

ENTERRA ENERGY CORP  
Form 10QSB  
May 15, 2003

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-QSB

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2003

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF  
1934

Commission file number 000-32115

**ENTERRA ENERGY CORP.**

(Exact name of registrant as specified in its charter)

Alberta, Canada

n/a

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer Identification No.)

Suite 2600, 500 4th Avenue S.W.

Calgary, Alberta, Canada

T2P 2V6

(Address of principal executive offices)

(Zip Code)

403-263-0262

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

There were 9,183,325 shares outstanding of the registrant's Common Stock without par value as of March 31, 2003.

ENTERRA ENERGY CORP.

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**ENTERRA ENERGY CORP.****Consolidated Balance Sheets***(Expressed in Canadian dollars)*

	March 31	December 31
	2003	2002
	(Unaudited)	
<b>Assets</b>		
Current assets		
Cash	\$1,008	\$108,017
Accounts receivable	19,908,660	7,314,050
Prepaid expenses and deposits	435,484	656,685
	20,345,152	8,078,752
Capital assets	81,253,808	94,354,313
Deferred financing charges (note 5)	118,941	284,040
	\$101,717,901	\$102,717,105
<b>Liabilities</b>		
Current liabilities		
Accounts payable and accrued liabilities	\$12,341,858	\$20,661,005
Income taxes payable	179,571	155,424
Bank indebtedness (note 2)	24,742,500	24,436,640
Current portion of long-term debt	805,738	808,917

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	38,069,667	46,061,986
Provision for future abandonment and site restoration costs	1,050,457	934,857
Future income tax liability	15,046,101	12,070,101
Long term debt	3,917,220	4,112,681
Deferred gain	157,646	237,463
Series 1 preferred shares (note 1)	599,364	636,690
	58,840,455	64,053,778
<b>Shareholders Equity</b>		
Share capital (note 4)	29,693,075	29,665,075
Contributed surplus (note 4)	65,029	65,029
Retained earnings	13,119,342	8,933,223
	42,877,446	38,663,327
<b>Hedging Contracts (note 7)</b>		
	\$101,717,901	\$102,717,105

Approved on behalf of the Board :

Reg Greenslade

Walter Dawson

Director

Director

*See accompanying notes to consolidated financial statements*

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**ENTERRA ENERGY CORP.**

**Consolidated Statements of Earnings and Retained Earnings**

**Three Months Ended March 31**

*(Expressed in Canadian dollars)*

*(Unaudited)*

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	Three Months March 31 2003	Three Months March 31 2002
<b>Revenue</b>		
Oil and gas	\$22,002,371	\$5,598,020
<b>Expenses</b>		
Royalties, net of ARTC	4,934,892	809,259
Production	3,009,329	1,717,731
General and administrative	722,575	246,460
Amortization of deferred financing charges	239,735	
Interest on long-term debt	493,721	208,123
Depletion, depreciation and site restoration	5,410,000	2,290,000
	14,810,252	5,271,573
<b>Earnings before the following</b>	7,192,119	326,447
Gain on redemption of preferred shares		2,905,290
<b>Earnings before income taxes</b>	7,192,119	3,231,737
Income taxes :		
Current	30,000	33,000
Future	2,976,000	49,000
	3,006,000	82,000
<b>Net earnings</b>	4,186,119	3,149,737
<b>Retained earnings, beginning of period</b>	8,933,223	3,955,822
<b>Retained earnings, end of period</b>	\$13,119,342	\$7,105,559

**Earnings per share :**

Basic	\$ 0.46	\$0.34
Diluted	\$ 0.42	\$0.34

*See accompanying notes to consolidated financial statements*

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**ENTERRA ENERGY CORP.**

**Consolidated Statements of Cash Flows**

**Three Months Ended March 31**

*(Expressed in Canadian dollars)*

*(Unaudited)*

	Three Months March 31 2003	Three Months March 31 2002
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**Cash provided by (used in) :**

**Operations**

Net earnings	\$4,186,119	\$3,149,737
Add non-cash items :		
Depletion, depreciation and site restoration	5,410,000	2,290,000
Future income taxes	2,976,000	49,000
Amortization of deferred financing charges	239,735	-
Amortization of deferred gain	(79,817)	(147,924)
Gain on redemption of preferred shares	-	(2,905,290)
Funds from operations	12,732,037	2,435,523
Net change in non-cash working capital items :		
Accounts receivable	(12,594,610)	(805,349)

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Prepaid expenses and deposits	221,201	(84,519)
Accounts payable and accrued liabilities	(8,319,147)	(167,457)
Income taxes payable	24,147	(41,710)
	(7,936,372)	1,336,488
<b>Financing</b>		
Bank indebtedness	305,860	2,734,646
Long-term debt	(198,640)	
Deferred financing charges	(74,636)	(239,000)
Issue of common shares, net of issue costs	28,000	-
Redemption of preferred shares	(37,326)	(1,750,000)
	23,258	745,646
<b>Investing</b>		
Capital assets	(7,178,059)	(2,798,688)
Proceeds on disposal of capital assets	14,986,564	731,656
Future abandonment and site restoration costs	(2,400)	(8,500)
	7,806,105	(2,075,532)
Increase (decrease) in cash	(107,009)	6,602
Cash, beginning of period	108,017	43,364
<b>Cash, end of period</b>	<b>\$1,008</b>	<b>\$49,966</b>

During the three months ended March 31, 2003 the Company paid \$391,269 (2002 -\$208,123) of interest on bank debt. There were no income taxes paid in the three months ended March 31, 2003 and 2002.

