

**WESTMOUNT ENERGY LIMITED**

**ANNUAL REPORT**

**AND**

**FINANCIAL STATEMENTS**

**30 JUNE 2009**

**ANNUAL REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2009**

**CONTENTS**

Page

2	Company Profile
3	Company Information
4	Chairman's Review
6	Report of the Directors
9	Independent Auditors' Report
10	Profit and Loss Account
11	Balance Sheet
12	Cash Flow Statement
13	Notes to the Cash Flow Statement
14	Notes to the Financial Statements
19	Notice of Meeting
21	Form of Proxy

**COMPANY PROFILE**

Westmount Energy Limited (the "company") was incorporated in Jersey on 1 October 1992 under the Companies (Jersey) Law 1991, as amended, and is a public company with registered number 53623. The company now operates solely as an energy investment company.

The investment strategy of the company has been to provide seed capital to small companies that are identified as having significant growth possibilities. These investments are usually sold subsequent to floatation or when a significant third party offer is available, which values such a stake as attractive both for price and market reasons.

The shares of the company commenced trading on the Alternative Investment Market ("AIM") on 2 October 1995. The middle market closing share price on 30 June 2009 was 32.5p (30 June 2008: 102.0p). The reduction in the share price takes into account the return of capital in the amount of 65p per share. The company had a total of 6,980,300 ordinary shares of 20p each in issue at 30 June 2009, held by approximately 1,300 shareholders. This number of shares is after taking into account 35,000 shares purchased by the company in the market during the year, which have now been cancelled and the issue of 6,980,300 redeemable B shares of 1p each, which were allotted and redeemed during the year, returning £4,597,358 of capital to shareholders. There were also 640,000 share options outstanding at 30 June 2009, with various exercise periods, mostly expiring 31 December 2012, consisting of 540,000 20p ordinary shares exercisable at a subscription price of 38.5p (prior to capital repayment 103.5p) per share and 100,000 20p ordinary shares exercisable at a subscription price of 26p (prior to capital repayment 91p) per share. Since the exercise price of the latter options at 30 June 2009 was below the average market price of ordinary shares this year, they are deemed to have a dilution effect on earnings per share and the diluted earnings per share is consequently disclosed in the profit and loss account.

**COMPANY INFORMATION**

<b>Chairman</b>	Mervyn Bradlow (non-executive)
<b>Directors</b>	Peter J. Richardson Marc S.D. Yates Paul R. Anderson
<b>Secretary and Registered Office</b>	Bedell Secretaries Limited 26 New Street St Helier Jersey JE2 3RA Channel Islands
<b>Nominated Adviser and Nominated Broker</b>	Cenkos Securities Plc 6.7.8 Tokenhouse Yard London EC2R 7AS
<b>Legal Advisers</b>	Ogier Whiteley Chambers Don Street, St Helier Jersey JE4 9WG Channel Islands
<b>Auditors</b>	Moore Stephens First Island House 19 – 21 Peter Street, St Helier Jersey JE2 4SP Channel Islands
<b>Bankers</b>	The Royal Bank of Scotland International Limited 71 Bath Street, St Helier Jersey JE2 4SU Channel Islands
<b>Registrar</b>	Capita Registrars (Jersey) Limited 12 Castle Street St Helier Jersey JE2 3RT Channel Islands

**CHAIRMAN'S REVIEW**

The past twelve months have been a period of extreme volatility in the Financial Markets and notably in the oil industry in which our company's two remaining investments are based. The oil price has fluctuated from a high of US\$147 a barrel to a low of US\$32 per barrel and at the time of writing appears to have settled in the US\$70 a barrel range.

When I became Chairman some eighteen months ago the company had three investments quoted on the Alternative Investment Market (AIM) of the London Stock Exchange and a further investment in unquoted Eclipse Energy Plc (Eclipse). During this period we sold our holding in CDS Oil and Gas Plc for a net profit of £289,072 and in November of 2008 we accepted an offer from Vattenfall AB (publ) of £18.01 per share for our holding in Eclipse which produced a substantial profit of £3,659,440. As a result of these two transactions we were able to return to shareholders 65p per share by way of a return of capital. The payment in February this year together with the earlier payment of 50p per share in 2006 has allowed the company to repay the shareholders a total of 115p per share. When our late founding Chairman Derek Williams floated the company in 1995 the shares were placed at 15p per share. My fellow directors and I only wish Derek was alive to see his plans fulfilled.

Notwithstanding the volatility in the markets I am very pleased to report that our two remaining investments in Desire Petroleum Plc and Sterling Energy Plc have performed well.

**1. Desire Petroleum Plc (Desire)**

On 10 September 2009 Desire announced that they had exchanged letters of intent with Diamond Offshore Drilling (UK) Ltd for a rig to undertake a minimum four well drilling campaign in the North Falkland Basin. The rig is due to arrive in Falkland waters in February 2010. In addition Desire has options to drill a further four wells for itself or its partners. Exercising this option may require further fund raising in the future.

