



C. K. COOPER & COMPANY  
Our Insight, Your Growth

## THE STATE OF THE MARKETS

-Status of the Micro/Small Cap Energy Capital Markets

Offering Summary	
Issuer:	American Oil & Gas Inc.
Symbol:	AEZ
Exchange:	NYSE-AMEX
Market Cap:	\$200,958,780
Shares Offered:	9,000,000
Offering Price:	\$3.50
Amount Raised:	\$31,500,000

## AMERICAN OIL & GAS INC. COMPLETES A 9 MILLION SHARE REGISTERED DIRECT OFFERING VALUED AT \$31.5 MILLION

### Recent Transaction Announcement

DENVER, CO--(Marketwire - 12/23/09) - American Oil & Gas Inc. (NYSE-AMEX: AEZ) today announced that it has closed on its previously-announced registered direct offering of 9,000,000 shares of its common stock at \$3.50 per share, resulting in gross proceeds of \$31.5 million.

C. K. Cooper & Company acted as lead placement agent on the transaction and Ladenburg Thalmann & Co. Inc. acted as co-placement agent.

American expects to use the net proceeds from the offering for capital expenditures in 2010 and general corporate purposes.

Economic Environment	
Measurement	Unit
Crude Oil	\$74.42
Natural Gas	\$5.78
12 Mo. Future Oil	\$80.91
12 Mo. Future Gas	\$7.26
Dow Jones	10,329
NASDAQ	2,212

December 18, 2009

Headquartered in Denver, Colorado, American Oil & Gas Inc. is a rocky mountain focused exploration and production company with its principal operations located in Wyoming, Montana and North Dakota.

The following table outlines American Oil & Gas Inc.'s stock characteristics prior to the announcement of this transaction based upon the inferred offering price:

American Oil & Gas Inc.						
Measurement	1 Day	10 Day	15 Day	20 Day	30 Day	
Avg Price Previous to Transaction	\$ 4.16	\$ 3.66	\$ 3.52	\$ 3.35	\$ 3.13	
Avg Daily Volume Previous to Transaction	1,244,922	641,499	689,783	600,955	577,020	
Percentage Discount to the Market	15.9%	4.5%	0.7%	-4.4%	-11.9%	

\*negative = premium

Below are the cumulative mean (average) and median discounts to the previous day's closing price of the issuing company in sampled day increments with the aforementioned transaction included:

CKCC Peer Running Avg % Discount to Market*					
Measurement	1 Day	10 Day	15 Day	20 Day	30 Day
American Oil & Gas Inc.'s % Discount to Market*	15.9%	4.5%	0.7%	-4.4%	-11.9%
Peer Transaction Mean % Discount	13.0%	13.0%	12.5%	12.2%	10.8%
Peer Transaction Median % Discount	11.3%	12.1%	11.9%	12.3%	11.5%
American Oil & Gas Inc.'s Difference to Mean	2.9%	-8.5%	-11.8%	-16.6%	-22.7%
American Oil & Gas Inc.'s Difference to Median	4.6%	-7.6%	-11.2%	-16.7%	-23.4%

\*Previous Closing Price to Announced Transaction

\*\*negative = premium

The table above compares the 10 most recent transactions to the offering completed by American Oil & Gas. The Company's offering priced at a 15.9% discount to the previous day's close of announcement yet an 11.9% premium to the 30 day average price of the stock. The offering priced 2.9 percentage points lower compared to recent peer transactions which averaged a 13.0% discount to the previous day's close of announcement, though priced 22.7 percentage points higher to the 30 day mean discount which averaged a 10.8% discount.

American Oil & Gas' offering priced slightly less favorably to the 1 day compared to peers yet at a significant premium to the 30 day as well as notably favorable to the indicated days in between. Though there has been a notable run up in share price as of recent, we speculate that investors were comfortable at the \$3.50 level as there was support demonstrated before the increase in price past \$4.00. This coupled with the overhang of a promised JV partner being announced (Halliburton), has set a new valuation matrix for American Oil & Gas on the street. Judging from the inherit demand that we experienced for this offering which was largely executed through the week of Hanukah / the pending holidays as a whole, and a large amount of recent issues with Bakken assets, we are anticipating strong interest in the micro and small cap exploration and production space into the new year.

