

## MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's discussion and analysis ("MD&A") is a review of Zargon Energy Trust's 2008 financial results and should be read in conjunction with the audited consolidated financial statements and related notes for the years ended December 31, 2008 and 2007. The consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). All amounts are in Canadian dollars unless otherwise noted. All references to "Zargon" or the "Trust" refer to Zargon Energy Trust and all references to the "Company" refer to Zargon Oil & Gas Ltd.

In the MD&A, reserves and production are commonly stated in barrels of oil equivalent ("boe") on the basis that six thousand cubic feet of natural gas is equivalent to one barrel of oil. Boes may be misleading, particularly if used in isolation. A boe conversion ratio of six thousand cubic feet of natural gas to one barrel of oil is based on an energy equivalent conversion method primarily applicable to the burner tip and does not represent a value equivalent at the wellhead.

The following are descriptions of non-GAAP measures used in this MD&A:

- The MD&A contains the term "funds flow from operating activities" ("funds flow"), which should not be considered an alternative to, or more meaningful than, "cash flows from operating activities" as determined in accordance with Canadian GAAP as an indicator of the Trust's financial performance. This term does not have any standardized meaning as prescribed by GAAP and, therefore, the Trust's determination of funds flow from operating activities may not be comparable to that reported by other trusts. The reconciliation between cash flows from operating activities and funds flow from operating activities can be found in the table below and in the consolidated statements of cash flows in the consolidated financial statements. The Trust evaluates its performance based on net earnings and funds flow from operating activities. The Trust considers funds flow from operating activities to be a key measure as it demonstrates the Trust's ability to generate the cash necessary to pay distributions, repay debt and to fund future capital investment. It is also used by research analysts to value and compare oil and gas trusts, and it is frequently included in published research when providing investment recommendations. Funds flow from operating activities per unit is calculated using the diluted weighted average number of units for the period.

### Funds Flow from Operating Activities Reconciliation

(\$ millions)	2008	2007	2006
Cash flows from operating activities	<b>110.12</b>	<b>76.30</b>	<b>83.74</b>
Changes in non-cash operating working capital	<b>(3.21)</b>	<b>3.54</b>	<b>(0.85)</b>
Funds flow from operating activities <sup>(1)</sup>	<b>106.91</b>	<b>79.84</b>	<b>82.89</b>

(1) Throughout this report, funds flow from operating activities is now calculated inclusive of asset retirement expenditures. All prior period calculations have been restated to reflect this change.

- The Trust also uses the term "debt net of working capital" or "net debt". Debt net of working capital, as presented, does not have any standardized meaning prescribed by Canadian GAAP and may not be comparable with the calculation of similar measures for other entities. Debt net of working capital, as used by the Trust, is calculated as bank debt and any working capital deficit excluding unrealized risk management assets/liabilities and future income taxes.
- Operating netbacks per boe equal total petroleum and natural gas revenue per boe adjusted for realized risk management gains and/or losses per boe, royalties per boe and production costs per boe. Operating netbacks are a useful measure to compare the Trust's operations with those of its peers.
- Funds flow netbacks per boe are calculated as operating netbacks less general and administrative expenses per boe, interest and financing charges per boe, asset retirement expenditures per boe and current income taxes per boe. Funds flow netbacks are a useful measure to compare the Trust's operations with those of its peers.

References to “production volumes” or “production” in this MD&A refer to sales volumes.

*Forward-Looking Statements* – This document offers our assessment of Zargon’s future plans and operations as at March 9, 2009, and contains forward-looking statements including:

- our expectations for production costs referred to under the heading “Production Expenses”;
- our expectations for taxes referred to under the headings “Current Income Taxes” and “Future Income Taxes”;
- our expected sources of funds for distributions and capital expenditures referred to under the heading “Liquidity and Capital Resources”;
- our expectations for future commodity pricing and operating results referred to under the heading “Outlook”;
- our expectations for the future impact of changes to environmental regulations referred to under the heading “Environmental Regulation and Risk”;
- our expectations as to the impact of the recent global economic crisis to Zargon referred to under the heading “Business Risks”;
- our expectations of the impact of legislated modifications to Alberta Crown royalties referred to under the heading “Alberta Royalty and Tax Regime”; and
- our distribution policy referred to under the headings “Cash Distributions” and “Liquidity and Capital Resources”.

Such statements are generally identified by the use of words such as “anticipate”, “continue”, “estimate”, “expect”, “forecast”, “may”, “will”, “project”, “should”, “plan”, “intend”, “believe” and similar expressions (including the negatives thereof). By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond our control, including such as those relating to results of operations and financial condition, general economic conditions, industry conditions, changes in regulatory and taxation regimes, volatility of commodity prices, escalation of operating and capital costs, currency fluctuations, the availability of services, imprecision of reserve estimates, geological, technical, drilling and processing problems, environmental risks, weather, the lack of availability of qualified personnel or management, stock market volatility, the ability to access sufficient capital from internal and external sources and competition from other industry participants for, among other things, capital, services, acquisitions of reserves, undeveloped lands and skilled personnel. Risks are described in more detail in our Annual Information Form, which is available on our website and at [www.sedar.com](http://www.sedar.com). Forward-looking statements are provided to allow investors to have a greater understanding of our business.

You are cautioned that the assumptions, including among other things, future oil and natural gas prices; future capital expenditure levels; future production levels; future exchange rates; the cost of developing and expanding our assets; our ability to obtain equipment in a timely manner to carry out development activities; our ability to market our oil and natural gas successfully to current and new customers; the impact of increasing competition, our ability to obtain financing on acceptable terms; and our ability to add production and reserves through our development and acquisition activities used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. Our actual results, performance, or achievement could differ materially from those expressed in, or implied by, these forward-looking statements. We can give no assurance that any of the events anticipated will transpire or occur, or if any of them do, what benefits we will derive from them. The forward-looking information contained in this document is expressly qualified by this cautionary statement. Our policy for updating forward-looking statements is that Zargon disclaims, except as required by law, any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

This MD&A has been prepared as of March 9, 2009.

## 2008 HIGHLIGHTS

Increased crude oil and natural gas prices and increased production volumes enabled Zargon to achieve record revenues and funds flow from operating activities in 2008. During 2008, Zargon's 48 percent gain in revenues to \$229.49 million came primarily from an eight percent increase in production volumes, a 39 percent gain in oil and liquid prices and a 27 percent increase in natural gas prices. Zargon's 2008 funds flow from operating activities showed a 34 percent increase to \$106.91 million. Net earnings for the year were \$68.29 million, a 178 percent increase from 2007. The majority of the changes in the net earnings resulted from the above mentioned changes and from the large increases in the non-cash unrealized risk management gains.

Net capital expenditures for 2008 totalled \$119.73 million with \$53.35 million allocated to field-related activities, \$6.19 million to net property acquisitions, \$59.85 million to corporate acquisitions and \$0.34 million to administrative assets. Compared to the prior year, the 2008 capital program showed an 80 percent increase in overall net expenditures and a 16 percent decrease in field-related expenditures. For the year ended December 31, 2008, Zargon spent \$8.14 million to maintain an undeveloped land base of 419 thousand net acres (2007 – 362 thousand net acres); shot or acquired seismic at a cost of \$4.44 million; drilled, equipped and tied-in wells for \$40.77 million and concluded \$66.04 million of corporate and net property acquisitions. Cash distributions to unitholders totalled \$39.09 million during the 2008 year (2007 – \$36.70 million). All of these activities were funded by the year's funds flow plus an increase in debt net of working capital (excluding the unrealized risk management assets/liabilities and future income taxes) of \$23.95 million.

### Financial Highlights

(\$ millions, except for per unit amounts)	2008	2007	2006
Petroleum and natural gas revenue	<b>229.49</b>	155.51	154.04
Funds flow from operating activities <sup>(1)</sup>	<b>106.91</b>	79.84	82.89
Per unit – diluted	<b>5.18</b>	4.08	4.31
Cash flows from operating activities	<b>110.12</b>	76.30	83.74
Per unit – diluted	<b>5.34</b>	3.90	4.35
Net earnings	<b>68.29</b>	24.55	44.50
Per unit – diluted	<b>3.80</b>	1.45	2.68
Total assets	<b>447.60</b>	343.11	310.57
Net capital expenditures <sup>(2)</sup>	<b>119.73</b>	66.67	63.37
Bank debt	<b>77.58</b>	56.87	30.04
Cash distributions	<b>39.09</b>	36.70	35.90

(1) Throughout this report, funds flow from operating activities is now calculated inclusive of asset retirement expenditures. All prior period calculations have been restated to reflect this change.

(2) Amounts include capital expenditures for corporate and property acquisitions acquired for cash consideration, equity issuances, net debt assumed and are also inclusive of transaction costs.

## Cash Distributions

Cash distributions to unitholders are at the discretion of the Board of Directors and can fluctuate depending on funds flow from operating activities. The Trust's capital program is financed from available funds flow, equity issuances and additional draw downs on the bank facilities, if required. The key drivers of Zargon's funds flow are commodity prices and production volumes. Since the Trust's production is relatively evenly weighted between natural gas (2008 – 53 percent) and oil and liquids (2008 – 47 percent), both commodity prices have a significant effect on its funds flow. In the event that oil and natural gas prices and/or production volumes are higher than anticipated and a cash surplus develops, the surplus may be used to increase distributions, reduce debt, and/or increase the capital program. In the event that oil and natural gas prices and/or production volumes are lower than expected, the Trust may decrease distributions, increase debt and/or decrease the capital program. Zargon regularly reviews its monthly distribution policy in the context of the current commodity price environment, production levels and capital program requirements. Monthly distributions remained constant throughout 2008 at \$0.18 per trust unit and have been maintained at this level since November 2005. Cash distributions to unitholders declared for 2008 totalled \$39.09 million. For a further discussion, see the "Liquidity and Capital Resources" section of this report.

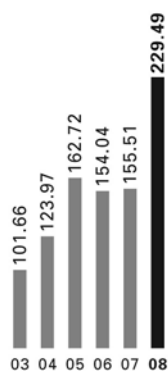
For Canadian income tax purposes, the 2008 cash distributions are 100 percent taxable income to unitholders.