Desire's share price has responded to this news and is currently trading at 90.75p per share as compared to 31 December 2008 middle market price of 26.75p per share. The company currently holds 4,100,000 shares in Desire and the market liquidity in the shares has improved considerably. In August this year the Falkland Island Council granted the necessary environmental consents for the proposed drilling programme.

**2. Sterling Energy Plc (Sterling)**

This was the investment that gave your Board the greatest concern as the share price had weakened considerably as Sterling struggled to refinance its bank loans and there seemed to be no end to the bid negotiations announced in the third quarter of 2007. It was with a great sense of relief that in August this year it was announced that negotiation has been successfully concluded for a fund raising of approximately US\$100m with a new shareholder, Waterford Finance and Investment Ltd, subscribing for US\$46m of the fund raising representing a 29.9% interest in Sterling.

It has been widely reported that the new shareholder has been extremely successful in the oil industry having recently accepted an offer for their holding in Emerald Energy Plc which valued that company at over £500m. Their management is very highly regarded in the City and are now strongly represented on the Board of Sterling. We were offered a participation in the remaining Institutional fund raising and your Board decided to participate. Through the good office of Graeme Thompson, Sterling's CEO, we were allocated 42,446,789 new shares at a placing price of 1.3p per share. At the time of the placing it was also announced that there would be a further opportunity for existing shareholders to subscribe for two new shares for every nine held at 1.3p per share. The actions of your Board in respect of the first subscription shall result in the company being eligible to subscribe for approximately 16 million additional new shares.

The company currently holds 63,946,786 shares in Sterling and following the second subscription shall hold in the region of 80 million shares, which at their current share price of 3.80p per share represents a value of around £3m. It is worth noting that following the fund raising your company will not have a disclosable interest in Sterling and with the daily turnover being substantial, and averaging 31 million shares in the last month, it is an extremely liquid market.

**CHAIRMAN'S REVIEW (continued)**

We are obviously very delighted with our decision to increase our exposure in Sterling and I would suggest that any shareholder wishing to view Sterling's revised situation should log on to Sterling's web site which is very explanatory.

**Nominated Advisors**

During this period we appointed Cenkos Securities Plc as our Nominated Advisors and would like to thank Ruegg & Co, our previous advisors, for their efforts over the past years.

**Future Prospects**

As stated in my previous review the interest of shareholders is of major importance to your Board. Our policy of harvesting our cash resources and only making strategic investments when the opportunity arises has been rewarded. We will continue to consider any transaction that we deem to be in the best interests of the shareholders and at the same time we will always consider our policy of returning surplus funds arising on sales of our investments to shareholders. In addition your Board will continue to maintain its emphasis on controlling our costs.

We look forward to the future developments of our two remaining investments and in particular to the long awaited exploration of the Falkland Basin in the first Quarter of 2010.

Finally at the time of writing this review the net asset value (NAV) of the company fully diluted for share options is 93p per share. The NAV per share is calculated prior to the subscription for approximately 16 million additional new shares in Sterling at a price of 1.3p per share.

**MERVYN BRADLOW**

Chairman

21 September 2009

**REPORT OF THE DIRECTORS  
TO THE SHAREHOLDERS OF WESTMOUNT ENERGY LIMITED**

1. The directors have pleasure in presenting the audited financial statements of the company for the year ended 30 June 2009.
2. The result for the year is set out on page 10 in the profit and loss account. The directors do not recommend the payment of a dividend in respect of these financial statements.
3. Development of the company's activities and its prospects are reviewed in the chairman's review on pages 4 and 5.
4. The directors during the year and subsequently were as follows:

P J Richardson  
M S D Yates  
P R Anderson  
M Bradlow (Non-Executive Chairman)

**Biographical Information**

**Peter J Richardson**, age 53, a Jersey resident, is an associate of the Chartered Institute of Bankers and a diploma qualified Fellow of the Securities Institute. A director of the company since 25 June 1998, he is a director of fund management and special purpose vehicle administration companies. He was formerly for six years Corporate Trust Manager of The Royal Bank of Scotland Trust Company (Jersey) Limited and for the previous twenty years held senior positions with four major international banking groups.

He also holds a number of public company directorships.

**Marc S D Yates**, age 49, a Jersey resident, and a director of the company since 1 October 1998, is a partner in the offshore legal and fiduciary services Ogier Group Partnership. He practices in the area of corporate and finance law and has been an advocate of the Royal Court of Jersey since 1985, as well as being an English barrister of twenty five years standing.

He also holds a number of public company directorships.

**Paul R Anderson**, age 35, a Jersey resident, and a director of the company since 22 December 2005, is a Fellow of the Institute of Chartered Secretaries and Administrators and a senior trust manager of Bedell Group, Jersey and has been involved with the company's business for over 10 years.

