



NOTICE OF ANNUAL AND SPECIAL MEETING
OF
SHAREHOLDERS

To be held on Wednesday, April 20, 2016

at 11:00 a.m. (Saskatoon time)

at Suite 602 – 224, 4th Avenue S.

Saskatoon, Saskatchewan S7K 5M5

MANAGEMENT INFORMATION CIRCULAR
AND
PROXY STATEMENT

March 16, 2016

WESTCORE ENERGY LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS

TAKE NOTICE THAT an Annual and Special Meeting (the "Meeting") of the shareholders of WESTCORE ENERGY LTD. (the "Corporation" or "Westcore") will be held at Suite 602 – 224, 4th Avenue S., Saskatoon, Saskatchewan S7K 5M5 on Wednesday, April 20, 2016 at 11:00 a.m. (Saskatoon time) for the following purposes:

1. to receive the financial statements of the Corporation as at and for the years ended December 31, 2014 and 2013, together with the report of the auditors thereon;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
5. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying Management Information Circular and Proxy Statement (the "Management Proxy Circular"), approving the stock option plan of the Corporation in the form set out in Schedule "C" to the Management Proxy Circular;
6. to consider and, if deemed advisable, to pass, by majority of the disinterested shareholders, a resolution approving the proposed Reviewable Transaction of the Corporation, consisting of the acquisition by the Corporation of a 100% working interest in the oil and gas properties of 49 North Resources Inc. ("FNR") and its wholly-owned subsidiary, Allstar Energy Limited ("Allstar"), in addition to the subsequent acquisition of all associated oil and gas property and equipment of FNR and Allstar, as more particularly described in the accompanying Information Circular of the Corporation;
7. to consider and, if deemed advisable, to pass a special resolution (with or without variation), the full text of which is set forth in Schedule "D" to the Management Proxy Circular, which authorizes and approves the consolidation of the common shares of the Corporation on an up to one (1) for five (5) basis; and
8. to transact such other business as may properly come before the Meeting.

Information relating to matters to be acted upon by the shareholders at the Meeting is set forth in the accompanying Management Proxy Circular.

A shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are requested to date, sign and return the accompanying Instrument of Proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the accompanying Management Proxy Circular and Instrument of Proxy. An Instrument of Proxy will not be valid unless it is deposited at the offices of the Corporation's registrar and transfer agent, Alliance Trust Company at #1010, 407 – 2nd Street S.W., Calgary, Alberta T2P 2Y3, in the enclosed self-addressed envelope, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof. A person appointed as proxy holder need not be a shareholder of the Corporation.

Only shareholders of record as at the close of business on March 9, 2016 (the "Record Date") are entitled to receive notice of the Meeting.

SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER'S RISK.

DATED at Saskatoon, Saskatchewan as of the 16th day of March, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Andrew Davidson"*

Andrew Davidson
Chief Operating Officer and Director

WESTCORE ENERGY LTD.

MANAGEMENT PROXY CIRCULAR

(Unless otherwise stated, information contained herein is given as of March 9, 2016)

INFORMATION REGARDING PROXIES AND VOTING AT THE MEETING

Solicitation of Proxies

This Management Proxy Circular is furnished in connection with the solicitation of proxies by the management of Westcore Energy Ltd. (the "Corporation" or "Westcore") for use at the Annual and Special Meeting of the holders (the "Shareholders") of common shares ("Common Shares") of the Corporation to be held at Suite 602 – 224, 4th Avenue S., Saskatoon, Saskatchewan S7K 5M5 on Wednesday, April 20, 2016 at 11:00 a.m. (Saskatoon time) (the "Meeting"), for the purposes set forth in the Notice of Annual and Special Meeting (the "Notice") accompanying this Management Proxy Circular. Solicitation of proxies will be primarily by mail, but may also be undertaken by way of telephone, facsimile or oral communication by the directors, officers and regular employees of the Corporation, at no additional compensation. Costs associated with the solicitation of proxies will be borne by the Corporation.

