



CIC ENERGY CORP.

**Reviewed Consolidated Financial Statements
for the three months ended February 28, 2009 and February 29, 2008
(Expressed in Canadian Dollars)**

CIC Energy Corp.

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Directors' Report

For the three months ended February 28, 2009.

1. Review of activities

Main business and operations.

The company is a development stage enterprise focused on the development and operation of the Mmamabula Energy Complex. Planned operations have not yet commenced and operating revenue has not yet been generated.

The operating results and state of affairs of the company are fully set out in the attached financial statements and do not in our opinion require any further comment.

2. Post balance sheet events

On March 23, 2009 the Company announced that an Engineering, Procurement and Construction ("EPC") contract has been signed with Shanghai Electric Group Co. Ltd. This is further discussed in note 9. The directors are of the opinion that the deadline for reaching financial close at the end of the third quarter of 2009 is still achievable.

3. Dividends

No dividends were declared or paid to shareholder during the period.

CIC Energy Corp.
Consolidated Balance Sheets

At February 28, 2009 and November 30, 2008.

		February, 28	November, 30
		2009	2008
		Reviewed	Audited
	Note	\$'000	\$'000
Assets			
Current assets			
Cash and cash equivalents		76,639	85,820
Other receivables		903	933
Deposits		-	47
Prepayments		177	266
		77,719	87,066
Non-current assets			
Property, plant and equipment		1,793	1,783
Coal-to-Hydrocarbons project		3,933	3,933
Mine infrastructure		1,590	1,590
Exploration properties		131,058	121,435
		216,093	215,807
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued liabilities		4,240	4,730
Taxation liability		343	336
Rehabilitation provision		1,700	1,660
		6,283	6,726
Capital Stock	5	219,820	220,199
Warrants	5	4,515	3,938
Stock Options	5	13,622	13,436
Contributed Surplus	5	7,222	7,034
Retained deficit	5	(35,369)	(35,526)
Shareholders' equity	5	209,810	209,081
		216,093	215,807

CIC Energy Corp.

Consolidated Statements of Operations and Comprehensive Loss

For the three months ended February 28, 2009 and February 29, 2008.

	Three months ended		
	February, 28	February, 29	
	2009	2008	
Note	Reviewed	Reviewed	
	\$'000	\$'000	
Other income			
Interest received	578	1,025	
Profit on foreign exchange	2,237	146	
	<u>2,815</u>	<u>1,171</u>	
Corporate and exploration expenses			
Stock-based compensation	188	311	
Office and general expenses	1,458	1,313	
Personnel expenses	583	614	
Management fees	85	69	
Listing subscription	81	67	
Operating lease expenses	216	248	
Depreciation	47	28	
	<u>2,658</u>	<u>2,650</u>	
Net profit / (loss) before income taxes	157	(1,479)	
Income taxes	-	-	
Net profit / (loss) and comprehensive income / (loss) for the period	<u>157</u>	<u>(1,479)</u>	
Basic and diluted profit / (loss) per share \$	6	0.01	(0.03)

CIC Energy Corp.

Consolidated Statements of Retained Deficit

For the three months ended February 28, 2009 and February 29, 2008.

	Three months ended	
	February,28	February, 29
	2009	2008
Note	Reviewed	Reviewed
	\$'000	\$'000
Retained deficit, beginning of period	(35,526)	(27,203)
Net profit / (loss) for the period	157	(1,479)
Cancelled warrants	-	307
Retained deficit, end of period	5 (35,369)	(28,375)

CIC Energy Corp.

Consolidated Statements of Cash Flows

For the three months ended February 28, 2009 and February 29, 2008.

	February, 28 2009 Reviewed \$'000	February, 29 2008 Reviewed \$'000
Cash Flows from Operating Activities		
Net profit / (loss)	157	(1,479)
Items not affecting cash:		
Depreciation	47	28
Unrealised operational foreign exchange gain	(2,237)	(146)
Stock based compensation	188	311
Net operating working capital changes	(277)	(733)
Net cash flow used in operating activities	<u>(2,122)</u>	<u>(2,019)</u>
Cash Flows from Investing Activities		
Acquisition of property, plant and equipment	(57)	(46)
Additions to exploration properties	(6,623)	(5,730)
Net cash flow used in investing activities	<u>(6,680)</u>	<u>(5,776)</u>
Cash Flow from Financing Activities		
Repurchase of shares	(379)	-
Net cash flow used in financing activities	<u>(379)</u>	<u>-</u>
Decrease in cash and cash equivalents	(9,181)	(7,795)
Cash and cash equivalents, beginning of period	<u>85,820</u>	<u>121,989</u>
Cash and cash equivalents, end of period	<u>76,639</u>	<u>114,194</u>