**Mervyn Bradlow**, Non Executive Chairman, age 77, has been known to the company for many years and had a close association with the previous chairman, was a member of the London Stock Exchange and is currently an investment advisor with Hargreave Hale Limited, stockbrokers, and has been involved in the oil and gas sector for over 20 years.

**REPORT OF THE DIRECTORS (continued)**

5. The secretary of the company throughout the year was Bedell Secretaries Limited.
6. The principal activity of the company is, and continues to be, investment holding.
7. The company purchased, for cancellation at £Nil cost, 35,000 ordinary shares of 20p during the year for a total consideration of £31,668. The shares represent 0.5% of the opening called up share capital as at 1 July 2008.
8. At 8 September 2009 notification had been received of the following holdings of more than 3% of the issued capital of the company:

	<u>Number</u>	<u>%</u>
Personal representatives of the late D G Williams and related parties	1,005,939	14.41
Gryphon Trading S.A.	838,900	12.02
Hargreave Hale Limited	1,327,000	19.01

The company held no beneficial interest in shares of the company through related parties.

9. There are no service contracts with directors. However, Ridge House Resources Limited, a company in which D G Williams was interested, is entitled to a commission of 3% of profits arising from the group's current interest held through Desire Petroleum plc and any future interests in the Falkland Islands. Commission paid during the year amounted to £12,291.

In order to secure loan finance in July 2002 from The Royal Bank of Scotland plc, D G Williams provided a personal guarantee to the bank amounting to £500,000. In consideration of D G Williams providing that guarantee the company paid his estate during the year a fee of 3% of profits realised by the company on the investment in Eclipse Energy UK plc. This fee amounted to £109,784.

The directors, from time to time, are entitled to an aggregate bonus calculated at 5% of the gross profit realised from any potential sale of shares in Sterling Energy plc, received following the disposal of the group's investments in Fusion Oil & Gas plc and Fusion Oil & Gas NL.

10. The company is not resident in the United Kingdom and is, therefore, not a close company within the meaning of the United Kingdom Income and Corporation Taxes Act 1988.
11. The movements in investments are shown in note 7 to the financial statements on page 16.
12. The company does not follow any specified code or standard on payment practice. However, it is company policy to settle all debts owing on a timely basis, taking account of the credit period given by each supplier. The company has few trade creditors and the majority of year end creditors was due to professional advisers. For this reason, the directors consider that the publication of the number of creditor days would not provide meaningful information.
13. The directors are responsible for preparing their Annual Report and the financial statements in accordance with applicable law and regulations.

The directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (UK GAAP) and applicable law. The financial statements are required to give a true and fair view of the state of the affairs of the company as at the end of the financial period and of the profit and loss of the company for that period. In preparing those financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- Prepare the financial statements on the going concern basis unless it is inappropriate to assume that the company will continue in business.



**REPORT OF THE DIRECTORS (continued)**

The directors are responsible for:

- keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and that enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991;
- safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities;
- the maintenance and integrity of the corporate and financial information included on the company's website.

The directors confirm that they have complied with these requirements and, at the time of approving these financial statements, have a reasonable expectation that the company has adequate resources to continue in operational existence as a going concern for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements.

14. In the case of each of the persons who are directors at the time when the report is approved, the following applies:
  - so far as the director is aware, there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and
  - each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant information and to establish that the company's auditors are aware of that information.
15. A resolution to re-appoint the auditors, Moore Stephens, and authorising the directors to fix their remuneration will be submitted to the forthcoming annual general meeting.
16. **Special Business at Annual General Meeting**  
The annual renewal of the general authority of the company to purchase up to ten per cent of its issued shares on a stock exchange is included as special business at the Annual General Meeting.

By Order of the Board

For and on behalf of  
Bedell Secretaries Limited

**P R ANDERSON**

Secretary

26 New Street  
St Helier  
Jersey  
JE2 3RA  
Channel Islands

21 September 2009

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF  
WESTMOUNT ENERGY LIMITED**

We have audited the financial statements of Westmount Energy Limited for the year ended 30 June 2009 which comprise the Profit and Loss Account, Balance Sheet, Cash Flow Statement and the notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members in accordance with Article 110 of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement on pages 7 to 8, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's [(APB's)] Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

**Opinion on financial statements**

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2009 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

**MOORE STEPHENS**  
Chartered Accountants  
First Island House  
Peter Street, St Helier  
Jersey JE2 4SP  
Channel Islands

21 September 2009

**WESTMOUNT ENERGY LIMITED****PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 30 JUNE 2009****(Expressed in United Kingdom Sterling)**

	Note	£	2009 £	£	2008 £
Administrative expenses			<u>(374,827)</u>		<u>(346,267)</u>
Operating (loss)			<b>(374,827)</b>		<b>(346,267)</b>
Profit on disposal of investments	7	<b>3,874,768</b>		507,325	
Impairment of investment	7	<b>(2,125,250)</b>		-	
Interest receivable		<u><b>49,035</b></u>		<u>45,352</u>	
			<u><b>1,798,553</b></u>		<u>552,677</u>
Net profit on ordinary activities before taxation	3		<b>1,423,726</b>		206,410
Taxation			<u>-</u>		<u>-</u>
Profit for the financial year			<u><b>1,423,726</b></u>		<u>206,410</u>
Basic earnings per share	6		<b>20.34p</b>		2.85p
Diluted earnings per share	6		<u><b>19.91p</b></u>		<u>2.85p</u>

There are no recognised gains or losses other than as disclosed above  
There were no acquisitions or discontinued operations during the current or preceding year.