*See accompanying notes to consolidated financial statements*

**Enterra energy corp.**

## Notes to Consolidated Financial Statements

For the Three Months ended March 31, 2003 and 2002

(Unaudited)

The interim consolidated financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles. The interim consolidated financial statements have been prepared following the same accounting policies and methods used in preparing the consolidated financial statements for the fiscal year ended December 31, 2002, and should be read in conjunction with those statements. The other disclosures below are incremental to those reflected in the annual statements.

1.

**Series 1 preferred shares**

As at March 31, 2003 there were 705,135 (2002 1,294,466) Series 1 preferred shares outstanding. These shares are non-voting. They are transferable. Holders of these shares are not entitled to receive any dividends until the first anniversary of the date of issue. These shares are redeemable at any time by the Company for \$0.85 per share. Holders of these shares may require the Company to redeem all or any of these shares, at \$0.85 per share, at any time following the first anniversary of the date of issue (August 16, 2001). There is no market for these shares and none is expected to develop. A dividend of \$11,980 was paid on the preferred shares in the quarter ended March 31, 2003. This amount is included in interest expense as the preferred shares are classified as debt as they are redeemable at the option of the holder.

## 2. Bank indebtedness

Bank indebtedness represents the outstanding balance under a line of credit of \$26,700,000 with the Alberta Treasury Branches. Drawings bear interest at 0.25% above the bank's prime lending rate. Security is provided by a first charge over all of the Company's assets. The balance is repayable on demand. While the loan is due on demand, the Company is not subject to scheduled repayments.

## 3. Long-Term Debt

Assets secured with long-term debt are tangible oil and gas equipment with a cost of \$5,217,500. These assets are subject to depletion.

Description	Principal Outstanding	Less Current Portion	Net	Net
			March 31, 2003	December 31, 2002



Capital lease bearing interest at 8.605%, repayable monthly at \$88,802 plus applicable taxes. The lease term is for 60 months, due October 1, 2007, with a purchase option of \$1,000,000.

\$ 4,581,155	\$ 695,602	\$ 3,885,553	\$ 4,069,139
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Capital lease bearing interest at 12.15%, repayable monthly at \$4,448 plus applicable taxes. The lease term is 24 months due December 19, 2004 with a purchase option of \$100.

79,167	47,500	31,667	43,542
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Note payable bearing interest at 8%, repayable monthly at \$7,190. The lease term is 15 months due December 20, 2003.

62,636	62,636	-	-
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\$ 4,722,958	\$ 805,738	\$ 3,917,220	\$ 4,112,681
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#### 4. Share Capital

(a) Issued:

	<b>Number of common shares</b>	<b>Amount</b>
Balance, December 31, 2002	9,176,325	\$ 29,665,075
Issued on exercise of options	7,000	28,000
Balance, March 31, 2003	9,183,325	\$ 29,693,075

(b) Options:

<b>Number of Options</b>	<b>Weighted-average exercise price</b>
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Outstanding at December 31, 2002	871,703	\$4.35
Options granted	4,000	\$10.40
Options exercised	(7,000)	(\$4.00)
Options cancelled	-	
Outstanding at March 31, 2003	868,703	\$4.38

(c) Warrants:

On March 28, 2002 the Company agreed to issue 300,000 share purchase warrants to an arm's length U.S.-based consulting firm in connection with a potential debt financing in the United States. The warrants are to have a two-year term and are subject to different pricing (100,000 warrants at US\$2.60, 100,000 at US\$3.30 and 100,000 at US\$4.00). The US\$2.60 warrants have vested since the execution in May 2002 of a non-binding letter of intent relating to the proposed financing. The US\$3.30 and US\$4.00 warrants are to vest only on the successful closing and funding of the proposed financing. A value of \$125,000 was assigned to the 100,000 warrants at US\$2.60. This value was determined using the Black Scholes Option Pricing model using an interest rate of 5% and a volatility factor of 50%. The \$125,000 was credited to the Company's contributed surplus account at December 31, 2002.