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation

These interim consolidated financial statements of the Group do not include all the disclosures as required under Canadian generally accepted accounting principles for annual financial statements; however, the quarterly financial statements follow the same accounting policies and methods of application as the most recent annual financial statements. The interim financial statements should be read in conjunction with CIC Energy Corp.'s audited financial statements for the year ended November 30, 2008.

(b) Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis.

2. FUTURE ACCOUNTING POLICIES.

(a) Business Combinations

In October 2008, the CICA issued Handbook section 1582, Business Combinations, which establishes new standards for accounting for

business combinations. This is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. The Group is considering early adoption to coincide with the adoption of International Financial Reporting Standards. The Group does not expect that the adoption of this new standard will have any impact on its financial statement disclosures or result of operations.

(b) Non-Controlling Interest

In October 2008, the Accounting Standards Board ("AcSB") issued Handbook section 1602, Non-controlling Interests, to provide guidance on accounting for non-controlling interests subsequent to a business combination. The section is effective for fiscal years beginning on or after January 2011. The Group does not expect that the adoption of this new standard will have any impact on its financial statement disclosures or result of operations.

3. FINANCIAL ASSETS AND LIABILITIES

The following table presents the carrying amounts and estimated fair values of the Group's financial instruments and commodities:

<i>All \$ amounts in thousands</i>	Feb 28, 2009		Nov 30, 2008	
	Carrying value \$	Fair value \$	Carrying value \$	Fair value \$
Financial Assets				
(i) Cash & cash equivalents	76,639	76,639	85,820	85,820
(ii) Other receivable	543	543	499	499
(iii) Deposits	-	-	47	47
Financial Liabilities				
(ii) Accounts payable	4,130	4,130	4,634	4,634
(iv) Provisions	1,700	1,700	1,660	1,660

- (i) Cash & cash equivalents: Recorded at cost.
- (ii) Other receivable and accounts payable: Recorded at amortised cost. The fair value of other receivables and accounts payable is equivalent to the carrying amount given the short maturity period.
- (iii) Deposits: Recorded at cost. The fair value of deposit is equivalent to the carrying amount given the short maturity period.
- (iv) Provisions: Recorded at best estimate of cost.

4. FINANCIAL RISK MANAGEMENT

Overview

The Group has exposure to the following risks from its use of financial instruments:

- . credit risk
- . liquidity risk
- . market risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board is responsible for developing and monitoring the Group's risk management policies.

(i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investment securities.

Other receivables.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each counter party. Historically, the Group has not experienced any difficulty to recover value added tax from the Revenue Authorities.

(ii) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group has adequate cash, to the value of \$77million, to service future cash requirements.

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

The Group does not buy and sell derivatives.

Currency risk

The Group is exposed to currency risk on purchases that are denominated in a currency other than the respective functional currencies of the Group's foreign and domestic operations, primarily Botswana Pula and South African Rand. The currencies in which these transactions are denominated are BWP and ZAR.

Interest rate risk.

The interest rate risk is not hedged.

(iv) Capital Management

The Group's objectives when managing capital are:

- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- to provide an adequate return to shareholders by optimising the value of ore reserves within levels of acceptable risk.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may issue new shares, sell assets or incur debt.

Consistently with others in the industry, the Group monitors capital on the basis of the debt-to-adjusted capital ratio.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the three months ended February 28, 2009 and February 29, 2008

The Board's policy is to incentivise and retain employees and key consultants by offering share options, warrants or other forms of discretionary grants.

On September 24, 2008, the Company announced that it had obtained approval from the Toronto Stock Exchange ("TSX") in terms of which the Company will be permitted to purchase up to 2,688,288 common shares in the open market over a twelve month period. The bid commenced on September 26, 2008 and will end on September 25, 2009. The purchases in the open market will be made through the facilities of the TSX and conducted at the market price at the time of acquisition. All shares purchased by the Company will be subsequently cancelled.