## DETAILED FINANCIAL ANALYSIS

### Petroleum and Natural Gas Revenue

Zargon derives its revenue from the production and sale of petroleum (oil, natural gas liquids) and natural gas. Petroleum and natural gas revenue, exclusive of the impact of financial risk management contracts, increased 48 percent to \$229.49 million in 2008 from \$155.51 million in 2007 primarily due to increased commodity prices throughout the 2008 spring and summer months and an increase in overall production. Compared to the prior year, the relative weighting of production revenue between petroleum and natural gas in 2008 was reallocated due to commodity pricing with 62 percent of the revenues coming from the sale of oil and liquids (56 percent in 2007) and 38 percent coming from the sale of natural gas (44 percent in 2007). Production volumes on a barrel of oil equivalent basis in 2008 increased eight percent to 9,252 barrels of oil equivalent per day from the prior year amount of 8,560 barrels of oil equivalent per day. Specifically, in 2008, natural gas production increased one percent and oil and liquids production increased 17 percent over 2007 levels. Production volume increases in oil and liquids resulted primarily from the 2008 first quarter corporate acquisition of Rival Energy Ltd. ("Rival") more than offsetting natural declines in the Alberta Plains and Williston Basin core areas. Natural gas production increases resulted from the 2008 second quarter additions of volumes related to the corporate acquisitions of Newpact Energy Corp. ("Newpact"), Rival and the ongoing development program in the West Central Alberta core area, offset by natural production declines. The average field price of oil and liquids received by Zargon rose to \$89.65 per barrel in 2008, up 39 percent from \$64.71 per barrel in 2007. The average Zargon realized field price of natural gas was \$8.12 per thousand cubic feet in 2008, a 27 percent increase from \$6.40 per thousand cubic feet in 2007.

**Petroleum and Natural Gas Revenue**  
(\$ millions)



## Pricing

Average for the year	2008	2007	2006
<b>Natural Gas:</b>			
NYMEX average daily spot price (\$US/mmbtu)	8.88	6.98	6.75
AECO average daily spot price (\$Cdn/mmbtu)	8.16	6.45	6.54
Zargon realized field price before the impact of financial risk management contracts (\$Cdn/mcf)	8.12	6.40	6.82
Zargon realized field price before the impact of physical and financial risk management contracts (\$Cdn/mcf)	8.06	6.26	6.43
Zargon realized field price after the impact of physical and financial risk management contracts (\$Cdn/mcf)	8.10	6.82	7.21
Zargon realized natural gas field price differential/(premium) <sup>(1)</sup>	0.04	0.05	(0.28)
<b>Crude Oil:</b>			
WTI (\$US/bbl)	99.65	72.31	66.22
Edmonton par price (\$Cdn/bbl)	102.16	76.35	72.77
Zargon realized field price before the impact of financial risk management contracts (\$Cdn/bbl)	89.65	64.71	61.25
Zargon realized field price after the impact of financial risk management contracts (\$Cdn/bbl)	79.82	64.54	58.05
Zargon realized oil field price differential <sup>(2)</sup>	12.51	11.64	11.52

(1) Calculated as Zargon's realized field price before the impact of financial risk management contracts (\$Cdn/mcf) as compared to AECO average daily spot price (\$Cdn/mmbtu). Note: premiums may occur as a result of the realization of fixed price physical contracts and the impact of Zargon receiving AECO monthly index pricing for a portion of its natural gas production.

(2) Calculated as Zargon's realized field price before the impact of financial risk management contracts (\$Cdn/bbl) as compared to Edmonton par price (\$Cdn/bbl).

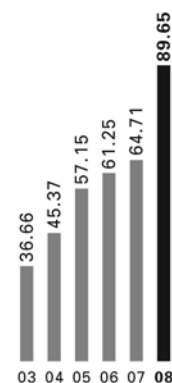
## Petroleum (Oil and Natural Gas Liquids) Pricing

Zargon's field oil and natural gas liquids prices are adjusted at the point of sale for transportation charges and oil quality differentials from an Edmonton light sweet crude price that varies with world commodity prices. In 2008, Zargon's average oil and liquids field price, exclusive of the impact of financial risk management contracts, increased 39 percent to \$89.65 per barrel from \$64.71 per barrel in 2007 and \$61.25 per barrel in 2006. The field price differential for Zargon's average blended 30 degree API crude stream was \$12.51 per barrel less than the 2008 Edmonton reference crude price, which compares to the 2007 differential of \$11.64 per barrel and the 2006 differential of \$11.52 per barrel. As the quality and weight of Zargon's crude stream has remained relatively consistent for several years, the movements in Zargon's price differential are derived from the North American refinery supply and demand factors for light and medium crudes. Oil and natural gas liquids transportation expenses are included in production expenses and are defined by the point of legal transfer of the product.

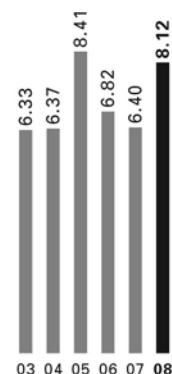
## Natural Gas Pricing

The average field natural gas price, exclusive of the impact of financial risk management contracts, for 2008 increased to \$8.12 per thousand cubic feet, which is 27 percent higher than the 2007 average of \$6.40 per thousand cubic feet and 19 percent higher than the 2006 average of \$6.82 per thousand cubic feet. Historically, Zargon's field prices have shown a small discount to the benchmark AECO average daily price due to a lower heating content for Zargon's natural gas and due to legacy aggregator and other contracts, which are based partially on monthly index prices that tend to lag the AECO average daily index price in upward or downward trending markets. The 2008 field price differential for Zargon's natural

**Oil and Liquids Prices**  
(\$/bbl)



**Natural Gas Prices**  
(\$/mcf)



gas before the impact of physical and financial risk management contracts was a discount of \$0.10 per thousand cubic feet. In 2008, the various fixed price physical contracts, which are treated as part of natural gas production revenue and natural gas pricing, created a gain of \$0.48 million (2007 – \$1.14 million), equivalent to an increase of \$0.04 per thousand cubic feet (2007 – \$0.11 per thousand cubic feet).

Approximately 18 percent of Zargon's 2008 natural gas production (2007 – 21 percent) was sold under aggregator contracts pursuant to long term contracts. The remainder of Zargon's natural gas production was sold by spot sale contracts and Alberta index prices were received.

### **Risk Management Activities**

Zargon's commodity price risk management policy, which is approved by the Board of Directors, allows the use of forward sales and costless collars for a targeted range of 20 to 30 percent of oil and natural gas working interest production volumes in order to partially offset the effects of large commodity price fluctuations. Because our risk management strategy is protective in nature and is designed to guard the Trust against extreme effects on funds flow from sudden falls in prices and revenues, upward price spikes tend to produce overall losses.

For 2008, the total realized risk management loss was \$15.72 million; compared to a gain of \$4.26 million in 2007 and a loss of \$0.57 million in 2006. Of the 2008 loss, \$0.23 million (equivalent to a decrease of \$0.02 per thousand cubic feet) is related to a loss from natural gas financial risk management transactions and \$15.49 million (equivalent to a decrease of \$9.83 per barrel) related to losses from oil financial risk management transactions. Oil swaps and collars are settled against the NYMEX WTI pricing index, whereas natural gas swaps, collars and puts are settled against the AECO monthly pricing index. In 2008, NYMEX WTI crude oil prices rose throughout the first half of the year, peaking in July before falling in the second half of the year. AECO natural gas prices followed a similar trend, reaching its yearly high in late June and early July before trending downward. These mid-year upward spikes in both crude oil prices and natural gas prices resulted in overall year-to-date realized risk management losses for 2008.

Zargon's management considers financial risk management contracts to be effective on an economic basis but has decided not to designate these contracts as hedges for accounting purposes, and accordingly, for these contracts, an unrealized gain or loss is recorded based on the fair value (mark-to-market) of the contracts at year end. The 2008 net unrealized risk management gain totalled \$44.38 million which compares to a \$16.80 million net unrealized risk management loss in 2007 (2006 – \$9.55 million gain). Specifically, the 2008 net unrealized risk management gains resulted from financial oil contract gains (\$43.38 million) and financial natural gas contract gains (\$1.44 million) and were offset by financial foreign exchange contract losses (\$0.44 million). These unrealized risk management gains or losses are generated by the change over the reporting period in the mark-to-market valuation of Zargon's future financial contracts. Gains or losses on fixed price physical contracts are included in petroleum and natural gas revenue when settled in the statements of earnings and comprehensive income and no mark-to-market valuation is recorded on these contracts.

During the 2008 fourth quarter, Zargon has entered into US/Cdn. foreign currency financial risk management contracts for calendar 2009 and the first half of 2010. The purpose of these financial risk management contracts is to secure future Canadian dollar cash flows on a portion of Zargon's future oil production. The 2009 foreign currency contracts have effectively converted 900 barrels per day of Zargon's 2009 US dollar oil swap contracts from US\$99.73 per barrel of oil to Cdn\$120.79 per barrel of oil. Additionally, for the first half of 2010, Zargon's US dollar oil swap contracts (300 barrels per day) have been converted from US\$132.98 per barrel of oil to Cdn\$155.79 per barrel of oil. Foreign exchanges options are settled against the Bank of Canada monthly average Daily Noon Rate for United States dollars converted to Canadian dollars.

As at December 31, 2008, the Trust had the following outstanding commodity and foreign currency risk management contracts:

**Commodity Financial Risk Management Contracts:**

	Rate	Weighted Average Price	Range of Terms
Oil swaps	500 bbl/d	\$72.74 US/bbl	Jan. 1/09 – Mar. 31/09
	500 bbl/d	\$87.58 US/bbl	Jan. 1/09 – Jun. 30/09
	300 bbl/d	\$107.40 US/bbl	Jan. 1/09 – Sep. 30/09
	500 bbl/d	\$114.97 US/bbl	Apr. 1/09 – Dec. 31/09
	500 bbl/d	\$85.30 US/bbl	Jul. 1/09 – Dec. 31/09
	300 bbl/d	\$132.98 US/bbl	Oct. 1/09 – Jun. 30/10
Natural gas swaps	4,000 gj/d	\$9.71/gj	Jan. 1/09 – Mar. 31/09
	2,000 gj/d	\$9.60/gj	Apr. 1/09 – Oct. 31/09

**Foreign Exchange Financial Risk Management Contracts:**

	Average Monthly US Dollar Volume	Foreign Exchange Rate (\$Cdn/\$US)	Range of Terms
Foreign exchange forwards	\$1,517,000	1.1760	Jan. 1/09 – Dec. 31/09
	\$1,213,000	1.2550	Jan. 1/09 – Dec. 31/09
	\$1,203,000	1.1715	Jan. 1/10 – Jun. 30/10

**Physical Risk Management Contracts:**

	Rate	Weighted Average Price	Range of Terms
Natural gas fixed price	5,000 gj/d	\$8.99/gj	Jan. 1/09 – Mar. 31/09
	3,000 gj/d	\$8.47/gj	Apr. 1/09 – Oct. 31/09

**Royalties**

Royalties include payments made to the Crown, freehold owners and third parties. Reported royalties also include the cost of the Saskatchewan Resource Surcharge ("SRC") and the cost of North Dakota state taxes. During 2008, total royalties were \$46.64 million, an increase of 42 percent from \$32.75 million in 2007. Royalties as a percentage of gross revenue were 20.3 percent in 2008 compared to 21.1 percent in 2007 and 21.7 percent in 2006. On a commodity basis, natural gas royalties averaged 19.7 percent in 2008, a slight decrease from the previous year's average of 20.9 percent, resulting primarily from prior years' freehold mineral tax adjustments. Oil royalties averaged 20.7 percent, down slightly from the prior year 2007 rate of 21.2 percent. The decrease in oil royalties is primarily related to initial low royalty rate incentives on certain new oil production wells in Saskatchewan.