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(d) Pro forma net income – fair value based method of accounting for stock options:

The following shows pro forma net income and earnings per common share had we applied the fair-value based method of accounting to stock options issued in the three months ended March 31, 2003 and 2002:

	<b>2003</b>	<b>2002</b>
<b>Net earnings ( in 000 \$ )</b>		
As reported	\$ 4,186	\$ 3,150
Less fair value of stock options to employees	(71)	(41)
Pro Forma	\$ 4,115	\$ 3,109
 <b>Earnings Per Common Share (\$/share)</b>		
Basic as Reported	\$ 0.46	\$ 0.34
Pro Forma	\$ 0.45	\$ 0.34

Diluted as Reported	\$ 0.42	\$ 0.34
Pro Forma	\$ 0.42	\$ 0.34

#### 5. Deferred Financing Charges

Deferred financing charges include costs related to the capital lease, due October 1, 2007. These costs are being amortized over the life of the lease. The amount amortized in the three months ended March 31, 2003 was \$7,000 (2002 - NIL).

#### 6. Reconciliation of Earnings per Share Calculations :

##### Three Months Ended March 31, 2003

	Net Earnings	Weighted Average Shares Outstanding	Per Share
Basic	\$4,186,119	9,182,314	\$0.46
Options and warrants assumed exercised		1,067,459	
Shares assumed purchased		(398,277)	
Diluted	\$4,186,119	9,851,495	\$0.42

#### 7. Hedging Contracts :

In February of 2003 the Company entered into several contracts to deliver 2,000 barrels of oil per day for the period April 1, 2003 and December 31, 2003. The prices and volumes are as follows:

Volumes (in barrels per day)	Price (in US dollars)
1,000	US\$29.60
250	US\$29.71
250	US\$29.50
500	US\$29.80

## SUMMARY CONSOLIDATED FINANCIAL DATA

The following table presents a summary of our consolidated statement of operations derived from our financial statements for the three months ended March 31, 2003 and 2002. The monetary amounts in the table are based on Canadian GAAP. All data presented below should be read in conjunction with the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our financial statements and accompanying notes included elsewhere in this Form 10-QSB.

Consolidated statements of operations data:

*(In thousand \$, except per share data)*

	Three	
	Months Ended	
	March 31	
	2003	2002
	(Unaudited)	(Unaudited)
	C\$	C\$
Revenue	\$ 22,002	\$ 5,598
Royalties, net of ARTC	4,935	809
Production expenses	3,009	1,718
General and administrative expenses	722	246
Interest on long-term debt	494	208
Amortization of deferred financing charges	240	-
Depreciation, depletion and site restoration	5,410	2,290
	14,810	5,271
Earnings from operations	\$ 7,192	\$ 326
Net earnings for the period ***	\$ 4,186	\$ 3,150
Basic earnings per share	\$ 0.46	\$ 0.34

\*\*\* includes a gain on redemption of preferred shares of \$2.9 million in the three months ended March 31, 2002.

The following table indicates a summary of our consolidated balance sheets as of March 31, 2003 and December 31, 2002. The monetary amounts in the table are based on Canadian GAAP.

Consolidated balance sheet data:

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(In thousand \$)

	March 31	December 31
	2003	2002
	(Unaudited)	
	C\$	C\$
Cash	\$ 1	\$ 108
Accounts receivable and prepaids	20,344	7,971
Capital assets	81,254	94,354
Total assets	101,718	102,717
Total shareholders' equity	42,877	38,663

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#### Exchange Rate Information

We publish our consolidated financial statements in Canadian dollars. In this annual report, except where otherwise indicated, all dollar amounts are stated in Canadian dollars. References to "\$" or "C\$" are to Canadian dollars and references to "US\$" are to U.S. dollars. The following table sets forth for each period indicated the period end exchange rates for conversion of U.S. dollars to Canadian dollars, the average exchange rates on the last day of each month during such period and the high and low exchange rates during such period. These rates are based on the noon buying rate in New York City, expressed in U.S. dollars, for cable transfers in Canadian dollars as certified for customs purposes by the Federal Reserve Bank of New York. The exchange rates are presented as Canadian dollars per \$1.00.

	March 31	March 31	December 31
	2003	2002	2002
End of period	0.67970	0.62710	0.63416
Average for the three months ended	0.66211	0.62738	N/A
High during the three months ended	0.68570	0.63550	N/A
Low during the three months ended	0.63270	0.61750	N/A

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion of our results of operations and financial condition should be read in conjunction with the financial statements, other financial information included in this quarterly report and with management's discussion and analysis contained in the 2002 Annual Report and Form 10-KSB. The statements that relate to matters that are not historical facts are "forward-looking statements". Words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "project", "will", "should", "could", "may", "predict" and similar expressions are intended to identify forward-looking statements. Future events and actual results may differ materially from the results set forth in or implied in the forward-looking statements. Factors that might cause such a difference such as those discussed under "Risk factors" and elsewhere, include:

- ◆ fluctuations in worldwide prices of oil and natural gas and demand for oil and natural gas;
- ◆ fluctuations in levels of oil and gas exploration and development activities;
- ◆ the existence of competitors, technological changes and developments in the industry;
- ◆ the existence of operating risks and hazards inherent in the industry, such as blowouts, oil spills, fires, adverse weather, natural disasters, injury to third parties, oil spills and other environmental damages;
- ◆ the existence of regulatory uncertainties;
- ◆ possible insufficient liquidity to meet the Company's expansion plans; and
- ◆ general economic conditions.