**WESTMOUNT ENERGY LIMITED****BALANCE SHEET  
AT 30 JUNE 2009**

(Expressed in United Kingdom Sterling)

	Note	2009 £	£	2008 £	£
<b>FIXED ASSETS</b>					
Investments	7		<b>1,830,287</b>		4,728,998
<b>CURRENT ASSETS</b>					
Prepayments and accrued income		<b>10,540</b>		7,689	
Cash at bank		<b>873,656</b>		<b>1,118,597</b>	
		<b>884,196</b>		<b>1,126,286</b>	
<b>CREDITORS: amounts falling due within one year</b>	8	<b>(172,377)</b>		<b>(131,730)</b>	
<b>NET CURRENT ASSETS</b>			<b>711,819</b>		<b>994,556</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<b>2,542,106</b>		<b>5,723,554</b>
<b>SHARE CAPITAL AND RESERVES</b>					
Share capital	9		<b>1,396,060</b>		1,403,060
Share premium account	10		<b>261,682</b>		416,317
Capital redemption reserve	10		-		251,410
Share option account	10		<b>244,363</b>		269,416
Profit and loss account	10		<b>640,001</b>		<b>3,383,351</b>
<b>SHAREHOLDERS' FUNDS</b>	11		<b>2,542,106</b>		<b>5,723,554</b>

These financial statements were approved and authorised for issue by the board of directors on 21 September 2009 and were signed on its behalf by:

**P J RICHARDSON**

Director

**CASH FLOW STATEMENT  
FOR THE YEAR ENDED 30 JUNE 2009**

(Expressed in United Kingdom Sterling)

	Note	2009 £	2008 £
Net cash (outflow) from operating activities	A	(313,179)	(315,740)
Returns on investments and servicing of finance	B	49,035	45,352
Capital expenditure and financial investment	C	<u>4,648,229</u>	<u>1,196,468</u>
<b>Cash inflow before financing</b>		<b>4,384,085</b>	<b>926,080</b>
Financing	D	<u>(4,629,026)</u>	<u>(348,092)</u>
<b>(Decrease)/increase in cash</b>		<b><u>(244,941)</u></b>	<b><u>577,988</u></b>
<b>Reconciliation of cash flow to movement in net funds/(debt)</b>			
(Decrease)/increase in cash		<u>(244,941)</u>	<u>577,988</u>
Movement in net funds in the year		<u>(244,941)</u>	<u>577,988</u>
Net funds brought forward		<u>1,118,597</u>	<u>540,609</u>
<b>Net funds carried forward</b>	E	<b><u>873,656</u></b>	<b><u>1,118,597</u></b>
<b>Represented by:</b>			
Cash at bank		<u>873,656</u>	<u>1,118,597</u>
Net funds carried forward		<u>873,656</u>	<u>1,118,597</u>

**NOTES TO THE CASH FLOW STATEMENT  
FOR THE YEAR ENDED 30 JUNE 2009**

<b>A. RECONCILIATION OF NET OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES</b>	<b>2009</b>		<b>2008</b>
	£		£
Administrative expenses	(374,827)		(346,267)
Cost attributable to issue of share options	23,852		44,003
(Increase) in prepayments and accrued income	(2,851)		(1,865)
Increase/(decrease) in creditors and accrued expenses	40,647		(11,611)
<b>Net cash outflow from operating activities</b>	<b>(313,179)</b>		<b>(315,740)</b>
<b>B. RETURNS ON INVESTMENTS AND SERVICING OF FINANCE</b>	<b>2009</b>		<b>2008</b>
	£		£
Interest received	49,035		45,352
<b>Net cash inflow from returns on investments and servicing of finance</b>	<b>49,035</b>		<b>45,352</b>
<b>C. CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT</b>	<b>2009</b>		<b>2008</b>
	£		£
Purchase of fixed asset investments (note 7)	(50,250)		-
Sale of fixed asset investments (note 7)	4,698,479		1,196,468
<b>Net cash inflow from capital expenditure and financial investment</b>	<b>4,648,229</b>		<b>1,196,468</b>
<b>D. FINANCING</b>	<b>2009</b>		<b>2008</b>
	£		£
Purchase of ordinary shares	(31,668)		(348,092)
Redemption of B shares (note 9)	(4,597,358)		-
<b>Net cash outflow from financing</b>	<b>(4,629,026)</b>		<b>(348,092)</b>
<b>E. ANALYSIS OF NET FUNDS</b>	<b>30 June</b>		<b>1 July</b>
	<b>2009</b>	<b>Cash flow</b>	<b>2008</b>
	£	£	£
<b>Net funds</b>			
Cash at bank	<u>873,656</u>	<u>(244,941)</u>	<u>1,118,597</u>

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2009**

**1. ACCOUNTING POLICIES**

**a) Accounting convention**

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom.