During 2008, 58 percent (2007 – 59 percent) of the total royalties were paid to provincial and state governments, with the remainder paid to freehold owners and other third parties. The SRC charges were \$1.63 million in 2008, up slightly from \$1.10 million in the prior year and from \$1.01 million in 2006, reflecting the trend in Saskatchewan oil revenues. North Dakota state taxes increased to \$2.47 million in 2008 from \$2.01 million in the prior year primarily due to increased sales revenue (higher oil prices received) despite decreased oil production and sales for the US operations. Commencing in 2009, the oil and natural gas royalty structure will change on Alberta related production volumes. Further discussion regarding this issue is provided later in this report.

## Production Expenses

Zargon's production expenses increased 22 percent to \$39.91 million in 2008 from \$32.62 million in 2007. On a per unit of production basis, production expenses increased 13 percent to \$11.79 per barrel of oil equivalent from \$10.44 in 2007 (\$8.59 in 2006).

Natural gas production expenses in 2008 rose 18 percent to \$1.55 per thousand cubic feet from \$1.31 per thousand cubic feet in 2007. The primary reasons for the increase are due to increased third-party natural gas gathering charges, increased third-party natural gas processing fees and increased water disposal and water hauling costs. These increased costs reflect the impact of additional natural gas volumes being processed through non-operated third-party natural gas gathering and processing facilities.

Oil production expenses also rose in 2008 to \$14.63 per barrel, an increase of five percent from \$13.89 per barrel in 2007. The primary reasons for the increase are due to increased workovers and increased repairs and annual maintenance programs that are reflective of a continuing industry-wide trend to higher oil property operating costs, particularly in the Williston Basin.

In 2008, 2007 and 2006, Zargon's costs increased substantially due, in general, to the effect of industry-wide production cost inflation pressures, which may now be somewhat abating due to lower industry activity levels in response to recent oil and natural gas price declines. In particular, operating costs averaged \$12.61 per barrel of oil equivalent in the fourth quarter of 2008 up from \$12.10 per barrel of oil equivalent in the 2008 third quarter. For 2009, Zargon anticipates that production costs can be stabilized in the \$12.50 to \$13.00 per barrel of oil equivalent range as general cost inflation pressures subside as a result of the current economic slowdown.

## Operating Netbacks

The average oil and liquids price received, after realized risk management losses, in 2008 of \$79.82 per barrel was 24 percent higher than the \$64.54 per barrel received in 2007, and the average natural gas price received, after realized risk management gains/losses, in 2008 of \$8.10 per thousand cubic feet was 19 percent above the \$6.82 per thousand cubic feet received in 2007. Operating netbacks increased commensurately. Oil and liquids netbacks rose 26 percent to \$46.60 per barrel from \$36.93 per barrel in 2007. Natural gas netbacks increased 19 percent to \$4.95 per thousand cubic feet from \$4.17 per thousand cubic feet in 2007. On a barrel of oil equivalent basis, 2008 operating netbacks increased 24 percent to \$37.56 from \$30.21 in 2007.

## Operating Netbacks

	2008		2007	
	Oil and Liquids (\$/bbl)	Natural Gas (\$/mcf)	Oil and Liquids (\$/bbl)	Natural Gas (\$/mcf)
Production revenue	89.65	8.12	64.71	6.40
Realized risk management gain/(loss)	(9.83)	(0.02)	(0.17)	0.42
Royalties	(18.59)	(1.60)	(13.72)	(1.34)
Production costs	(14.63)	(1.55)	(13.89)	(1.31)
Operating netbacks	46.60	4.95	36.93	4.17

## General and Administrative Expenses

Gross general and administrative costs increased 18 percent in 2008 to \$13.80 million from \$11.69 million in 2007. On a per unit of production basis, net general and administrative costs increased 17 percent to \$3.08 per barrel of oil equivalent compared to \$2.63 per barrel of oil equivalent in 2007 and \$2.27 in 2006. Trending upwards from 2006 and 2007, the 2008 increased general and administrative costs on a per unit of production basis were primarily attributed to the expansion of Zargon's technical staff and consultants and additional office lease costs.

## General and Administrative Expenses

(\$ millions, except as noted)	2008	2007	2006
Gross general and administrative expenses	13.80	11.69	10.25
Overhead recoveries	(3.35)	(3.48)	(3.28)
Net general and administrative expenses	10.45	8.21	6.97
Net expense after recoveries (\$/boe)	3.08	2.63	2.27
Number of office employees at year end	53	45	43

## Interest and Financing Charges

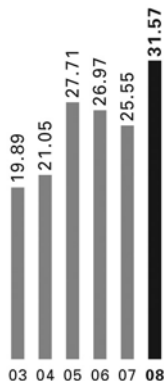
Zargon's borrowings are through its syndicated bank credit facilities. Interest and financing charges were \$4.91 million compared to \$3.07 million in 2007 and \$1.53 million in 2006. An increase in the average debt level is the primary reason for the increase in interest and financing charges. Zargon's effective interest and financing charge rate was 5.2 percent on an average outstanding bank debt of \$95.07 million in 2008, compared to 6.2 percent on an average bank debt of \$49.86 million in 2007 and 6.4 percent on an average bank debt of \$23.84 million in 2006. At year end 2008, Zargon's bank debt, net of working capital (excluding unrealized risk management assets/liabilities and future income taxes), totalled \$87.71 million, up 38 percent from \$63.76 million at December 31, 2007, primarily due to net debt acquired and cash consideration paid related to the corporate acquisitions of Rival Energy Ltd. and Newpact Energy Corp. For more information on Zargon's credit facilities, see the "Bank Debt" section of this report.

## Current Income Taxes

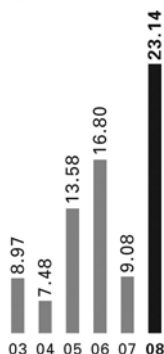
Current income taxes for 2008 were \$4.05 million compared to \$2.14 million in 2007. Of the total, \$3.08 million is due to current taxes incurred in the United States compared to \$2.04 million in 2007. On a year-over-year comparison, current income taxes have increased due to increased 2008 taxable income in the United States related to higher revenue attributed to higher oil prices in the first half of 2008. Oil prices declined in the latter half of 2008, and provided that they remain at these depressed levels, a lower level of United States current income taxes is anticipated in 2009. The remaining current tax amounts relate to withholding taxes on US dividends declared from Zargon's US subsidiary to its parent corporation and Canadian provincial capital taxes, which totalled \$0.97 million in 2008 compared to \$0.10 million in 2007.

Tax pools as at December 31, 2008 were approximately \$188 million, which represents an increase from the comparable \$148 million of tax pools available to Zargon at the end of 2007, primarily due to the tax pools acquired in the Rival and Newpact acquisitions. The Trust is a taxable entity under the Income Tax Act (Canada) and is currently only taxable (until 2011) on the income that is not distributed or declared distributable to unitholders. For Canadian income tax purposes, 2008 cash distributions are 100 percent taxable income to unitholders.

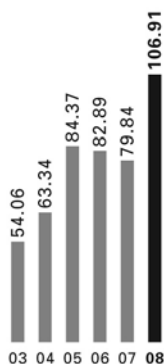
**Funds Flow Netbacks**  
(\$/boe)



**Earnings Before Non-Controlling Interest Netbacks**  
(\$/boe)



**Funds Flow from Operating Activities**  
(\$ millions)



**Trust Netbacks**

Higher oil and natural gas prices and increased production volumes in 2008 resulted in relatively strong revenue netbacks and operating netbacks. On a barrel of oil equivalent basis, revenue of \$67.77 in 2008 was 36 percent higher than the prior year and operating netbacks, as well as funds flow netbacks both increased 24 percent over the prior year to \$37.56 and \$31.57 per barrel of oil equivalent, respectively.

**Trust Netbacks**

(\$/boe)	2008	2007	2006
Petroleum and natural gas revenue	<b>67.77</b>	49.77	50.11
Realized risk management gain/(loss)	<b>(4.65)</b>	1.36	(0.18)
Royalties	<b>(13.77)</b>	(10.48)	(10.88)
Production costs	<b>(11.79)</b>	(10.44)	(8.59)
Operating netbacks	<b>37.56</b>	30.21	30.46
General and administrative	<b>(3.08)</b>	(2.63)	(2.27)
Interest and financing charges	<b>(1.45)</b>	(0.98)	(0.50)
Asset retirement expenditures	<b>(0.26)</b>	(0.36)	(0.20)
Current income taxes	<b>(1.20)</b>	(0.69)	(0.52)
Funds flow netbacks <sup>(1)</sup>	<b>31.57</b>	25.55	26.97

(1) Throughout this report, funds flow from operating activities is now calculated inclusive of asset retirement expenditures. All prior period calculations have been restated to reflect this change.

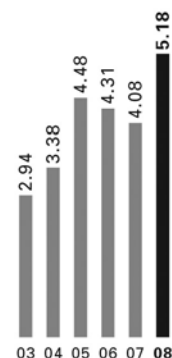
**Funds Flow from Operating Activities** (see note at the beginning of the MD&A)

In 2008, production volume increases of eight percent on a barrel of oil equivalent basis and increased revenue of 36 percent per barrel of oil equivalent more than offset the increase in cash operating costs during the year to produce a 34 percent increase in funds flow from operating activities to \$106.91 million, compared to \$79.84 million in 2007 and \$82.89 million in 2006. The corresponding funds flow per diluted unit was \$5.18 in 2008, a 27 percent increase from \$4.08 in 2007, and a 20 percent increase from \$4.31 in 2006. The diluted per unit statistics reflect a six percent increase in the weighted average outstanding units to 20.63 million in 2008 from 19.55 million in 2007. The 2007 weighted average outstanding units were also two percent higher than the 2006 amount of 19.24 million.