The following discussion is to inform you about our financial conditions, liquidity and capital resources as of March 31, 2003 and December 31, 2002 and the results of operations for the three ended March 31, 2003 and 2002. The information is expressed in Canadian dollars

Three Months Ended March 31, 2003 Compared to Three Months Ended March 31, 2002

Financial Condition, Liquidity and Capital Resources

At March 31, 2003 Enterra's working capital was a deficit of \$17.7 million (December 31, 2002 - \$38.0 million). Included as part of current liabilities at March 31, 2003 is bank debt of \$24.7 million (December 31, 2002 - \$24.4 million). The classification of our bank debt as a current liability is the result of Canadian accounting rules which came into effect January 1, 2002. These rules specify that all borrowings where, among other things, the lender has a right to demand repayment within 12 months (which is the case with our revolving production facility) are to be classified as current liabilities. We are not subject to principal repayments under our banking arrangement. Other than in the event of a default or a breach of covenants, the Company does not expect any principal payments in 2003.

Cash flow from operations for the three months ended March 31, 2003 was \$12.7 million (2002 - \$2.4 million) for a 423% increase. The 2003 cash flow was higher because of higher production ( 5,178 boe/day in 2003 compared to 2,422 boe/day in 2002), higher prices (up 84% on average) and lower operating costs (both as a percentage of revenue and on a per boe basis).

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#### Financing Activities

Enterra's ability to maintain and grow its operating income and cash flow is dependent upon continued capital spending to replace depleting assets. Enterra believes its future cash flow from operations, borrowing capacity and future equity issues should be sufficient to fund capital expenditures and to service debt. However, our ability to raise additional funds at all, or to do so on acceptable terms, depends largely on factors beyond our control, such as world prices for oil and gas, prevailing interest rates and general economic conditions.

Enterra's bank debt at March 31, 2003 was \$24.7 million (December 31, 2002 - \$24.4 million). Our bank debt is used to acquire capital assets and support ongoing operations. At March 31, 2003 Enterra's bank facility consisted of a line of credit of \$26.7 million (December 31, 2002 - \$26.7 million) of which \$24.7 million was drawn (December 31, 2002 - \$24.4 million). Interest on amounts drawn is based on the bank's prime rate plus 0.25%.

Security is provided by a first charge over all of the Company's assets. While the loan is repayable on demand, Enterra is not subject to scheduled repayments. The lender has advised the Company that, subject to annual review of the borrowing base and the Company continuing to comply with the terms of the loan agreement, no payments will be required in 2003.

At March 31, 2003 the Company had 9,183,325 common shares outstanding (December 31, 2002 - 9,176,325).

During the quarter the Company sold several non-core properties for net proceeds of \$15 million, which were used to reduce our bank debt and to reduce our working capital deficit. Approximately \$9.5 million of these proceeds were included in accounts receivable at March 31, 2003. They were collected during the first week of April 2003.

The Company has approximately \$39 million in tax pools available at March 31, 2003 (December 31, 2002 - \$63 million).

The bank debt to equity ratio at March 31, 2003 was 0.58 to 1 (December 31, 2002 - 0.63 to 1).

#### Investing Activities

The timing of most of Enterra's capital expenditures is discretionary. Enterra has no material long-term commitments associated with its capital expenditure plans or operating agreements. Consequently, the Company has a significant degree of flexibility to adjust the level of such expenditures as circumstances warrant. The level of capital expenditures will vary in future periods depending on the success we experience on planned drilling activities, oil and gas price conditions and other related economic factors.

Capital expenditures for the three months ended March 31, 2003 were \$7.2 million (March 31, 2002 - \$2.8 million).

The Company drilled 13 (11.0 net) wells in the quarter, resulting in 9 (9.0 net) oil wells and 2 (1.0 net) gas wells, for a success rate of 91% on a net basis.

Proceeds on disposal of oil and gas properties were \$15 million during the quarter. These proceeds were applied to reduce bank debt and improve working capital. As mentioned above, approximately \$9.5 million of the proceeds were included in accounts receivable at March 31, 2003 and subsequently collected in the days following.

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## Results of Operations

Gross revenue for the three months ended March 31, 2003 was \$22 million (2002 - \$5.6 million) for a 293% increase. Production volumes for the three months ended March 31, 2003 were 5,178 boe/day (2002 - 2,422 boe/day) for a 114% increase.

Average oil prices received by Enterra were \$48.40 per barrel in the three months ended March 31, 2003 (2002 - \$27.57) for an increase of 76%. The Company received an average of \$7.27 per mcf for its natural gas production during the three months ended March 31, 2003 (2002 - \$3.59) for an increase of 103%. As a result, Enterra's revenue per boe increased by \$21.53 per boe (or 84%) to \$47.21 per boe in the first quarter of 2003 (2002 - \$25.68).

Royalties for the three months ended March 31, 2003 were \$4.9 million (2002 - \$0.8 million). As a percentage of oil and gas revenues, royalties were 22% for the three months ended March 31, 2003 (2002 - 14%). This large increase is due to the increased production and the higher commodity prices in effect during the quarter.