**b) Foreign currency**

Transactions denominated in foreign currencies are translated to United Kingdom Sterling at the rate prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into United Kingdom Sterling at the rate prevailing at the balance sheet date.

Exchange gains and losses are taken to administrative expenses in the profit and loss account.

**c) Investments**

Fixed asset investments are stated at cost and are subject to review for impairment. Any impairment is recognised in the profit and loss account in the year in which it occurs. Profits or losses realised on the disposal of individual fixed asset investments are calculated on an average cost basis.

**d) Financial instruments**

Financial assets and liabilities are initially recognised on the historical cost basis, which approximate to fair value. The company recognises a financial asset or financial liability in the balance sheet when it becomes a party to the contractual provisions of the instrument.

Income and expenses associated with financial instruments are taken to the profit and loss account on an accruals basis.

Impairment of financial assets is recognised in the profit and loss account in the year in which it occurs.

**e) Share options**

Awards of share options are recorded under Financial Reporting Standard 20: Share-based Payment. The cost of the share options are ascribed a fair value at grant date and accounted for as an administration cost of the company with an equal Share Option Reserve being created in Shareholders' Funds. The cost is recognised in the profit and loss account over the vesting period of the award.

**f) Capital redemption**

The nominal amount and the premium paid upon any redemption of shares is charged to Profit and Loss Reserves. Companies (Amendment No.9) Jersey Law 2008 became effective in January 2008 allowing companies to repurchase their capital from any existing reserves without creating a capital redemption reserve account. The company has decided to use this amendment to the law and as such it has changed its accounting treatment regarding capital redemptions such that a capital redemption reserve will no longer be used.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

2. TOTAL ASSETS LESS CURRENT LIABILITIES:  
SEGMENTAL INFORMATION  
By geographical area

	2009 £	2008 £
Total assets less current liabilities		
South Atlantic	570,287	658,998
North American and African regions	1,260,000	3,335,000
European regions	-	735,000
Segment net assets	<u>1,830,287</u>	<u>4,728,998</u>
Unallocated net assets	<u>711,819</u>	<u>994,556</u>
	<u>2,542,106</u>	<u>5,723,554</u>

Segmental information is reported under Statement of Accounting Practice 25: Segmental reporting. Since there is only one class of business, reporting is provided by geographical area only.

## 3. NET PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	2009 £	2008 £
Net profit on ordinary activities before taxation is stated after charging:		
Directors' emoluments	114,352	173,369
Compensation for loss of office	-	24,486
Auditors' remuneration	17,454	16,000

## 4. REMUNERATION OF DIRECTORS AND RELATED PARTIES

	2009 Salary/ fees £	2008 Salary/ Fees £
Executive directors	55,000	137,821
Non-executive director	<u>59,351</u>	<u>35,548</u>
	<u>114,352</u>	<u>173,369</u>

Directors' remuneration includes the cost of any share options granted to directors. In 2008, 250,000 share options were granted to directors at a weighted average fair value of 16.47p. There have been no share options granted to directors during the current year.

During the year, legal and professional fees totalling £15,158 (2008: £1,641) were paid to Ogier, a firm in which M S D Yates is a partner, in respect of services charged on an arms length basis as the company's legal advisors. Company secretary fees of £42,785 (2008: £37,598) were paid to Bedell Secretaries Limited, a firm in which Mr Anderson is a senior manager. At the balance sheet date the company owed £1,250 to directors in respect of commissions on the sale of shares in Sterling Energy Plc and £2,171 to Ogier in respect of legal and professional fees.

The company does not employ any staff except for its board of directors. The company does not contribute to the pensions or any other long-term incentive schemes on behalf of its directors.



## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 5. TAXATION

With effect from 1 January 2009 a new system of taxation was introduced in Jersey which is referred to as Zero Ten. Under Zero Ten rules the company is taxed at 0% based on the net profit for the year as adjusted for non-allowable expenses and capital allowances. Jersey resident shareholders are liable to Jersey income tax on distributions of trading companies paid out of profits of accounting periods ending after 1 January 2009.

The company is registered as an International Services Entity under the Goods and Services Tax (Jersey) Law 2007 and a fee of £100 has been paid. As no relationship exists between the tax and the level of the company's activities, the tax has been included in the administrative expenses.

## 6. EARNINGS PER SHARE

The calculation of basic earnings per ordinary share is based on the profit for the year after taxation of £1,423,726 (2008: £206,410). The weighted average number of shares in issue during the year was 6,983,273 (2008: 7,246,858). As explained in note 9 there are share options in issue over the company's ordinary shares. Since the exercise price of some of these options at 30 June 2009 was below the average market price of the ordinary shares during the year, they are deemed to have a dilution effect on earnings per share and diluted earnings per share are consequently disclosed separately.