The following table summarizes the variances in funds flow from operating activities between 2007 and 2008. It demonstrates that the variance (increase in funds flow from operating activities) is caused mainly by an increase in overall realized commodity prices and increased production volumes, both of which were partially offset by increased operating expenses, increased royalties and increased realized risk management losses.

	\$ Million	\$ Per Diluted Trust Unit	Per Unit Percent Variance
<b>Funds flow from operating activities – 2007</b>	<b>79.84</b>	<b>4.08</b>	-
Price variance	56.83	2.76	68
Volume variance	17.16	0.84	21
Realized risk management losses	(19.98)	(0.97)	(24)
Royalties	(13.90)	(0.67)	(16)
Expenses:			
Production	(7.29)	(0.35)	(9)
General and administrative	(2.24)	(0.11)	(3)
Interest and financing charges	(1.84)	(0.09)	(2)
Asset retirement expenditures	0.24	0.01	-
Current taxes	(1.91)	(0.09)	(2)
Weighted average trust units – diluted	-	(0.23)	(6)
<b>Funds flow from operating activities – 2008</b>	<b>106.91</b>	<b>5.18</b>	<b>27</b>

**Funds Flow Per Unit**  
(\$/unit – diluted)



### Depletion and Depreciation

In 2008, Zargon's depletion and depreciation provision increased 23 percent to \$59.64 million, compared to \$48.41 million in 2007 and \$41.14 million in 2006. The higher charges reflect an increase of eight percent in production volumes and a 14 percent increase in the charge on a per barrel of oil equivalent basis. The primary reasons for the year-over-year expense increase on a per barrel of oil equivalent basis are due to the prior year's (2007) increased finding, development and acquisition costs, the financial impact of the conversion of exchangeable shares pursuant to the application of EIC-151 "Exchangeable Securities Issued by Subsidiaries of Income Trusts"; increased production volumes and the capital asset additions resulting from the recent Rival and Newpact corporate acquisitions.

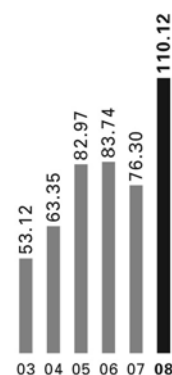
Depletion and depreciation charges calculated on a unit of production method are based on total proved reserves with a conversion of six thousand cubic feet of natural gas being equivalent to one barrel of oil. The 2008 depletion calculation includes \$10.03 million of future capital expenditures to develop the Trust's reserves, but excludes \$24.73 million of unproven properties relating to undeveloped land.

Zargon's depletion and depreciation, on a barrel of oil equivalent basis, increased 14 percent in 2008 to \$17.61 from \$15.49 in 2007 and \$13.38 in 2006.

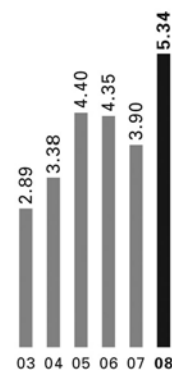
### Accretion of Asset Retirement Obligations

For the year ended December 31, 2008, the non-cash accretion expense for asset retirement obligations was \$2.18 million compared to \$1.41 million in 2007 and \$1.24 million in 2006. The year-over-year increases are due to changes in the estimated future liability for asset retirement obligations as a result of wells added through Zargon's drilling program inclusive of wells acquired/disposed of in the year and wells acquired with the recent Rival and Newpact corporate acquisitions. The significant assumptions used in this calculation are a credit adjusted risk-free rate of 7.5 percent, an inflation rate of two percent and the payments to settle the retirement obligations occurring over the next 40 years, with the majority of the costs being incurred after 2018. The estimated net present value of the total asset retirement obligation is \$28.59 million as at December 31, 2008, based on a total future liability of \$142.42 million.

**Cash Flows from Operating Activities**  
(\$ millions)



**Cash Flows Per Unit**  
(\$/unit – diluted)



### **Unit-Based Compensation**

Unit-based compensation was \$1.19 million in 2008, \$0.52 million lower than the \$1.71 million expense in 2007. The Trust generally grants unit rights on a quarterly basis. The decrease in the current year expense is as a result of increased forfeitures of unit rights, a decrease in volume of grants and a general decline in the valuation of new quarterly grants. Zargon will continue to use fair value methodologies for future unit rights grants. These non-cash expenses will be recurring charges in future years if Zargon continues to grant employees and directors trust unit rights.

The trust unit rights incentive plan allows the Trust to issue rights to acquire trust units to directors, officers, employees and other service providers. The Trust is authorized to issue up to 2.36 million unit rights; however, the number of trust units reserved for issuance upon exercise of the rights shall not exceed 10 percent of the aggregate number of issued and outstanding trust units of the Trust. The Plan allows for the holder of rights to either exercise the right based on the original grant price or on a modified price as calculated per the Plan of Arrangement. Unit right grant prices are set at the market closing price for the trust units on the date prior to the unit rights being issued. Trust unit rights granted under the Plan generally vest over a three-year period and expire approximately five years from the grant date.

### **Unrealized Foreign Exchange**

Unrealized foreign exchange gains of \$1.96 million in 2008 compare to gains of \$0.23 million for 2007. Gains and losses result from translations of Zargon's US subsidiaries into Canadian dollars at rates as determined under the temporal method of converting foreign subsidiaries as required by Canadian GAAP. Relative to recent years, the extreme volatility in the US/Cdn dollar has created large non-cash translation gains as recorded in Zargon's income statement.

### **Future Income Taxes**

The provision for the future tax expense for 2008 was \$12.75 million when compared to a future tax recovery of \$15.47 million in 2007 and a recovery of \$2.82 million in 2006. Effectively, Zargon's future tax obligations are reduced as distributions are made from the Trust and, consequently, it is anticipated that Zargon's effective tax rate will continue to be low through to 2011. The 2007 prior year includes a second quarter recovery and a fourth quarter recovery relating to reductions in future federal and provincial income tax rates substantively enacted during the respective 2007 quarters. Additionally, the increase in future tax expense, when compared to the 2007 prior year, is significantly impacted by the increase in earnings before income taxes for the period as a result of previously mentioned items such as increased unrealized risk management gains.

On October 31, 2006, the Federal Government announced tax proposals pertaining to taxation of distributions paid by trusts and the personal tax treatment of trust distributions. Currently, the Trust does not pay tax on distributions as tax is paid by the unitholders. On June 12, 2007, the Federal Government enacted these tax proposals, which would have resulted in taxation of distributions at the Trust level at a rate of 31.5 percent effective January 1, 2011. Subsequent 2007 fourth quarter legislation has lowered this tax rate to 29.5 percent in 2011 and 28.0 percent beyond 2011 to assimilate recent corporate tax rate changes. Prior to June 2007, the Trust estimated the future income tax on certain temporary differences between amounts recorded on its balance sheet for book and tax purposes to have a nil effective tax rate. Under the legislation, the Trust now estimates the effective tax rate on the post 2010 reversal of these temporary differences to be approximately 28.0 percent. Until 2011, Zargon's future tax obligations are reduced as distributions are made from the Trust and, consequently, it is anticipated that Zargon's effective tax rate will continue to be low until that time.

Based on its assets and liabilities as at June 30, 2007, the quarter in which the tax proposals were substantively enacted, the Trust had estimated the amount of its temporary differences, which were previously not subject to tax, and had estimated the periods in which these differences will reverse. At June 30, 2007, the Trust estimated that \$7.05 million net tax deductible temporary differences will reverse after January 1, 2011, which resulted in a reduction of the future tax liability by \$2.22 million in the 2007

second quarter. The taxable temporary differences relate principally to the remaining tax pools attributed to the oil and gas properties being greater than their net book value. The year-over-year increase in the future tax expense reflects these prior year legislated adjustments.

On December 15, 2006, the Canadian Federal Department of Finance stated its intention to allow conversions of specified investment flow through (“SIFT”) income trusts to a corporation without any adverse tax consequences to investors. On July 14, 2008, the Department of Finance released the draft legislative proposals to allow the conversion of these SIFT trusts into corporations. Zargon is currently reviewing and assessing this recent legislation and is considering its potential impact on the organization while Zargon’s management develops its strategic plan beyond 2010, which is the effective date of the new SIFT tax rules.

On February 26, 2008, the Federal Government, in its Federal Budget, announced changes to the SIFT tax rules. The provincial component of the SIFT tax will be based on the provincial rates where the SIFT has a permanent establishment rather than using a 13.0 percent flat rate. As the tax rate change has not been substantively enacted, no future income tax rate benefit has been recorded in the financial statements.

### Non-Controlling Interest – Exchangeable Shares

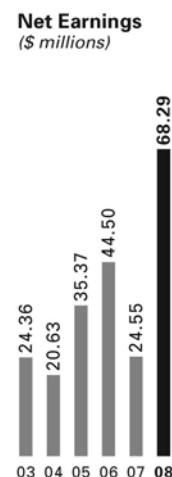
According to the January 19, 2005 CICA pronouncement, EIC-151 “Exchangeable Securities Issued by Subsidiaries of Income Trusts”, Zargon Energy Trust must reflect the exchangeable securities issued by its subsidiary, Zargon Oil & Gas Ltd. as either a non-controlling interest or debt on the consolidated balance sheet unless they meet certain criteria. The exchangeable shares issued by Zargon Oil & Gas Ltd., a corporate subsidiary of the Trust, are publicly traded and have an expiry term, which could be extended at the option of the Board of Directors. Therefore, these securities are considered, by EIC-151, to be transferable to third parties and to have an indefinite life. EIC-151 states that if these criteria are met, the exchangeable shares should be reflected as a non-controlling interest. Prior to 2005, these exchangeable shares were reflected as a component of unitholders’ equity.

Accordingly, the Trust has increased its unitholders’ equity and non-controlling interest for 2008 by \$12.52 million (2007 – \$6.64 million) on the Trust’s consolidated balance sheets. Consolidated net earnings for 2008 have been reduced for net earnings attributable to the non-controlling interest by \$10.10 million (2007 – \$3.81 million). In accordance with EIC-151, and given the circumstances in Zargon’s case, each redemption is accounted for as a step-purchase, which for 2008 resulted in an additional increase in property and equipment of \$3.39 million (2007 – \$8.82 million) and an increase in the future income tax liability of \$0.97 million (2007 – \$5.99 million). Funds flow from operating activities were not impacted by this change.