Operating expenses for the three months ended March 31, 2003 were \$3.0 million (2002 - \$1.7 million). On a barrel of oil equivalent basis operating costs for the three months ended March 31, 2003 were \$6.46 (2002 - \$7.88) for an 18% decrease. The reduction in operating costs will continue over the next quarters as the Company focuses its drilling on a few selected areas, which makes it easier to manage and control costs.

General and administrative expenses for the three months ended March 31, 2003 were \$0.7 million (2002 - \$0.2 million). On a barrel of oil equivalent basis administrative costs were \$1.55 for the three months ended March 31, 2003 (2002 - \$1.13) for a 37% increase. The 2003 increase is due mainly to higher payroll costs and additional legal fees incurred in the quarter. As our production increases over time it is expected that the general and administrative expenses will fall back to a level between \$1.00 and \$1.50 per boe.

Interest expense for the three months ended March 31, 2003 was \$0.49 million (2002 - \$0.2 million). The increase in interest expense is due to higher debt levels in 2003, including bank debt, capital lease and vendor financing arrangements. Included in interest expense in the three months ended March 31, 2002 is \$11,980 (2002 - NIL) of dividends paid to the preferred shareholders.

Depletion and depreciation for the three months ended March 31, 2003 was \$5.4 million (2002 - \$2.3 million). The increase reflects the higher cost base in our capital assets in 2003. The Company also amortized \$0.2 million in deferred financing charges during the quarter (2002 - NIL).

Current and future income tax expense for the three months ended March 31, 2003 were \$30,000 and \$3.0 million respectively (2002 - \$33,000 and \$49,000). The 2002 income tax expense was low because the 2002 earnings of \$3.1 million included a non-taxable gain on redemption of preferred shares of \$2.9 million. This gain was excluded from the 2002 tax calculation as it is not subject to income tax. The future income tax expenses are calculated based on the timing difference of deductions for accounting and tax purposes on petroleum and gas assets.

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The Company's earnings were \$4.2 million for the three months ended March 31, 2003 (2002 - \$3.1 million) for an increase of 33%. The 2002 earnings include a \$2.9 million gain on redemption of preferred shares. Enterra redeemed 6,123,870 of its Series 1 preferred shares with a face redemption price of \$5,205,290 for \$2.3 million, resulting in a gain of \$2.9 million. Without this gain, earnings for the three months ended March 31, 2002 would have been \$244,447.

Earnings per share for the three months ended March 31, 2003 were \$0.46 (2002 - \$0.34). The weighted average number of shares outstanding for the three months ended March 31, 2003 was 9,182,314 (2002 - 9,150,622). Without the gain on redemption of preferred shares, the earnings per share for the three months ended March 31, 2002 would have been \$0.03.

The Company had 9,183,325 common shares outstanding at March 31, 2003 (December 31, 2002 - 9,176,325)

Stock based compensation

Effective January 1, 2002 the Company prospectively adopted the new recommendations of the CICA with respect to the accounting for stock-based compensation and other stock-based payments. In accordance with the new standard, the Company elected to continue its policy that no compensation is recorded on the grant of employee stock options and consideration paid on the exercise of such options is recorded as share capital. In addition, the new standard requires a fair value based method of accounting for other stock-based payments. Had compensation expense for the Company's stock-based compensation plan been determined based on the fair value at the grant dates for awards under the plan after January 1, 2002, the Company's net income and earnings per share would not have been materially different than those reported.

Share Capital

	<b>Number of common shares</b>	<b>Amount</b>
Balance, December 31, 2002	9,176,325	\$ 29,665,075
Issued on exercise of options	7,000	28,000
Balance, March 31, 2003	9,183,325	\$ 29,693,075

	<b>Number of Options</b>	<b>Weighted-average exercise price</b>
Outstanding at December 31, 2002	871,703	\$4.35
Options granted	4,000	\$10.40
Options exercised	(7,000)	(\$4.00)
Options cancelled	-	-

Outstanding at March 31, 2003	868,703	\$4.38
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On March 28, 2002 the Company agreed to issue 300,000 share purchase warrants to an arm's length U.S.-based consulting firm in connection with a potential debt financing in the United States. The warrants are to have a two-year term and are subject to different pricing (100,000 warrants at US\$2.60, 100,000 at US\$3.30 and 100,000 at US\$4.00). The US\$2.60 warrants are to vest upon the execution of a non-binding letter of intent relating to the proposed financing. The US\$3.30 and US\$4.00 warrants are to vest only on the successful closing and funding of the proposed financing. A value of \$125,000 was assigned to the 100,000 warrants at US\$2.60. This value was determined using the Black Scholes Option Pricing model using an interest rate of 5% and a volatility factor of 50%. The \$125,000 was credited to the Company's contributed surplus account in 2002.