7. INVESTMENTS	2009 £	2008 £
<b>Fixed asset investments</b>		
Desire Petroleum plc ("Desire") 4,500,000 ordinary, fully paid shares at cost (2008: 5,200,000) (a)	570,287	658,998
Eclipse Energy UK plc ("Eclipse") Nil ordinary, fully paid shares at cost (2008: 244,000) (b)	-	735,000
Sterling Energy plc ("Sterling") 31,500,000 ordinary, fully paid shares at cost (2008: 29,000,000) (c)	3,385,250	3,335,000
Less: Impairment	<u>(2,125,250)</u>	<u>-</u>
Net carrying value of Sterling shares	<u>1,260,000</u>	<u>3,335,000</u>
	<u>1,830,287</u>	<u>4,728,998</u>

(a) On 30 June 2009 the market value of the company's holding of 4,500,000 ordinary fully paid shares in Desire, representing 1.96% of the issued share capital of the company, was £2,025,000 (45.00p per share, 2008: 91.75p per share). During the year, the company disposed of 700,000 ordinary shares in Desire, realising a profit of £215,328 (after expenses).

(b) On 19 November 2008 the company disposed of all of its holding of 244,000 ordinary shares in Eclipse Energy UK plc, realising a profit of £3,659,440 (after expenses).

(c) On 30 June 2009 the market value of the company's holding of 31,500,000 ordinary fully paid shares representing 1.35% of the issued share capital of Sterling was £699,300 (2.22p per share, 2008 11.25p per share). On 1 October 2008 the company purchased 2,500,000 ordinary shares in Sterling at a cost of 2p per share.

In the opinion of the directors, the company's investment in Sterling suffered a permanent diminution in value to an amount of less than cost. The carrying value of this investment has been written down to the directors' estimated recoverable value of 4p per share (2008: 11p per share), at a cost of impairment of £2,125,250.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

8.	<b>CREDITORS:</b> amounts falling due within one year			2009 £	2008 £
	Amounts due to shareholders			127,292	93,892
	Accrued expenses			45,085	37,838
				<u>172,377</u>	<u>131,730</u>
9.	<b>SHARE CAPITAL</b>			2009 £	2008 £
	<b>Authorised:</b>				
	10,000,000 ordinary shares of 20p each			2,000,000	2,000,000
	15,100,000 redeemable "B" shares of 1p each			151,000	151,000
				<u>2,151,000</u>	<u>2,151,000</u>
	<b>Allotted, called up and fully-paid:</b>				
	In issue:				
	Ordinary shares	2009 No.	2008 No.	2009 £	2008 £
	"B" shares	6,980,300	7,015,300	1,396,060	1,403,060
		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
				No. Ordinary shares	£ Ordinary shares
	Movement				
	Balance at 1 July 2008			7,015,300	1,403,060
	Purchase of own shares			(35,000)	(7,000)
	Balance at 30 June 2009			<u>6,980,300</u>	<u>1,396,060</u>
				<b>"B" shares</b>	<b>"B" shares</b>
	Issued, fully paid on 30 January 2009			6,980,300	69,803
	Redeemed and cancelled on 6 February 2009			(6,980,300)	(69,803)
	Balance at 30 June 2009			<u>-</u>	<u>-</u>

On 30 January 2009, following the sale of the company's shares in Eclipse Energy plc, the company issued 6,980,300 fully paid redeemable "B" shares of 1p each ranking parri passu with existing shareholdings to enable the return of capital to shareholders of the company equivalent to 65p per ordinary share (£4,597,358 in aggregate). These "B" shares were redeemed on 6 February 2009.

As at 30 June 2009, options were outstanding over 640,000 (2008: 850,000) ordinary 20p shares, with a weighted average exercise price of 32.87p (2008: 102.8p). The options are exercisable at the election of the option holder, over various periods expiring 31 December 2012. During the year, 150,000 options lapsed (2008: Nil) held by former director A Levison on 12 September 2008. Of the 150,000 options held by former nominated advisor Ruegg & Co Limited, 60,000 options are deemed to have lapsed as at 30 June 2009 for accounting and valuation purposes as these could only be exercised upon a change of control of the company prior to 20 September 2009. The remaining 90,000 options were not exercised and therefore lapsed on 20 September 2009.

As at 30 June 2009 480,000 (2008: 510,000) of the options were exercisable at a weighted average exercise price (adjusted to reflect the return of capital to shareholders) of 38.5p (2008: 103.5p) and 100,000 of the options were exercisable at a weighted average exercise price (adjusted) of 26p (2008: 91p). The weighted average vesting date of the 60,000 options issued, currently not vested, is 22 June 2010. The share options are ascribed a total expense for the year ended 30 June 2009 of £23,852 (2008: £44,003).