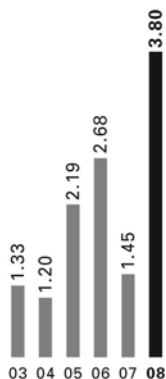
The cumulative impact to date of the application of EIC-151 has been to increase gross property and equipment by \$55.15 million (for depletion impact see note 5 in the audited consolidated financial statements), unitholders’ equity and non-controlling interest by \$65.87 million, future income tax liability by \$18.19 million and an allocation of net earnings to exchangeable shareholders of \$28.91 million.

### Net Earnings

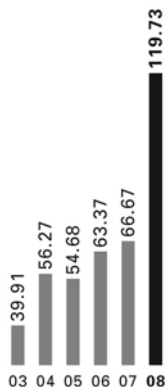
Zargon’s 2008 net earnings were \$68.29 million, a 178 percent increase from \$24.55 million in 2007. The 2006 net earnings were \$44.50 million. The net earnings track the funds flow from operating activities for the respective periods modified by asset retirement expenditures and non-cash charges, which in 2008; includes depletion and depreciation, unrealized risk management gains/losses, future income tax expenses/recoveries, unit-based compensation and non-controlling interest. The primary reasons for the increase in net earnings when comparing the year ended 2008 to the 2007 prior year, are the previously mentioned items such as the increase in petroleum and natural gas revenue (\$73.98 million) and the change in unrealized risk management gains (\$61.17 million), offset by realized risk management losses (\$19.98 million), increased depletion and depreciation expenses (\$11.23 million), production costs (\$7.29 million), royalties (\$13.90 million), the related items of future tax expenses (\$28.22 million) and



**Net Earnings  
Per Unit**  
(\$/unit – diluted)



**Net Capital  
Expenditures**  
(\$ millions)



increased non-controlling interest (\$6.30 million). On a per diluted unit basis, 2008 net earnings were \$3.80 compared to \$1.45 in 2007 and \$2.68 in 2006.

The 2008 net earnings were 64 percent of funds flow from operating activities, primarily reflecting the increase in unrealized risk management gains and the increase in future income tax expenses. The 2007 net earnings represented 31 percent of funds flow from operating activities compared to 54 percent of funds flow from operating activities in 2006.

**Capital Expenditures**

Total net capital expenditures (including net property acquisitions, cash and equity consideration and net debt assumed for corporate acquisitions) in 2008 of \$119.73 million increased 80 percent from \$66.67 million in 2007, reflecting the \$59.85 million attributed to the corporate acquisitions of Rival and Newpact and \$6.19 million attributed to other property acquisitions. Conversely, in 2008, Zargon completed a drilling program of 39 gross (35.9 net) wells compared to 53 gross (46.9 net) wells in 2007 and, as a result, drilling and completion expenditures decreased commensurately by 17 percent to \$27.66 million. Of the total 2008 net capital expenditures, \$19.68 million were expended on West Central Alberta, \$26.03 million on Alberta Plains, \$13.83 million on Williston Basin properties, \$0.34 million was incurred corporately on leasehold improvements and administrative assets and \$59.85 million was attributed to the corporate acquisitions.

**Capital Expenditures**

(\$ millions)	2008	2007	2006
Undeveloped land	8.14	7.49	5.25
Geological and geophysical (seismic)	4.44	4.41	3.34
Drilling and completion of wells	27.66	33.15	41.80
Well equipment and facilities	13.11	18.49	15.94
Exploration and development	53.35	63.54	66.33
Property acquisitions <sup>(1)</sup>	6.41	3.04	1.40
Property dispositions	(0.22)	(1.18)	(4.54)
Net property acquisitions/(dispositions) <sup>(1)</sup>	6.19	1.86	(3.14)
Corporate acquisitions assigned to property and equipment <sup>(2)</sup>	59.85	-	-
Total net capital expenditures excluding administrative assets <sup>(1) (2)</sup>	119.39	65.40	63.19
Administrative assets	0.34	1.27	0.18
Total net capital expenditures <sup>(1) (2)</sup>	119.73	66.67	63.37

(1) Amounts include capital expenditures acquired for cash and equity issuances.

(2) Amounts include capital expenditures acquired for cash, equity issuances, acquisition costs and net debt assumed on corporate acquisitions.

## CORPORATE ACQUISITIONS

On January 23, 2008, a subsidiary of the Trust acquired all of the issued and outstanding common shares of Rival Energy Ltd. ("Rival"), a public oil and gas company, for consideration of \$30.06 million. Consideration consisted of \$16.40 million cash, the issuance of 573,300 Zargon trust units valued at \$23.32 per unit and transaction costs of \$0.29 million. Net debt of approximately \$17.77 million was assumed as part of this acquisition.

The results of operations for Rival have been included in the consolidated financial statements since January 23, 2008.

On May 16, 2008, a subsidiary of the Trust acquired all of the issued and outstanding common shares of Newpact Energy Corp. ("Newpact"), a private oil and gas company, for consideration of \$9.54 million. Consideration consisted of the issuance of 425,940 Zargon trust units valued at \$22.04 per unit and transaction costs of \$0.15 million. Net debt of approximately \$2.49 million was assumed as part of this acquisition.

The results of operations for Newpact have been included in the consolidated financial statements since May 16, 2008.

## SUBSEQUENT EVENTS

On February 27, 2009, Zargon entered into an Arrangement Agreement pursuant to which Zargon has agreed to make an offer to acquire all the issued and outstanding common shares of Masters Energy Inc. ("Masters") and assume approximately \$13.20 million of net debt (including transaction costs) subject to a number of conditions. Pursuant to the Arrangement Agreement, Masters shareholders will have the option of receiving 0.120 Zargon trust units, up to a maximum of 1.49 million trust units, or \$1.83 for each Masters common share, up to an aggregate maximum of \$5.70 million in cash.

## LIQUIDITY AND CAPITAL RESOURCES

In 2008, the summation of the funds outflows pertaining to the net capital expenditure program (\$119.73 million) and the cash distributions to unitholders (\$39.09 million) exceeded the summation of the funds inflows coming from the funds flow from operating activities (\$106.91 million) plus the issuance of trust units (\$25.08 million) by \$26.83 million.

Zargon's financing philosophy and the three sources of funding are as follows:

- Internally generated funds flow from operating activities provides the basic level of funding for the Trust's annual capital expenditures program and for distributions to unitholders.
- Debt may be utilized for acquisitions or to expand capital programs when it is deemed appropriate. As at December 31, 2008 the Trust had \$180 million in syndicated committed credit facilities of which \$101.90 million or 57 percent of these facilities are unutilized.
- New equity, if available and if on favourable terms, can be utilized for acquisitions or to expand capital programs.

The volatility of oil and natural gas prices, the uncertainty relating to Alberta royalties and Canadian income trust tax rules and recent global economic concerns have partially restricted the oil and natural gas industry's ability to attract new capital from debt and equity markets. Zargon's historically conservative strategy of maintaining a relatively low cash distribution to funds flow ratio and conservative debt levels should enable Zargon to maintain its capital and distribution programs during periods of limited access to debt and equity capital.

### Cash Distributions Analysis

(\$ millions)	2008	2007	2006
Cash flows from operating activities	<b>110.12</b>	76.30	83.74
Net earnings	<b>68.29</b>	24.55	44.50
Actual cash distributions paid or payable relating to the period	<b>(39.09)</b>	(36.70)	(35.90)
Excess of cash flows from operating activities over cash distributions paid	<b>71.03</b>	39.60	47.84
Excess (shortfall) of net earnings over cash distributions paid	<b>29.20</b>	(12.15)	8.60

Management monitors the Trust's distribution policy with respect to forecasted net cash flows, debt levels and capital expenditures. Zargon's cash distributions are discretionary to the extent that these distributions do not cause a breach of the financial covenants under Zargon's credit facilities and to the extent the Trust (non-consolidated) is not taxable. As a crude oil and natural gas Trust, Zargon's reserve base is depleted with production and therefore, Zargon relies on ongoing exploration, development and acquisition activities to replace reserves and to offset production declines. The success of these exploration, development and acquisition capital programs, along with commodity price fluctuations are the main factors influencing the sustainability of the Trust's distributions.

For the year ended December 31, 2008, cash flows from operating activities (after changes in non-cash working capital) of \$110.12 million exceeded cash distributions of \$39.09 million. This was consistent with the year ended December 31, 2007, in which cash flows from operating activities (after changes in non-cash working capital) of \$76.30 million exceeded cash distributions of \$36.70 million.

For the year ended December 31, 2008, cash distributions of \$39.09 million were exceeded by net earnings of \$68.29 million. Net earnings include significant non-cash charges (\$39.52 million in 2008) that do not impact cash flows. For the year ended December 31, 2007, cash distributions of \$36.70 million exceeded net earnings of \$24.55 million. Net earnings also include fluctuations in future income taxes due to changes in tax rates and tax rules. In addition, other non-cash charges such as depletion and depreciation are not a good proxy for the cost of maintaining Zargon's productive capacity given the natural declines associated with crude oil and natural gas assets. In the instances where distributions exceed net earnings, a portion of the cash distribution paid to unitholders may represent an economic return of the unitholders' capital.

For the year ended December 31, 2008, cash distributions and net capital expenditures totalled \$158.82 million (\$134.91 million excluding the \$23.91 million of equity issuances attributed to corporate and property acquisitions), which was \$48.70 million higher than the cash flows from operating activities (after changes in non-cash working capital) of \$110.12 million. For the year ended December 31, 2007, cash distributions and net capital expenditures totalled \$103.37 million, which was \$27.06 million higher than the cash flows from operating activities (after changes in non-cash working capital) of \$76.30 million. Zargon relies on access to debt and capital markets to the extent cash distributions and net capital expenditures exceed cash flows from operating activities (after changes in non-cash working capital). Over the long term, Zargon expects to fund cash distributions and capital expenditures with its cash flows from operating activities; however, it will continue to fund acquisitions and growth through additional debt and equity issuances. In the crude oil and natural gas industry, because of the nature of reserve reporting, the natural reservoir declines and the risks involved in capital investment, it is not possible to distinguish between capital spent on maintaining productive capacity and capital spent on growth opportunities. Therefore, maintenance capital is not disclosed separately from development capital spending.