Appointment of Proxyholders

Accompanying this Management Proxy Circular is an instrument of proxy for use at the Meeting. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are required to date and sign the enclosed instrument of proxy and return it in the enclosed return envelope. **All properly executed instruments of proxy for Shareholders must be mailed so as to reach or be deposited at the offices of the Corporation's registrar and transfer agent, Alliance Trust Company at #1010, 407 – 2nd Street S.W., Calgary, Alberta T2P 2Y3 not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment thereof.**

The persons designated in the instrument of proxy are officers and/or directors of the Corporation. **A Shareholder has the right to appoint a person (who need not be a Shareholder) other than the persons designated in the accompanying instrument of proxy, to attend at and represent the Shareholder at the Meeting.** To exercise this right, a Shareholder should insert the name of the designated representative in the blank space provided on the instrument of proxy and strike out the names of management's nominees. Alternatively, a Shareholder may complete another appropriate instrument of proxy.

Signing of Proxy

The instrument of proxy must be signed by the Shareholder or the Shareholder's duly appointed attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by a duly authorized officer or attorney of the Corporation. An instrument of proxy signed by a person acting as attorney or in some other representative capacity (including a representative of a corporate Shareholder) should indicate that person's capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has previously been filed with the Corporation).

Revocability of Proxies

A Shareholder who has submitted an instrument of proxy may revoke it at any time prior to the exercise thereof. In addition to any manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his or her duly authorized attorney or, if the Shareholder is a corporation, under its corporate seal or executed by a duly authorized officer or attorney of the corporation and deposited either: (i) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournments thereof, at which the instrument of proxy is to be used; or (ii) with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof. In addition, an instrument of proxy may be revoked: (i) by the Shareholder personally attending the Meeting and voting the securities represented thereby or, if the Shareholder is a corporation, by a duly authorized representative of the corporation attending at the Meeting and voting such securities; or (ii) in any other manner permitted by law.

Voting of Proxies and Exercise of Discretion by Proxyholders

All Common Shares represented at the Meeting by properly executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the instrument of proxy, the Common Shares represented by the instrument of proxy will be voted in accordance with such instructions. The management designees named in the accompanying instrument of proxy will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the direction of the Shareholder appointing him or her on any ballot that may be called for at the Meeting. **In the absence of such direction, such Common Shares will be voted "FOR" the proposed resolutions at the Meeting. The accompanying instrument of proxy confers discretionary authority upon the persons named therein with respect to amendments of or variations to the matters identified in the accompanying Notice and with respect to other matters that may properly be brought before the Meeting.** In the event that amendments or variations to matters identified in the Notice are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the management designees to vote in accordance with their best judgment on such matters or business. At the time of printing this Management Proxy Circular, the management of the Corporation knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the accompanying Notice.

Notice-and-Access

We have elected to use the "notice-and-access" provisions under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* (the "Notice-and-Access Provisions") for the Meeting to Shareholders who do not hold their Common Shares in their own name. The Notice-and-Access Provisions are a new set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that the Corporation must physically mail to its Shareholders by allowing the Corporation to post its information circular – proxy statement in respect of the Meeting and related materials online.

The Corporation has also elected to use procedures known as 'stratification' in relation to our use of the Notice-and-Access Provisions. Stratification occurs when the Corporation, while using the Notice-and-Access Provisions, provides a paper copy of our notice of meeting and information circular – proxy statement and a paper copy of our consolidated financial statements and related management's discussion and analysis to some of our Shareholders. In relation to the Meeting, our registered Shareholders will receive a paper copy of each of the Notice of the Meeting, this Information Circular – Proxy Statement dated March 16, 2016, our consolidated financial statements and related Management's Discussion and Analysis and a form of proxy whereas our Shareholders who do not hold their Common Shares in their own name will receive only a Notice-and-Access Notification and a Voting Instruction Form. Furthermore, a paper copy of our consolidated financial statements and related management's discussion in respect of the most recent financial year will be mailed to those Shareholders who do not hold their Common Shares in their own name but who have previously requested to receive paper copies of the financial information.

The Corporation anticipates that notice-and-access will directly benefit the Corporation through substantial reductions in postage and printing costs. The Corporation believes that notice-and-access is also environmentally responsible to the extent that it decreases the large volume of paper documents generated by printing proxy related materials.

Shareholders with questions about notice-and-access can call Alliance Trust Company at 403-237-6111 or toll free at 1-877-537-6111.