## NOTES TO THE FINANCIAL STATEMENTS (continued)

The options were repriced by a deduction of 65pence from the original grant price to take into account the return of capital made to shareholders by the issue and redemption of B shares made during the financial year. The deduction of 65 pence accorded with the advice received by the Board from Ruegg & Co Limited.

No share options were granted during the year (2008: 250,000). The fair values of previously granted options were calculated using the Black Scholes valuation model. At each date of grant the volatility of the company was estimated as the standard deviations of daily historical continuously compounded returns over a period commensurate with the expected life of the option, back from the date of grant, and annualised by the factor of square root 252, assuming 252 trading days per year. The risk-free rate is the yield to maturity on the date of grant of a UK Gilt Strip, with term to maturity equal to the life of the option. The expected life of the options is estimated as the mid-point between the date of grant and the date of expiry of the option.

10. SHARE PREMIUM ACCOUNT AND RESERVES	Share Premium Account	Capital Redemption Reserve £	Share Option Account £	Profit & Loss Account £
1 July 2008	416,317,	251,410	269,416	3,383,351
Issue of B shares	(69,803)		-	-
Redemption of B shares	-	-	-	(4,467,391)
Redemption costs	(60,164)		-	-
Cost of share options	-	-	23,852	-
Lapse of share options	-	-	(48,905)	48,905
Purchase of own shares	(24,668)		-	-
Transfer to profit and loss		(251,410)		251,410
Profit for the year	-	-	-	1,423,726
Balance at 30 June 2009	<u>261,682</u>	<u>-</u>	<u>244,363</u>	<u>640,001</u>

11. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2009 £	2008 £
Profit for the year	1,423,726	206,410
Cost of share options	23,852	44,003
Purchase of own shares	(31,668)	(348,092)
Return of share capital	(4,597,358)	-
Opening shareholders' funds	5,723,554	5,821,233
Closing shareholders' funds	<u>2,542,106</u>	<u>5,723,554</u>

## 12. CONTROLLING PARTY

In the opinion of the directors the company does not have a controlling party.

## 13. POST BALANCE SHEET EVENTS

Desire

Subsequent to the year end the company has disposed of an additional 400,000 ordinary shares in Desire realising proceeds of £230,626 and a profit of £179,934 (after expenses). At the current market value of 90.75p per share the carrying value of this investment is £3,720,750.

Sterling

Subsequent to the year end, and as announced by the company on 17 August 2009, a further 42,446,786 new ordinary shares in Sterling were subscribed for as part of the Placing at a placing price of 1.3p per share. In addition the company has disposed of 10,000,000 ordinary shares realising proceeds of £385,699 (after expenses). At the current market value of 3.80p per share the carrying value of this investment is £2,429,978.

**NOTICE OF MEETING**

Notice is hereby given that the Annual General Meeting of Westmount Energy Limited will be held at Whiteley Chambers, Don Street, St. Helier, Jersey, JE4 9WG Channel Islands on Wednesday, 28 October 2009 at 11.45 am for the purpose of conducting the following business.

**Ordinary business of the company:-**

1. To receive the company's financial statements for the year ended 30 June 2009 and the reports of the directors and the auditors thereon.
2. To re-appoint Moore Stephens as auditors of the company.
3. To authorise the directors of the company to fix the remuneration of the auditors.
4. To transact any other ordinary business which may properly be transacted at an annual general meeting.

**Special business of the company:-**

1. To consider and, if thought fit, pass a special resolution in the form attached as **Annexure 1** to this Notice renewing the company's authority to purchase certain consolidated ordinary shares of £0.20 each in the company on the terms set out in Annexure 1.

By order of the Board  
Bedell Secretaries Limited  
Secretary

Registered office:  
26 New Street  
St Helier  
Jersey JE2 3RA  
Channel Islands

21 September 2009

**NOTES**

- (i) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote in his stead. Such proxy need not be a member of the company.
- (ii) A Form of Proxy is enclosed which, to be effective, must be completed and deposited (together with the power of attorney or other authority, if any, under which it is signed or a copy thereof certified notarially) with Capita Registrars (Jersey) Limited, 12 Castle Street, St Helier, Jersey JE2 3RT, Channel Islands by 11.45 am on 28 October 2009. Completion and return of the Form of Proxy does not preclude a shareholder from attending and voting in person at the meeting.
- (iii) The company, pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999 and its articles of association, specifies that only those shareholders holding consolidated ordinary shares of 20p each in the Company and entered on the register of members of the company as at 11.45 am on 28 October 2009 shall be entitled to attend or vote at the aforesaid meeting in respect of the number of such shares registered in their name at that time. Changes to entries on the relevant register of securities after 11.45 am on 28 October 2009 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (iv) In accordance with paragraph 14.17 of the Listing Rules, an explanation regarding the special business to be conducted at the meeting, and complying with the requirements of paragraph 15.4 of the Listing Rules, is incorporated in the directors' report on the company's financial statements for the year ended 30 June 2009.