During the year ended December 31, 2008, Zargon has maintained a monthly distribution of \$0.18 per trust unit.

## Capital Sources and Uses

(\$ millions)	2008	2007	2006
Funds flow from operating activities <sup>(1)</sup>	106.91	79.84	82.89
Change in bank debt	20.71	26.83	19.70
Issuance of trust units	25.08	2.13	4.02
Cash distributions to unitholders	(39.09)	(36.70)	(35.90)
Changes in working capital and other	6.12	(5.43)	(7.34)
<b>Total capital sources</b>	<b>119.73</b>	<b>66.67</b>	<b>63.37</b>

(1) Throughout the report, funds flow from operating activities is now calculated inclusive of asset retirement expenditures. All prior period calculations have been restated to reflect this change.

## Funds Flow from Operating Activities

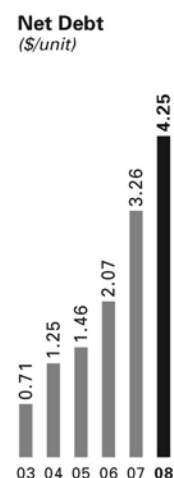
It is anticipated that Zargon's 2009 exploration and development capital budget and cash distributions to unitholders will be financed through the Trust's funds flow from operating activities and its credit facilities. Funds flow is partially influenced by factors that the Trust cannot control, such as commodity prices, the US/Canadian dollar exchange rates and interest rates. Zargon's 2009 estimated sensitivity to moderate fluctuations in these key business parameters is shown in the accompanying table.

## Funds Flow Sensitivity Summary

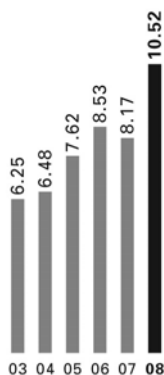
	Change in 2009 Funds Flow	
	(\$ millions)	(\$/unit)
Change of \$1.00 US/bbl in the price of WTI oil	1.01	0.05
Change in oil production of 100 bbl/d	1.99	0.09
Change of \$0.10 US/mcf in the price of NYMEX natural gas	0.66	0.03
Change in natural gas production of one mmcf/d	1.79	0.08
Change of \$0.01 in the \$US/\$Cdn exchange rate	1.42	0.07

## Bank Debt

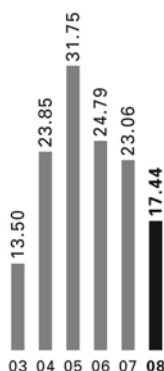
On January 31, 2008, in conjunction with its corporate acquisition of Rival Energy Ltd., Zargon amended its syndicated committed credit facilities, which resulted in an increase in the available facilities and borrowing base to \$150 million from the previous amount of \$120 million. On July 28, 2008, Zargon further amended and renewed these syndicated committed credit facilities, which resulted in an increase in the available facilities and borrowing base to \$180 million from the previous amount of \$150 million. In conjunction with this amendment and renewal, Zargon has added another major Canadian based financial institution to its existing banking syndicate, bringing the syndicate to three major Canadian based institutions. These facilities consist of a \$170 million tranche available to the Canadian borrower and a US\$8 million tranche available to the US borrower. A \$300 million demand debenture on the assets of the subsidiaries of the Trust has been provided as security for these facilities. The facilities are fully revolving for a 364-day period with the provision for an annual extension at the option of the lenders and upon notice from Zargon's management. The next renewal date is July 28, 2009. Should the facilities not be renewed, they convert to one year non-revolving term facilities at the end of the revolving 364-day period. Repayment would not be required until the end of the non-revolving term and, as such, these facilities have been classified as long term debt. These expanded facilities continue to be available for general corporate purposes and the potential acquisition of additional oil and natural gas properties such as those most recently acquired through the corporate acquisitions of Rival Energy Ltd. and Newpact Energy Corp.



**Unitholders' Equity**  
(\$/unit)



**Zargon Year End Trust Unit Price**  
(\$/unit)



At December 31, 2008, bank debt was \$77.58 million, an increase of \$20.71 million from the prior year end bank debt amount of \$56.87 million. The increase in bank debt was primarily attributed to the corporate acquisitions of Rival Energy Ltd. and Newpact Energy Corp. Zargon reviews its compliance with its bank debt covenants on a quarterly basis and has no violations as at December 31, 2008.

Zargon's debt net of working capital (excluding unrealized risk management assets/liabilities and future income taxes) of \$87.71 million at December 31, 2008 was equivalent to 82 percent of the 2008 funds flow from operating activities of \$106.91 million. At December 31, 2007, the debt net of working capital (excluding unrealized risk management assets/liabilities and future income taxes) was \$63.76 million, equivalent to 80 percent of the 2007 funds flow from operating activities of \$79.84 million.

**Equity**

At March 9, 2009, Zargon had 18.591 million trust units and 1.850 million exchangeable shares outstanding. Assuming full conversion of exchangeable shares at the current effective exchange ratio of 1.46953, there would be 21.310 million trust units outstanding at this date. Pursuant to the trust unit rights incentive plan, there are currently an additional 1.520 million trust unit incentive rights issued and outstanding.

During 2008, 15.101 million Zargon trust units traded on the Toronto Stock Exchange with a high trading price of \$26.84 per unit, a low of \$12.30 per unit and a closing price of \$17.44 per unit. The 2008 trading statistics show a 118 percent year-over-year increase in trading volume and a 24 percent decrease in the closing unit price. Zargon's market capitalization (including the market value of exchangeable shares) at year end 2008, was approximately \$369 million, compared to approximately \$456 million at the end of 2007.

**Segmented Geographic Information**

During 2008, approximately 88 percent (2007 – 86 percent) of Zargon's combined petroleum and natural gas revenue came from Western Canadian (Alberta, Saskatchewan and Manitoba) properties, with the remaining 12 percent (2007 – 14 percent) of revenues generated in the United States (North Dakota). This shift in weighting is due to additional revenues generated from the Rival and Newpact corporate acquisitions which both were comprised of only Canadian oil and natural gas properties.

**OFF BALANCE SHEET ARRANGEMENTS**

The Trust has no guarantees or off balance sheet arrangements, except for letters of credit which have been issued in the normal course of business of approximately \$0.52 million as at December 31, 2008.

**RELATED PARTY TRANSACTIONS**

During the year, the Trust paid \$0.05 million (2007 – \$0.05 million) for vehicle leases to a company owned by a Board member and \$0.23 million (2007 – \$0.07 million) for legal services to a law firm in which a Board member is a partner. All amounts were based on normal commercial terms and conditions.

## CONTRACTUAL OBLIGATIONS

Zargon has certain contractual obligations relating to the lease of head office space and natural gas transportation sales contracts that extend for longer than one year as set out in the table below:

(\$ millions)	Total	2009	2010 to 2011	2012 to 2013	Thereafter
Head office lease and other	5.51	1.81	2.95	0.75	-
Natural gas transportation sales contracts	0.48	0.38	0.09	0.01	-
<b>Total</b>	<b>5.99</b>	<b>2.19</b>	<b>3.04</b>	<b>0.76</b>	<b>-</b>

## CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements, in accordance with Canadian generally accepted accounting principles, requires management to make judgments and estimates that affect the financial results of the Trust. Zargon's management reviews its estimates regularly, but new information and changed circumstances may result in actual results or changes to estimated amounts that differ materially from current estimates. The critical estimates are discussed below:

### Petroleum and Natural Gas Reserves

All of Zargon's petroleum and natural gas reserves are evaluated and reported on by independent petroleum engineering consultants in accordance with Canadian Securities Administrators' National Instrument 51-101 ("NI 51-101"). The estimation of reserves is a subjective process. Forecasts are based on engineering data, projected future rates of production, commodity prices and the timing of future expenditures, all of which are subject to numerous uncertainties and various interpretations. The Trust expects that its estimates of reserves will change to reflect updated information. Reserve estimates can be revised upward or downward based on the results of future drilling, testing, production levels and changes in costs and commodity prices.

### Full Cost Accounting

Zargon follows the full cost method of accounting for petroleum and natural gas operations as outlined in Canadian Institute of Chartered Accountants ("CICA") accounting guideline "Oil and Gas Accounting – Full Cost" (AcG-16). Under this accounting method, all costs related to the exploration for and development of petroleum and natural gas reserves are capitalized. Capitalized costs, as well as the estimated future expenditures to develop proved reserves, are depleted using the unit-of-production method based on estimated proved oil and natural gas reserves.

In applying the full cost method, Zargon calculates a ceiling test on a quarterly basis to ensure that the net carrying value of petroleum and natural gas assets does not exceed the estimated undiscounted future net cash flow from production of proved reserves. Accordingly, the Trust must base this calculation of future net cash flow on estimated forecasted sales prices, costs and regulations in effect at the period end. AcG-16 limits the carrying value of petroleum and natural gas properties to their fair value. The fair value is equal to estimated future cash flow from proved and probable reserves using future price forecasts and costs discounted at a risk-free rate.

### **Asset Retirement Obligations**

Zargon follows CICA Section 3110, "Asset Retirement Obligations," which requires liability recognition for retirement obligations associated with the Trust's property, plant and equipment. Under this policy, the Trust is required to provide for future removal and site restoration costs. The Trust must estimate these costs in accordance with existing laws, contracts or other policies and must also estimate a credit adjusted risk-free rate and inflation rate in this calculation. These estimated costs are charged to earnings and the appropriate liability account over the expected life of the asset. When the future removal and site restoration costs cannot be reasonably determined, a contingent liability may exist. Contingent liabilities are charged to earnings when management is able to determine the amount and the likelihood of the future obligation.

### **Income Tax Accounting**

The determination of the Trust's income and other tax liabilities requires interpretation of complex laws and regulations. All tax filings are subject to audit and potential reassessment after the lapse of considerable time. Accordingly, the actual income tax liability may differ significantly from that estimated and recorded by management.

## **RECENT CANADIAN ACCOUNTING PRONOUNCEMENTS**

As of January 1, 2008, the Trust adopted two new CICA standards, Section 3862 "Financial Instruments – Disclosures" and Section 3863 "Financial Instruments – Presentation," which replaced Section 3861 "Financial Instruments – Disclosure and Presentation." The new disclosure standard increases the emphasis on the disclosure of the risks associated with both recognized and unrecognized financial instruments and how those risks are managed. The new presentation standard carries forward the former presentation requirements.