### Hedging Contracts

During the first quarter of 2003 the Company entered into several contracts to deliver 2,000 barrels of oil per day for the period April 1, 2003 and December 31, 2003. The prices and volumes are as follows:

Volumes (in barrels per day)	Price (in US dollars)
1,000	US\$29.60
250	US\$29.71
250	US\$29.50
500	US\$29.80

### New Accounting Pronouncements

In February 2003, the Canadian Institute of Chartered Accountants (CICA) issued Accounting Guideline 14, "Disclosure of Guarantees" (AcG-14). AcG-14 elaborates on the disclosures required with respect to any obligations as a result of issuing guarantees. The disclosure requirements are effective for interim and annual periods beginning on or after January 1, 2003. FASB Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness to Others", is the US equivalent of AcG-14. Enterra did not have any guarantees outstanding at December 31, 2002 or March 31, 2003.

### Factors That May Affect Future Results

This report may contain forward-looking statements and other prospective information relating to future events. These forward-looking statements and other information are subject to certain risks and uncertainties that could cause results to differ materially from historical or anticipated results, including the following:

We have a working capital deficiency at March 31, 2003; our Credit facilities can be called at any time.

At March 31, 2003, we had a working capital deficiency of \$17.7 million, which means our current liabilities exceeded our current assets by that amount. Our credit facilities are all on a demand basis and, although we are not subject to principal repayments under our current banking arrangement, they could be called for repayment at any time. Other than in the event of a default or a breach of covenants, the Company does not expect any principal payments in 2003.

Our assets are highly leveraged.

We have incurred a high amount of debt relative to our assets. A decrease in the amount of our production or the price we receive for it could make it difficult for us to service our loan or may cause the bank that issued our loan to determine that our assets are insufficient security for our bank debt.

Our operations are subject to numerous risks of crude oil and natural gas drilling and production activities.

Crude oil and natural gas drilling and production activities are subject to numerous risks, many of which are beyond our control. These risks include the following:

- ◆ that no commercially productive crude oil or natural gas reservoirs will be found;
- ◆ that crude oil and natural gas drilling and production activities may be shortened, delayed or canceled; and
- ◆ that our ability to develop, produce and market our reserves may be limited by:
  - title problems,
  - weather conditions,
  - compliance with governmental requirements, and
  - mechanical difficulties or shortages or delays in the delivery of drilling rigs and other equipment.

In the past, we have had difficulty securing drilling equipment in certain of our core areas. We cannot assure you that the new wells we drill will be productive or that we will recover all or any portion of our investment. Drilling for crude oil and natural gas may be unprofitable. Dry wells and wells that are productive but do not produce sufficient net revenues after drilling, operating and other costs are unprofitable. In addition, our properties may be susceptible to hydrocarbon draining from production by other operations on adjacent properties.

Our industry also experiences numerous operating risks. These operating risks include the risk of fire, explosions, blow-outs, pipe failure, abnormally pressured formations and environmental hazards. Environmental hazards include oil spills, gas leaks, ruptures or discharges of toxic gases. If any of these industry operating risks occur, we could have substantial losses. Substantial losses also may result from injury or loss of life, severe damage to or destruction of property, clean-up responsibilities, regulatory investigation and penalties and suspension of operations. In accordance with industry practice, we maintain insurance against some, but not all, of the risks described above. We cannot assure you that our insurance will be adequate to cover losses or liabilities. Also, we cannot predict the continued availability of insurance at premium levels that justify its purchase.

We operate in a highly competitive industry which may adversely affect our operations.

We operate in a highly competitive environment. Competition is particularly intense with respect to the acquisition of desirable undeveloped crude oil and natural gas properties. The principal competitive factors in the acquisition of such undeveloped crude oil and natural gas properties include the staff and data necessary to identify, investigate and purchase such properties, and the financial resources necessary to acquire and develop such properties. We compete with major and independent crude oil and natural gas companies for properties and the equipment and labor required to develop and operate such properties. Many of these competitors have financial and other resources substantially greater than ours.

The principal resources necessary for the exploration and production of crude oil and natural gas are leasehold prospects under which crude oil and natural gas reserves may be discovered, drilling rigs and related equipment to explore for such reserves and knowledgeable personnel to conduct all phases of crude oil and natural gas operations. We must compete for such resources with both major crude oil and natural gas companies and independent operators. Although we believe our current operating and financial resources are adequate to preclude any significant disruption of our operations in the immediate future we cannot assure you that such materials and resources will be available to us.

Our ability to replace production with new reserves is highly dependent on acquisitions or successful development and exploration activities.

The rate of production from crude oil and natural gas properties declines as reserves are depleted. Our proved reserves will decline as reserves are produced unless we acquire additional properties containing proved reserves, conduct successful exploration and development activities or, through engineering studies, identify additional behind-pipe zones or secondary recovery reserves. Our future crude oil and natural gas production is therefore highly dependent upon our level of success in acquiring or finding additional reserves. We cannot assure you that our exploration and development activities will result in increases in reserves. Our operations may be curtailed, delayed or cancelled if we lack necessary capital and by other factors, such as title problems, weather, compliance with governmental regulations, mechanical problems or shortages or delays in the delivery of equipment. Our ability to continue to acquire producing properties or companies that own such properties assumes that major integrated oil companies and independent oil companies will continue to divest many of their crude oil and natural gas properties. We cannot assure you that such divestitures will continue or that we will be able to acquire such properties at acceptable prices or develop additional reserves in the future.