**ANNEXURE 1 TO NOTICE OF MEETING**

**Special Resolution authorising the purchase by the company of its own shares**

**IT IS RESOLVED THAT:**

In renewal of the existing authority under Article 57 of the Companies (Jersey) Law 1991, as amended, the company be and is hereby generally and unconditionally authorised, pursuant to and in accordance with such Article 57, to make purchases on a stock exchange of fully paid consolidated ordinary shares of 20p each of the company ("**Ordinary Shares**") provided that:

- (a) the maximum number of Ordinary Shares which are authorised to be purchased shall be such number as represents 10 percent of the aggregate nominal amount of the company's issued consolidated ordinary share capital as at the date of this Special Resolution;
- (b) the minimum price which may be paid for any such Ordinary Share (exclusive of expenses) shall be the nominal amount of the Ordinary Share purchased; and
- (c) the maximum price (exclusive of expenses) which may be paid for any such Ordinary Share is an amount equal to 105 percent of the average of the middle market quotations as derived from the Official List for such Ordinary Shares for the five business days immediately preceding the date of purchase,

such authority to expire on 31 December 2010, unless previously revoked, varied or renewed by the company in general meeting, save that the company may at any time prior to the expiry of such authority enter into a contract or contracts to purchase such Ordinary Shares under such authority which will or might be executed wholly or partly after the expiration of such authority and may make a purchase of such Ordinary Shares in pursuance of any such contract or contracts. Such authority pursuant to this Special Resolution will allow the company to buy back Ordinary Shares only for cancellation.

**FORM OF PROXY**

For use at the Annual General Meeting convened for  
11.45 am on Wednesday 28 October 2009

I/WE .....BLOCK  
CAPITALS  
OF.....PLEASE  
being holder(s) of consolidated ordinary shares of 20p each in Westmount Energy Limited hereby appoint  
the Chairman of the Meeting (See Note 1)

.....  
or failing him.....  
of..... as my/our proxy,  
to attend, vote and act for me/us on my/our behalf at the annual general meeting of the company to be  
held at 11.45 am on Wednesday 28 October 2009, and at any adjourned meeting, and at any poll which  
may take place in consequence thereof. My/our proxy is to vote as indicated below in respect of the  
Ordinary Business and the Special Business set out in the Notice of Meeting.

<b>ORDINARY BUSINESS</b>		<b>FOR</b>	<b>AGAINST</b>
1.	TO RECEIVE THE COMPANY'S FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009 AND THE DIRECTORS AND AUDITORS REPORTS THEREON.	<input type="checkbox"/>	<input type="checkbox"/>
2.	TO RE-APPOINT MOORE STEPHENS AS AUDITORS OF THE COMPANY.	<input type="checkbox"/>	<input type="checkbox"/>
3.	TO AUTHORISE THE DIRECTORS OF THE COMPANY TO FIX THE AUDITORS REMUNERATION.	<input type="checkbox"/>	<input type="checkbox"/>
<b>SPECIAL BUSINESS</b>			
	TO PASS A SPECIAL RESOLUTION TO AUTHORISE THE PURCHASE BY THE COMPANY OF CERTAIN OF ITS FULLY PAID CONSOLIDATED ORDINARY SHARES ON A STOCK EXCHANGE FOR CANCELLATION.	<input type="checkbox"/>	<input type="checkbox"/>

SIGNED..... DATE.....  
*Signature (See Note 2, 3 and 5)*

\* Please indicate how you wish your proxy to vote in respect of each item of the Ordinary Business and Special Business by placing an "X" in the boxes desired. Unless otherwise instructed the proxy will vote or abstain as he/she thinks fit. The proxy will act at his/her discretion in relation to any other business arising at the meeting (including any resolution to adjourn the Meeting).

**NOTES:**

1. If any other proxy be desired, please delete "the Chairman of the Meeting" and insert the name and address (or names and addresses) of person(s) preferred in block capitals in the spaces provided. A proxy need not be a member of the company. The appointment of a proxy does not preclude any member from attending and voting in person at the Meeting.
2. In the case of a corporation, this proxy must be executed in accordance with the constitution of the corporation.
3. In the case of joint holdings the signature of one holder will suffice, but the names of all joint holders should be stated.
4. Any alteration or deletion must be signed or initialled.
5. To be effective this proxy (and the Power of Attorney or other authority, if any, under which it is signed, or a notarially certified copy of such Power of Attorney or other authority) must be deposited with Capita Registrars (Jersey) Limited, 12 Castle Street, St Helier, Jersey JE2 3RT Channel Islands by 11.45 am on 28 October 2009.

(CUT ALONG DOTTED LINE)

THIRD FOLD AND TUCK IN

AFFIX  
POSTAGE  
STAMP

CAPITA REGISTRARS (JERSEY) LIMITED  
PO BOX 532  
ST HELIER  
JERSEY JE4 5UW  
CHANNEL ISLANDS

SECOND FOLD

FIRST FOLD