As of January 1, 2008, the Trust adopted the new CICA Section 1535 "Capital Disclosures," which requires companies to disclose their objectives, policies and processes for managing capital. In addition, disclosures are to include whether companies have complied with externally imposed capital requirements.

The Trust has identified new and revised accounting pronouncements that have been issued that are not yet effective and determined that the following may have a significant impact on the Trust:

As of January 1, 2009, Zargon will be required to adopt the CICA Handbook Section 3064, "Goodwill and Intangible Assets," which will replace the existing Goodwill and Intangible Assets standard. The new standard revises the requirement for recognition, measurement, presentation and disclosure of intangible assets. The adoption of this standard is not expected to have a material impact on Zargon's consolidated financial statements.

In December 2008, the CICA issued Section 1582 "Business Combinations," which will replace CICA Section 1581 of the same name. Under this guidance, the purchase price used in a business combination is based on the fair value of shares exchanged at their market price at the date of the exchange. Currently the purchase price used is based on the market price of the shares for a reasonable period before and after the date the acquisition is agreed upon and announced. This new guidance generally requires all acquisition costs to be expensed, which currently are capitalized as part of the purchase price. Contingent liabilities are to be recognized at fair value at the acquisition date and remeasured at fair value through earnings each period until settled. Currently only contingent liabilities that are resolved and payable are included in the cost to acquire the business. In addition, negative goodwill is required to be recognized immediately in earnings, unlike the current requirement to eliminate it by deducting it from the non-current assets in the purchase price allocation. Section 1582 will be effective for the Trust on January 1, 2011 with prospective application. The Trust is currently evaluating the impact of the adoption of the new Section on its consolidated financial statements.

In December 2008, the CICA issued Sections 1601 "Consolidated Financial Statements," and 1602 "Non-controlling Interests," which replaces existing guidance under Section 1600 "Consolidated Financial Statements." Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 provides guidance on accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. These standards will be effective for the Trust on January 1, 2011. The Trust is currently evaluating the impact of the adoption of these new Sections on its consolidated financial statements.

In January 2006, the CICA Accounting Standards Board ("AcSB") adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, the AcSB confirmed in February 2008 that International Financial Reporting Standards ("IFRS") will replace Canadian GAAP in 2011 for profit-oriented Canadian publicly accountable enterprises. As Zargon will be required to report its results in accordance with IFRS starting in 2011, the Trust is assessing the potential impacts of this changeover and developing its plan accordingly. Zargon has enlisted an independent consulting firm to assist with the assessment and planning of this project. To date Zargon management, with the assistance of an independent consulting firm, has performed an analysis of key differences between Canadian GAAP as it pertains to Zargon and IFRS. Zargon's internal steering committee is in the process of planning the steps required to achieve the proper implementation of IFRS.

### **Design and Evaluation of Internal Control over Financial Reporting and Disclosure Controls and Procedures**

Zargon is required to comply with National Instrument 52-109 "Certification of Disclosure in Issuers' Annual and Interim Filings" and is required to make specific disclosures with respect to NI 52-109 as follows:

- The Trust has designed and evaluated the effectiveness of Disclosure Control and Procedures ("DC&P"). The President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer have concluded that DC&P are designed appropriately and are operating effectively as at December 31, 2008.
- The Trust has designed and evaluated the effectiveness of Internal Controls over Financial Reporting ("ICFR"). The President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer have concluded that the ICFR are designed appropriately and are operating effectively as at December 31, 2008.
- The Trust reports that no changes were made to ICFR during 2008 that have materially affected, or are reasonably likely to materially affect the Trust's ICFR.
- The Trust has no interests in proportionately consolidated entities or variable interest entities other than Oil and Gas Joint Ventures. Accordingly, the scope of the design of DC&P and ICFR have not been limited to exclude controls, policies and procedures with respect to proportionately consolidated entities or variable interest entities. The scope of the design of DC&P and ICFR have not been limited to exclude controls, policies and procedures with respect to any businesses that Zargon has acquired during 2008.

Because of their inherent limitations, disclosure controls and procedures and internal controls over financial reporting may not prevent or detect misstatements, errors or fraud. Control systems, no matter how well conceived or operated, can provide only reasonable, not absolute assurance that the objectives of the control systems are met.

## BUSINESS RISKS AND OUTLOOKS

### Business Risks

Zargon's external business risks arise from the uncertainty of oil and natural gas pricing, the uncertainty of interest and exchange rates, environmental and safety issues and financial and liquidity considerations. Additional risks arise from the production performance of existing properties (including natural decline), the changes in tax, royalty and other regulatory standards and uncertain results from capital expenditure programs.

Oil and natural gas prices may fluctuate widely in response to many factors, such as global and North American supply and demand, economic conditions, weather conditions, political stability, the supply and price of imported oil and liquefied natural gas, production and storage levels of North American natural gas and government regulations. Zargon attempts to minimize pricing and currency exchange uncertainty with a risk management program that encompasses a variety of financial instruments. These could include forward sales of oil and natural gas production (either through financial derivative transactions such as swaps or by physical contracts), put options on both oil and natural gas, costless collars (in which some potential high price gain is given up in return for potential low price support) and US dollar currency risk management transactions in different forms for up to 30 percent of its oil and natural gas production volumes. In general, the Trust seeks to use strategies that allow minimum price expectations to be met in order that distributions and capital programs can be funded. This strategy is designed mainly to protect the Trust against periods of unusually low commodity prices and, by its nature, is likely to produce significant risk management losses when prices are unusually high.

Environmental and safety risks are mitigated through compliance with provincial and federal environmental and safety regulations by maintaining adequate insurance and by adopting appropriate emergency response and employee safety procedures.

The Trust is subject to a broad range of laws and regulatory requirements. Changes in government regulations, including reporting requirements, income tax laws, operating practices, environmental protection requirements and royalty rates can have a significant impact on Zargon. Although Zargon has no control over these regulatory risks, the Trust actively monitors changes, participates in industry organizations and, when required, engages the assistance of third party experts to assess the impact of such changes on the Trust's financial and operating results.

Financial and liquidity risks are reduced by limiting debt financing to self-imposed debt to funds flow guidelines. Zargon maintains a low cash distribution to funds flow from operating activities ratio to ensure funding is available for capital programs to sustain per unit production and reserves. Access to capital markets, if required for additional financing by either debt or equity issuances, is dependent upon maintaining strong performance and relationships with investors. A substantial portion of the Trust's accounts receivable are with companies in the oil and gas industry and are subject to normal industry credit risks. Management regularly monitors the aging of receivable balances to mitigate this risk. With respect to financial instruments utilized for risk management purposes, the Trust partially mitigates associated credit risk by limiting transactions to counterparties with investment grade credit ratings.

Changes to the Canadian income trust tax rules after 2010 and the Alberta government's January 1, 2009 royalty changes may have negatively impacted the Canadian oil and gas trust industry's access to new capital from debt and equity markets in the future.

Recent global credit issues arising from deteriorating credit markets may also have negatively impacted overall access to new capital from debt and equity markets in the near future. Management believes that the 2008 amendments to its credit facilities provide Zargon reasonable capacity for its operations.

Zargon actively manages the risks of its capital programs and reserves by concentrating drilling and subsequent development activities in areas where it has demonstrated proven technical capabilities and understanding. Zargon's capital budget is managed to limit exposure so that significant capital is not risked on any one project or concept.

### **Environmental Regulation and Risk**

All phases of the oil and natural gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of federal, provincial and local laws and regulations. In 2002, the Government of Canada ratified the Kyoto Protocol (the "Protocol"), which calls for Canada to reduce its greenhouse gas emissions to specified levels. There has been much public debate with respect to Canada's ability to meet these targets and the Government's strategy or alternative strategies with respect to climate change and the control of greenhouse gases.

In 2008 the Federal Government released its Action Plan to Reduce Greenhouse Gases and Air Pollution (the "Action Plan"), also known as "ecoACTION," which includes the Regulatory Framework for Air Emissions, and the Alberta Government has also introduced legislation regarding greenhouse gas emissions.

On March 8, 2007, the Alberta government introduced legislation to reduce greenhouse gas emission intensity. Bill 3 states that facilities emitting more than 100,000 tonnes of greenhouse gases per year must reduce their emissions intensity by 12 percent over the average emissions levels of 2003, 2004 and 2005; if they are not able to do so, these facilities will be required to pay \$15 per tonne for every tonne above the 12 percent target, beginning on July 1, 2007. At this time, the Trust has determined that there is currently no impact of this legislation on Zargon's existing facilities ownership.

Although Zargon is not a large emitter of greenhouse gases, the Trust continues to monitor developments in this area. Although environmental legislation is evolving in a manner which could result in stricter standards and enforcement, larger fines and liability, and potentially increased capital expenditures and operating costs, at this time it is not possible to predict the impact of these requirements on the Trust and its operations and financial condition.

### **Alberta Royalty and Tax Regime**

On February 16, 2007, the Alberta Government announced that a review of the Province's royalty and tax regime (including income tax and freehold mineral rights tax) pertaining to oil and gas resources, including oil sands, conventional oil and gas and coalbed methane, would be conducted by a panel of experts with the assistance of individual Albertans and key stakeholders. On September 18, 2007, the Royalty Review Panel delivered its final report and recommendations to the Government of Alberta. The report titled "Our Fair Share," recommended significant increases to royalties levied on natural gas, conventional oil and oil sands produced in Alberta. On October 25, 2007, the Alberta Government released details of its planned implementation of the final Royalty Review Panel report, titled "The New Royalty Framework" ("NRF"). Zargon has reviewed the modifications proposed by the Government of Alberta to its royalty program, which is scheduled to take effect on January 1, 2009, and provides the following observations:

- Currently, approximately 31 percent of Zargon's production is from properties located outside Alberta and is therefore not affected by the NRF.
- Royalties determined under the NRF will be determined based on commodity prices, well productivity and depth of wells. A significant portion of Zargon's wells are lower productivity wells that, on a relative basis, are less impacted by the NRF than higher productivity wells.
- The NRF will have a negative impact on the economics of Zargon's ongoing natural gas exploration programs, which target moderate rate natural gas wells in our West Central Alberta and Alberta Plains

core areas. Although, at the recent lower commodity price levels, the impact of the NRF on Zargon's royalties has been reduced.

