrieval (SEDAR) at www.sedar.com and the Company's United States Securities and Exchange Commission filings can be viewed through the Electronic Data Gathering Analysis and Retrieval System (EDGAR) at www.sec.gov.

Share Capital

(a) Authorized and Issued:

Authorized:

Unlimited number of Common Shares, without par value
Unlimited number of Class A Preference Shares, Series I
Unlimited number of Class A Preference Shares, Series II

Issued

Common shares

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| | # | Consideration |
|--|-----------|---------------|
| Balance, as at September 30, 2004 and June 30, 2004 | 4,059,009 | \$43,339,132 |

(b) Common share purchase warrants outstanding consist of the following:

| Exercise Price | Expiry Date | |
|---------------------------|------------------------|---------|
| US\$ 1.80 | December 31, 2004 | 533,332 |
| | | 533,332 |