During 2009, the Group's strategy, which was unchanged from 2008, was to maintain the debt-to-adjusted capital ratio at the lower end of the

range 2:100 to 5:100, in order to limit monthly cash flow commitments and reduce dependency on uncertain financial markets.

<i>(all \$ amounts in thousands)</i>	February 28, 2009	November 30, 2008
Total Debt	6,283	6,726
Less: Cash & cash equivalents	(76,639)	(85,820)
Net Cash	<u>(70,356)</u>	<u>(79,094)</u>
Adjusted Capital	209,810	209,081
Debt-to-adjusted capital ratio	<u>-0.34</u>	<u>-0.38</u>

There is no material change in the debt-to-adjusted capital ratio between Nov 30, 2008 and Feb 28, 2009.

CREDIT RISK

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

All \$ amounts in thousands	Carrying amount	
	February 28, 2009	November 30, 2008
Cash and cash equivalents	76,639	85,820
Other receivables	543	499
Deposits	-	47
Total	77,182	86,366

LIQUIDITY RISK

Exposure to liquidity risk

The following are contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

Non-derivative financial liabilities	Carrying amounts	Contractual cash flow	< 1 Year	> 1 Year
Accounts payable	(4,130)	(4,130)	(4,130)	-
Provisions	(1,700)	(1,700)	-	(1,700)
Total	(5,830)	(5,830)	(4,130)	(1,700)

INTEREST INCOME AND RISK

Recognised in net income

<i>(all \$ amounts in thousands)</i>	February 28, 2009	February 29, 2008
Interest income on bank deposits	<u>578</u>	<u>1,025</u>
Total interest income	<u>578</u>	<u>1,025</u>

INTEREST INCOME AND RISK (CONTINUED)

Interest rate risk

Profile

At the reporting date the interest rate profile of the Group's interest-bearing instruments was:

<i>(all \$ amounts in thousands)</i>	February 28, 2009	November 30, 2008
Variable rate instruments		
Cash and cash equivalents	<u>76,639</u>	<u>85,820</u>

Cash flow sensitivity analysis for variable rate Instruments

A change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and net income by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2007.

<i>(all \$ amounts in thousands)</i>	Net income		Equity	
	100 bp Increase	100 bp Decrease	100 bp Increase	100 bp Decrease
Feb 28, 2008				
Variable rate instruments	(766)	766	-	-
Nov 30, 2008				
Variable rate instruments	(858)	858	-	-

CURRENCY RISK

The Group's exposure to foreign currency risk was as follows based on notional amounts:

<i>(all \$ amounts in thousands)</i>	February 28, 2009			November 30, 2008		
	CAD	BWP	ZAR	CAD	BWP	ZAR
Other receivables	543	-	-	499	-	-
Cash and cash equivalents	73,869	8,564	11,087	82,703	5,323	14,862
Other payables	(4,130)	-	-	(4,634)	-	-
Gross balance sheet exposure	<u>70,282</u>	<u>8,564</u>	<u>11,087</u>	<u>78,568</u>	<u>5,323</u>	<u>14,862</u>

CURRENCY RISK (CONTINUED)

Sensitivity Analysis

A 10 percent strengthening of the Canadian dollar against the abovementioned currencies at February 28, 2009 would have increased (decreased) equity and net income by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant (a 10 percent weakening of the Canadian dollar against the above currencies at February 28, 2009 would have had the equal but opposite effect). The analysis is performed on the same basis for November 30, 2008.

	Equity	Profit or (loss)
<i>(all \$ amounts in thousands)</i>		
Feb 28, 2009		
BWP	-	202
ZAR	-	201
Nov 30, 2008		
BWP	-	(5)
ZAR	-	(275)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the three months ended February 28, 2009 and February 29, 2008