On March 3, 2009, the Government of Alberta announced a three-point incentive program to stimulate new and continued economic activity in Alberta, which included a drilling royalty credit for new conventional oil and natural gas wells and a new well royalty incentive program. The new well incentive program will apply to wells commencing production of conventional oil and natural gas between April 1, 2009 and March 31, 2010 and provides for a maximum five percent royalty rate for the first twelve months of production, up to a maximum of 50,000 barrels of oil or 500 million cubic feet of natural gas. Zargon's management is assessing the impact of this recent announcement on its operations.

### Outlook

With a strong balance sheet, 419 thousand net acres of undeveloped land and a promising project inventory that has been augmented by the 2008 Rival and Newpact corporate acquisitions, Zargon continues to be well positioned to meet its value-creating objectives in 2009 and beyond. At this time in early March 2009, future commodity markets indicate that in 2009 both oil and natural gas prices will be considerably lower than their 2008 averages. Furthermore, there is evidence that some of the upward pressures on the industry's input costs have been alleviated, allowing for improved capital program efficiencies for field activities and for property and corporate acquisitions.

Although the recent world-wide economic crisis, depressed commodity prices, changes to the Canadian income trust tax rules after 2010 and the Alberta Government's 2009 royalty changes have negatively impacted our industry, we are optimistic about Zargon's long term value-seeking strategy in this evolving business. Consistent with its history, Zargon will continue to adhere to a focused strategy of exploring and exploiting its existing asset base while executing accretive acquisitions which will be funded by debt or equity issuances.

### SELECTED QUARTERLY INFORMATION

(\$ millions, except per unit amounts)	2008				2007			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Petroleum and natural gas revenue	41.25	66.35	69.66	52.24	41.13	36.64	39.21	38.53
Funds flow from operating activities	20.40	29.75	32.02	24.75	20.10	17.38	20.56	21.80
Per unit – diluted	0.97	1.42	1.55	1.23	1.02	0.88	1.05	1.12
Cash flows from operating activities	24.84	33.58	36.44	15.27	14.23	24.64	19.09	18.35
Per unit – diluted	1.18	1.60	1.76	0.76	0.72	1.25	0.97	0.94
Net earnings	28.19	40.05	(4.51)	4.56	2.20	5.50	11.63	5.22
Per unit – diluted	1.53	2.20	(0.25)	0.26	0.13	0.32	0.68	0.31
Cash distributions	9.96	9.87	9.71	9.55	9.21	9.19	9.17	9.12
Per unit – diluted	0.54	0.54	0.54	0.54	0.54	0.54	0.54	0.54
Net capital expenditures	16.37	17.47	26.28	59.61	18.35	16.43	10.97	20.93
Total assets	447.60	426.63	418.88	396.90	343.11	327.54	324.96	324.31
Bank debt	77.58	74.95	85.45	92.18	56.87	44.10	46.74	37.68

## FOURTH QUARTER 2008 RESULTS

During the fourth quarter of 2008, Zargon's petroleum and natural gas revenues of \$41.25 million were 38 percent lower than the previous quarter's revenues. Production for the 2008 fourth quarter of 9,410 barrels of oil equivalent per day was one percent higher than the 2008 third quarter's production of 9,340 barrels of oil equivalent per day. Compared to the previous quarter, oil production increased two percent to 4,434 barrels per day as Williston Basin and Alberta Plains (Taber area) wells were placed on production. Fourth quarter natural gas production remained even with the previous quarter at 29.86 million cubic feet per day as recently drilled West Central Alberta and Alberta Plains natural gas wells were tied-in. Average field prices received during the fourth quarter, before the impact of financial risk management contracts, were \$53.87 per barrel for oil and liquids and \$6.99 per thousand cubic feet for natural gas, a 51 percent and a 14 percent decrease, respectively, compared to the 2008 third quarter prices. Zargon's field price differential for its blended 30 degree API crude oil stream decreased to a \$9.34 per barrel discount to the Edmonton reference crude oil price, a 28 percent decrease from Zargon's average differential of \$12.99 per barrel for the first nine months of 2008.

Funds flow from operating activities was \$20.40 million in the fourth quarter, a decrease of 31 percent or \$9.35 million from the prior quarter. A comparative analysis of the primary factors that caused this quarter-over-quarter increase is as follows:

- Fourth quarter 2008 petroleum and natural gas revenues of \$41.25 million were 38 percent lower than the 2008 third quarter revenues of \$66.35 million. This revenue decrease was a result of the 38 percent decrease in average realized commodity prices.
- Realized risk management gains were \$4.11 million in the fourth quarter of 2008, a \$12.13 million change over the prior quarter's \$8.02 million of realized risk management losses. The primary reason for the fourth quarter net gain related to gains (\$1.08 million) being realized on financial natural gas risk management contracts and gains (\$3.03 million) realized on financial oil risk management contracts. Oil and natural gas prices continued to weaken during the 2008 fourth quarter.
- Royalties for the fourth quarter were \$8.43 million, a decrease of \$5.03 million from the prior quarter. The average royalty rate for the quarter of 20.4 percent was consistent with the 20.3 percent rate from the 2008 third quarter.
- Production expenses were \$10.92 million for the quarter, a \$0.52 million or five percent increase from the third quarter of 2008. On a per barrel of oil equivalent basis, production expenses increased four percent to \$12.61 in the fourth quarter of 2008 compared to \$12.10 in the prior quarter. This quarterly incline in per unit costs was due in part to increased levels of workovers and seasonal repairs and maintenance costs.
- General and administrative expenses increased in the fourth quarter by \$0.35 million over the third quarter of 2008. This is a 13 percent increase compared to the prior quarter and is primarily due to costs related to the expansion of Zargon's technical staff and consultants.
- Interest and financing charges in the fourth quarter were \$0.97 million, a decrease of 23 percent or \$0.28 million from the prior quarter. The average debt level for the fourth quarter decreased eight percent to \$89.44 million compared to \$97.02 million in the third quarter of 2008, resulting in decreased debt servicing charges. Zargon's interest borrowing rates also declined during the quarter as the Bank of Canada lowered rates.
- Current income taxes of \$1.41 million were \$0.71 million higher than the 2008 third quarter taxes. The increase was primarily due to increased withholding taxes on dividends declared from Zargon's US subsidiary to its parent corporation.

- Asset retirement expenditures reflect the actual amounts incurred to abandon and reclaim unutilized non-producing wells. These asset retirement expenditures totalled \$0.25 million in the 2008 fourth quarter and increased from the prior quarter amount of \$0.15 million. The difference between accretion expenses (as reflected on the income statements) and asset retirement expenditures are a result of the timing differences between the estimating of future expenses and the actual incurrence of actual expenses during the period.

Net earnings for the quarter decreased \$11.86 million to \$28.19 million, a 30 percent decrease compared to the third quarter 2008 net earnings of \$40.05 million. Net earnings track the funds flow from operating activities for the respective periods modified by asset retirement expenditures and non-cash charges, which included the following for the fourth quarter of 2008:

- Unit-based compensation expense increased by \$0.03 million during the fourth quarter of 2008 to \$0.35 million, a nine percent increase from the third quarter. The increase is a result of additional unit rights granted in the fourth quarter of 2008.
- Depletion and depreciation expense increased by \$0.13 million to \$15.43 million in the 2008 fourth quarter. The additional expense resulted from the increased production in the fourth quarter and the use of an updated depletion and depreciation rate of \$17.82 per barrel of oil equivalent, compared to the prior quarter's \$17.80 per barrel of oil equivalent charge.
- Unrealized risk management gains in the 2008 fourth quarter of \$34.29 million were 26 percent lower than the third quarter gains of \$46.58 million. These unrealized gains result from "marking-to-market" financial risk management contracts at each period end. During the fourth quarter, unrealized risk management gains resulted from weaker commodity pricing at the December 31, 2008 mark-to-market date when compared to the third quarter September 30, 2008 mark-to-market date. In particular, lower year end futures oil pricing resulted in unrealized risk management contract oil gains of \$34.87 million slightly offset by natural gas contract losses of \$0.14 million and foreign exchange contract losses of \$0.44 million. The realization and the expiry of certain financial natural gas and oil contracts also affect the mark-to-market amounts.
- The provision for accretion of asset retirement obligations for the 2008 fourth quarter was \$0.58 million, relatively even with the prior quarter expense. The small quarter-over-quarter increase is due to changes in the estimated future liability for asset retirement obligations as a result of wells added through Zargon's drilling program inclusive of wells acquired/disposed of in the quarter and changes resulting from revisions to the timing and the amounts of the original estimates of undiscounted cash flows.
- Unrealized foreign exchange gains of \$1.92 million in the 2008 fourth quarter compare to gains of \$0.03 million for the prior quarter. Gains and losses result from translations of Zargon's US subsidiaries into Canadian dollars at rates as determined under the temporal method of converting foreign subsidiaries as required by Canadian GAAP. Relative to the closing foreign exchange rates at September 30, 2008 the significant decrease in the value of the Canadian dollar relative to the US dollar has created large non-cash translation gains as recorded in Zargon's income statement for the fourth quarter.
- The future income tax expense was \$8.24 million during the quarter compared to a future income tax expense of \$14.27 million from the third quarter of 2008. The decreased future income tax expense in the 2008 fourth quarter was due to a significant decrease of earnings before taxes of \$41.91 million compared to the third quarter earnings before taxes of \$61.03 million. In summary, the fourth quarter decrease in net earnings was primarily a result of lower commodity prices creating lower operating results and also from lower non-cash unrealized risk management contract gains in the quarter.
- Reduction in earnings due to non-controlling interests pertaining to exchangeable shares decreased to \$4.07 million in the 2008 fourth quarter from \$6.02 million in the third quarter. This was due to a decrease in net earnings before non-controlling interest in the fourth quarter.

Net capital expenditures were \$16.37 million during the fourth quarter of 2008, a six percent decrease from the prior quarter amount of \$17.47 million (which included \$1.14 million of property acquisitions). During the fourth quarter, Zargon completed an extensive field capital program focused on Alberta Plains core area Bellshill Lake oil exploitation wells, West Central Alberta natural gas exploration locations and Williston Basin core area horizontal oil exploitation wells. During the fourth quarter of 2008, 13.9 net wells were drilled compared to 7.7 net wells in the third quarter of 2008.

Cash distributions to unitholders declared for the 2008 fourth quarter totalled \$9.96 million (\$0.18 per trust unit per month).

### **ADDITIONAL INFORMATION**

Additional information regarding the Trust and its business operations, including the Trust's Annual Information Form for December 31, 2008, is available on the Trust's SEDAR profile at [www.sedar.com](http://www.sedar.com).