Crude oil and natural gas price declines and volatility could adversely affect our revenue, cash flows and profitability.

Our revenue, profitability and future rate of growth depend substantially upon prevailing prices for crude oil and natural gas. Crude oil and natural gas prices fluctuate and until recently have declined significantly. Prices also affect the amount of cash flow available for capital expenditures and our ability to borrow money or raise additional capital. In 1998 and 1999, we reduced our capital expenditures budget because of lower crude oil and natural gas prices. In addition, we may have ceiling test write-downs when prices decline. At December 31, 2001 the Company would have realized a U.S. GAAP ceiling test write-down of C\$17.5 million (after tax). Lower prices may also reduce the amount of crude oil and natural gas that we can produce economically.

We may enter into hedge agreements and other financial arrangements at various times to attempt to minimize the effect of crude oil and natural gas price fluctuations. We cannot assure you that such transactions will reduce risk or minimize the effect of any decline in crude oil or natural gas prices. Any substantial or extended decline in crude oil or natural gas prices would have a material adverse effect on our business and financial results. Hedging activities may limit the risk of declines in prices, but such arrangements may also limit additional revenues from price increases.

Lower crude oil and natural gas prices increase the risk of ceiling limitation write-downs.

The Company uses the "full cost" method of accounting for petroleum and natural gas properties. All costs related to the exploration for and the development of oil and gas reserves are capitalized into a single cost centre representing the Company's activity which is undertaken exclusively in Canada. Costs capitalized include land acquisition costs, geological and geophysical expenditures, lease rentals on undeveloped properties and costs of drilling productive and non-productive wells. Proceeds from the disposal of properties are applied as a reduction of cost without recognition of a gain or loss except where such disposals would result in a major change in the depletion rate. Capitalized costs are depleted and depreciated using the unit-of-production method based on the estimated gross proven oil and natural gas reserves before royalties as determined by independent engineers. Units of natural gas are converted into barrels of equivalents on a relative energy content basis. Capitalized costs, net of accumulated depletion and depreciation, are limited to estimated future net revenues from proven reserves, based on year-end prices, undiscounted, less estimated future abandonment and site restoration costs, general and administrative expenses, financing costs and income taxes. Estimated future abandonment and site restoration costs are provided for over the life of proven reserves on a unit-of-production basis. The annual charge is included in depletion and depreciation expense and actual abandonment and site restoration costs are charged to the provision as incurred. The amounts recorded for depletion and depreciation and the provision for future abandonment and site restoration costs are based on estimates of proven reserves and future costs. The recoverable value of capital assets is based on a number of factors including the estimated proven reserves and future costs. By their nature, these estimates are subject to measurement uncertainty and the impact on financial statements of future periods could be material.

The Company performs a cost recovery ceiling test which limits net capitalized costs to the undiscounted estimated future net revenue from proven oil and gas reserves plus the cost of unproven properties less impairment, using year-end prices or average prices in that year, if appropriate. In addition, the value is further limited by including financing costs, administration expenses, future abandonment and site restoration costs and income taxes. Under U.S. GAAP, companies using the "full cost" method of accounting for oil and gas producing activities perform a ceiling test using discounted estimated future net revenue from proven oil and gas reserves using a discount factor of 10%. Prices used in the U.S. GAAP ceiling tests performed for this reconciliation were those in effect at the applicable year-end. Financing and administration costs are excluded from the calculation under U.S. GAAP.

The risk that the Company will be required to write down the carrying value of crude oil and natural gas properties increases when crude oil and natural gas prices are low or volatile. The Company may experience additional ceiling test write-downs in the future.

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We may undertake acquisitions that could limit our ability to manage and maintain our business, result in adverse accounting treatment and are difficult to integrate into our business.

A component of future growth will depend on the ability to identify, negotiate, and acquire additional companies and assets that complement or expand existing operations. However we may be unable to complete any acquisitions, or any acquisitions we may complete may not enhance our business. Any acquisitions could subject us to a number of risks, including:

- ◆ diversion of management's attention;
- ◆ amortization of substantial goodwill, adversely affecting our reported results of operations;
- ◆ inability to retain the management, key personnel and other employees of the acquired business;
- ◆ inability to establish uniform standards, controls, procedures and policies;
- ◆ inability to retain the acquired company's customers;

- ◆ exposure to legal claims for activities of the acquired business prior to acquisition; and inability to integrate the acquired company and its employees into our organization effectively.

We may be subject to environmental liability claims that could result in significant costs to us.

We may be subject to claims for damages related to any impact that our operations have on the environment. An environmental claim could materially adversely affect our business because of the costs of defending against these types of lawsuits, the impact on senior management's time and the potential damage to our reputation. Our oil and gas operations are subject to government regulations and control. Failure to comply with applicable government rules could restrict our ability to engage in further oil and gas exploration and development opportunities.