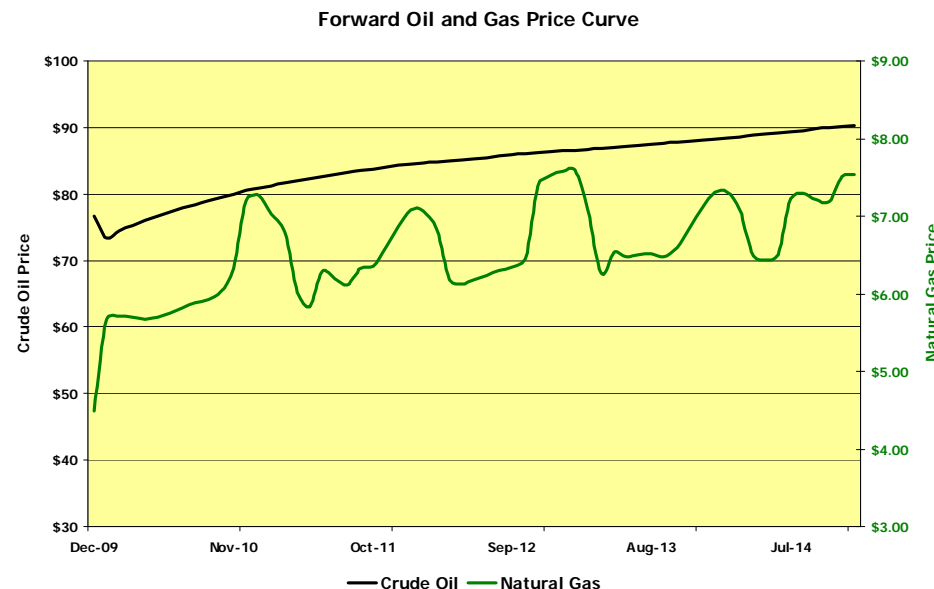
### 6 Month Stock Performance Chart

Stock Price vs. Offering Price



C. K. Cooper's purpose for this analysis is to provide a snapshot of the current capital markets, demonstrating the current possibilities and arena for a similar company. We track every transaction in a specific peer group, defined by the following guidelines: oil and gas focused, micro and small cap companies from \$50 million to \$1.5 billion market capitalization, domestically based, developed and/or developable tangible assets, fundamentally strong and scalable organization, and common transactions structured under agreeable terms. The 10 most current transactions used for comparative purposes are shown below.

For informative purposes, the graph charts the NYMEX oil and gas future price curve at the date of this publication:



Issuer	Symbol	Exchange	Date	\$ Raised	Offering Px	% Discount to Market				
						1 Day	10 Day	15 Day	20 Day	30 Day
Brigham Exploration**	BEXP	NASDAQ	10/19/2009	\$ 168,000,000	\$ 10.50	-2.2%	-9.9%	-12.5%	-12.1%	-12.0%
GMX Resources**	GMXR	NASDAQ	10/19/2009	\$ 104,250,000	\$ 15.00	18.7%	8.5%	5.7%	4.6%	-0.3%
Warren Resources**	WRES	NASDAQ	10/22/2009	\$ 30,615,000	\$ 2.60	14.2%	17.5%	16.9%	15.9%	18.2%
Kodiak Oil & Gas**	KOG	NYSE-AMEX	10/26/2009	\$ 26,400,000	\$ 2.20	10.9%	12.9%	12.8%	11.2%	10.3%
Northern Oil & Gas**	NOG	NYSE-AMEX	10/30/2009	\$ 59,300,000	\$ 9.12	1.1%	8.0%	8.0%	5.5%	-0.5%
Magnum Hunter Resources**	MHR	NYSE-AMEX	11/11/2009	\$ 11,078,000	\$ 1.47	22.2%	18.3%	19.9%	21.8%	14.0%
GeoResources, Inc.**	GEOI	NASDAQ	11/13/2009	\$ 35,190,000	\$ 10.20	10.7%	11.2%	11.1%	13.4%	12.8%
Houston American Energy**	HUSA	NASDAQ	11/27/2009	\$ 13,525,200	\$ 4.68	-5.4%	-2.0%	-4.7%	-7.4%	-6.3%
U.S. Energy Corp**	USEG	NASDAQ	11/30/2009	\$ 26,250,000	\$ 5.25	11.6%	14.6%	15.6%	14.9%	14.3%
Hyperdynamics Corp**	HDY	NYSE-AMEX	12/2/2009	\$ 6,500,000	\$ 0.51	48.0%	51.2%	52.2%	53.8%	57.9%
American Oil & Gas Inc.**	AEZ	NYSE-AMEX	12/18/2009	\$ 31,500,000	\$ 3.50	15.9%	4.5%	0.7%	-4.4%	-11.9%
<b>Mean</b>				<b>\$ 48,110,820</b>		<b>13.0%</b>	<b>13.0%</b>	<b>12.5%</b>	<b>12.2%</b>	<b>10.8%</b>
<b>Median</b>				<b>\$ 28,507,500</b>		<b>11.3%</b>	<b>12.1%</b>	<b>11.9%</b>	<b>12.3%</b>	<b>11.5%</b>

\*PIPE

\*\*Public Offering