5. CHANGES IN EQUITY

	Capital Stock #'000	Capital Stock \$'000	Warrants #'000	Warrants \$'000	Stock Options \$'000	Contributed Surplus \$'000	Deficit \$'000	Total \$'000
Nov 30, 2007	53,705	222,408	2,099	4,721	11,301	2,942	(27,203)	214,169
Warrants cancelled / lapsed	-	-	(674)	(3,169)	-	3,169	-	-
Warrants issued to executives	-	-	325	101	-	-	-	101
Repurchase of shares	(983)	(2,663)	-	-	-	-	(15)	(2,678)
Stock-based compensation	-	-	-	2,285	3,058	-	-	5,343
Stock options exercised	60	454	-	-	(173)	173	(9)	445
Stock options cancelled / lapsed	-	-	-	-	(750)	750	-	-
Net loss for period	-	-	-	-	-	-	(8,299)	(8,299)
Nov 30, 2008	52,782	220,199	1,750	3,938	13,436	7,034	(35,526)	209,081
Repurchase of shares	(208)	(379)	-	-	-	-	-	(379)
Stock-based compensation	-	-	-	577	374	-	-	951
Stock options cancelled / lapsed	-	-	-	-	(188)	188	-	-
Prior year adjustment	-	-	(100) [*]	-	-	-	-	-
Net profit for period	-	-	-	-	-	-	157	157
Feb 28, 2009	52,574	219,820	1,650	4,515	13,622	7,222	(35,369)	209,810

* Value of warrants which expired on January 1, 2009 was accounted for in the prior year.

6. PROFIT/(LOSS) PER COMMON SHARE

The following table sets forth the computation of basic and diluted loss per share.

<i>(all \$ amounts in thousands)</i>	February 28, 2009	February 29, 2008
Numerator – Basic and Diluted		
Net profit / (loss)	<u>157</u>	<u>(1,479)</u>
Denominator - Basic and Diluted		
Weighted average number of shares	52,682,682	53,705,019
Basic and diluted profit / (loss) per share	\$ 0.01	\$ (0.03)

4,924,750 share options and 1,650,000 warrants have been excluded in the calculation as their exercise would be anti-dilutive.

7. RELATED PARTY TRANSACTIONS

Included in the accounts are payments made to companies under the control or significant influence of officers and directors of the Company. These transactions are recorded at the exchange amount, being the amount agreed to by the parties and are in the ordinary course of business. A summary of these transactions follows:

	Three months ended	
	February, 28 2009	February, 29 2008
	\$'000	\$'000
Administrative services ¹	<u>85</u>	<u>69</u>

1. CIC carries on business outside Canada. CIC purchases administrative, advisory and investor relation services from a company that shares a common director to assist in fulfilling its ongoing obligations as a reporting issuer listed for trading on a stock exchange in Canada. On August 1, 2005, the Company entered into an administrative service agreement (the "Agreement") with Tau Capital Corp. ("Tau"). The Agreement had an initial term of three years, terminating on July 31, 2008, whereupon it was renewed for a further year. The terms of the Agreement required the company to pay a monthly service fee of US\$23,000.

8. SEGMENT REPORTING

The Group comprises of one significant business segment which relates to the acquisition, exploration and development of coal properties in Botswana.

9. POST BALANCE SHEET EVENTS

On March 23, 2009 the Company announced that an Engineering, Procurement and Construction ("EPC") contract has been signed with Shanghai Electric Group Co., Ltd. ("SEC") for the first power station to be built at the Mmamabula Coal Field in Botswana, Africa. This supersedes the Preliminary Agreement signed with SEC in December 2008.

The contract has been executed by Meepong Energy (Proprietary) Limited, the Botswana project company that has been formed by CIC Energy for the purposes of developing and owning the power station. As is typical for an Independent Power Producer (“IPP”) project, the contract is a lump sum turnkey contract for the engineering, procurement, construction, testing and commissioning of the Mmamabula Energy Project power station.

10. CONTINGENT LIABILITIES

The Group has contingent liabilities in respect of contractual commitments to past and current advisors on the project. These contingencies depend on project milestones including the conclusion of a power purchase agreement and financial close of the project. The aggregate of these contingent liabilities is an amount of \$ 22.1 million, most of which are likely to be capitalised when incurred.

This report contains forward-looking statements based on current expectations. These forward-looking statements entail various risks and uncertainties that could cause actual results to differ materially from those reflected in these forward-looking statements. Risk and uncertainties about the Company's business are more fully discussed in the Management's Discussion and Analysis published in the Company's Annual Report and in CIC's Annual Information Form.

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Len Konar
Blackie Marole
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Warren Newfield –Chairman

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