Our revenue is subject to volatile oil and gas prices that could reduce our revenue and profitability

The price we receive for oil and gas production is subject to significant volatility. Our revenue, cash flow and profitability are substantially dependent on prevailing prices for oil and gas. Historically oil and gas prices and markets have been volatile and they are likely to continue to be volatile in the future. Some factors that contribute to volatility include:

- ◆ political conditions in the Middle East, the former Soviet Union and other regions;
- ◆ domestic and foreign supplies of oil and gas;
- ◆ the level of consumer demand;
- ◆ weather conditions;
- ◆ domestic and foreign government regulations;
- ◆ the availability and prices of alternative fuels; and
- ◆ overall economic conditions.

To counter this volatility from time to time we may enter into agreements to receive fixed prices on its oil and gas production to offset the risk of revenue losses if commodity prices decline; however, if commodity prices increase beyond the levels set in such agreements, We will not benefit from such increases.

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As a Canadian oil and gas company, we may be adversely affected by changes in the exchange rate between U.S. and Canadian dollars.

The price we receive for oil and gas production is expressed in U.S. dollars, which is the standard for the oil and gas industry worldwide. However, we pay operating expenses, drilling expenses and general overhead expenses in Canadian dollars. Changes to the exchange rate between U.S. and Canadian dollars can adversely affect us. When the value of the U.S. dollar increases, we receive higher revenue and when the value of the U.S. dollar declines, we receive lower revenue on the same amount of production sold at the same prices.

We depend on key personnel for critical management decisions and industry contacts but have no employment contracts or key person insurance.

We are dependent upon the continued services of our management team. We do not have employment contracts with any of these executives and do not carry key person insurance on their lives. The loss of the services of our executive officers, through incapacity or otherwise, could have a material adverse effect on our business and would require us to seek and retain other qualified personnel.

We have not paid dividends (except to our preferred shareholders), do not intend to pay dividends in the foreseeable future and are currently restricted from paying dividends pursuant to the terms of our credit facility and Alberta corporate law.

We have not paid any cash dividends on our common stock and do not expect to pay any cash or other dividends in the foreseeable future. We have paid dividends of \$11,980 to our preferred shareholders in the quarter ended March 31, 2003. Dividends will be paid to our preferred shareholders at a rate of \$0.85 per share (on an annual basis). This dividend will decrease over time as the Company is gradually redeeming these preferred shares. At March 31, 2003 there were 705,135 preferred shares outstanding. The terms of our current banking credit facility prohibit us from declaring and paying dividends except from assets that are in excess of the required amount of security under our credit facility, and Alberta corporate law prohibits the payment of dividends unless stated solvency tests are met. The Company's banker is aware of the dividends being paid to the preferred shareholders and will allow such payments as long as all our bank covenants are being met.

Our stock is thinly traded and is subject to price volatility.

Trading volume in our common stock has historically been limited. Accordingly, the trading price of our common stock could be subject to wide fluctuations in response to quarterly variations in operating results, changes in financial estimates by securities analysts, an imbalance of purchasers and sellers, or other factors.

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### ITEM 3. CONTROLS AND PROCEDURES

The Chief Executive Officer and Chief Financial Officer have evaluated our disclosure controls and procedures. They concluded that our disclosure controls and procedures were adequate and effective in ensuring that material information relating to the Company is properly recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to allow timely decisions regarding required disclosure.

We currently have in place systems relating to internal controls and procedures with respect to our financial information. Management reviews and evaluates these internal control systems on an on-going basis. Based on these evaluations, there were no significant deficiencies or material weaknesses in these internal controls requiring corrective actions. As a result, no corrective actions were taken. There have been no significant changes in these internal controls or in other factors that could significantly affect these internal controls subsequent to the review and evaluation.

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## PART II - OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

Not Applicable.

ITEM 2. CHANGES IN SECURITIES.

Not Applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not Applicable.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Not Applicable

ITEM 5. OTHER INFORMATION.

Not Applicable.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

Exhibits

99.1 Certification of Chief Executive Officer pursuant to 18 U.S.C.ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

99.2 Certification of Chief Financial Officer pursuant to 18 U.S.C.ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Reports on Form 8-K None

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**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.

Date: May 14, 2003

**Enterra Energy Corp.**

**/s/ Luc Chartrand**

Luc Chartrand

Chief Financial Officer

(Duly Authorized Officer and Principal

Financial and Accounting Officer)

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Sarbanes-Oxley Section 302 Certification

I, Reg J. Greenslade, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Enterra Energy Corp.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have: a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared; b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function): a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 14, 2003

/s/ Reg J. Greenslade

Reg J. Greenslade.

Chief Executive Officer

Sarbanes-Oxley Section 302 Certification

I, Luc Chartrand, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Enterra Energy Corp.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have: a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared; b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function): a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 14, 2003

/s/ Luc Chartrand

Luc Chartrand

Chief Financial Officer