In order to receive a paper copy of this Circular and other relevant information, requests by Shareholders may be made up to one year from the date the Circular was filed on System for Electronic Document Analysis and Retrieval ("SEDAR") by: (i) mailing a request to the Corporation at Suite 602 – 224, 4th Avenue S., Saskatoon, Saskatchewan S7K 5M5 Attention: Chief Operating Officer; (ii) calling Alliance Trust Company at 403-237-6111 or toll free at 1-877-537-6111; (iii) by emailing a request to inquiries@alliancetrust.ca; or (iv) online at the following website: www.alliancetrust.ca/shareholders/. The Corporation estimates that a Shareholder's request for paper copies of the Circular and other relevant information will need to be received prior to April 11, 2016 in order for such Shareholder to have sufficient time to receive and review the materials requested and return the completed form of proxy as set forth in this Circular.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED ON

Except as disclosed in this Management Proxy Circular, none of the directors or executive officers of the Corporation at any time since the beginning of the Corporation's last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any matter to be acted on, other than the election of directors or the appointment of auditors.

This Meeting has been called in part to approve the proposed acquisition by Westcore of a 100% working interest in the oil and gas properties of 49 North Resources Inc. ("FNR") and its wholly-owned subsidiary, Allstar Energy Limited ("Allstar"), in addition to the subsequent acquisition of all associated oil and gas property and equipment of FNR and Allstar (the "Allstar Transaction"). Upon completion of the Allstar Transaction, FNR will receive (as consideration) an aggregate of 15,000,000 Common Shares (after giving effect to the Consolidation) and a promissory note in the aggregate principal amount of \$1,500,000. Thomas MacNeill, a director of Westcore, serves as Chairman, President, Chief Executive Officer and a Director of FNR. Andrew Davidson, Chief Operating Officer and a Director of Westcore, serves as Chief Financial Officer and a Director of FNR. For a further discussion of the Allstar Transaction, see "Particulars of Matters to be Acted Upon – Reviewable Transaction".

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Voting Shares and Record Date

The authorized share capital of the Corporation consists of an unlimited number of Common Shares. The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is March 9, 2016 (the "Record Date"). As at the Record Date, there were 68,468,446 Common Shares issued and outstanding as fully paid and non-assessable.

Common Shares

The holders of Common Shares are entitled to notice of and to vote at all annual and special meetings of shareholders and are entitled to one vote per Common Share. The holders of Common Shares are entitled, upon dissolution, to receive the remaining property of the Corporation.

Voting of Common Shares – General

Only Shareholders whose names are entered in the Corporation's register of shareholders at the close of business on the Record Date and holders of Common Shares issued by the Corporation after the Record Date and prior to the Meeting will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than ten days before the Meeting, that his or her name be included on the Shareholder list before the Meeting, in which case the transferee shall be entitled to vote his or her Common Shares at the Meeting.

Voting of Common Shares – Advice to Non-Registered Holders

Only registered holders of Common Shares, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a holder (a "Non-Registered Holder") are registered either:

- a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFFs, RESPs and similar plans; or
- b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or "CDS").

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice, this Management Proxy Circular and the instrument of proxy (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, Intermediaries will use a service company (such as Broadridge Investor Communication Solutions ("Broadridge")) to forward Meeting Materials to Non-Registered Holders.

Generally, Non-Registered Holders who have not waived the right to receive meeting materials will:

- a) have received as part of the Meeting Materials a voting instruction form which must be completed, signed and delivered by the Non-Registered Holder in accordance with the directions on the voting instruction form; voting instruction forms sent by Broadridge permit the completion of the voting instruction form by telephone or through the Internet at www.proxyvotecanada.com; or
- b) less typically, be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with Alliance Trust Company at the address referred to above.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies.**

Beneficial Shareholders who have received a proxy form directly from Alliance must go to www.alliancetrust.ca/shareholders/ and select "Proxy Voting". The 12 digit control number located in the box on the voting instruction form will be required in order to complete your voting. Alternatively, the proxy may be deposited with Alliance, by mail at #1010, 407 – 2nd Street S.W., Calgary, Alberta T2P 2Y3, or facsimile at (403) 237-6181.

Only registered Shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must in sufficient time in advance of the Meeting, arrange for their respective Intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures set forth above.

Principal Holders of Common Shares

To the knowledge of the directors and executive officers of the Corporation, as at the date hereof, no single shareholder beneficially owns, directly or indirectly, or exercises control or direction over 10% or more of the votes attached to the shares of the Corporation except for the following:

<u>Name and Municipality of Residence</u>	<u>Number of Common Shares⁽¹⁾</u>	<u>Percentage of Outstanding Common Shares⁽¹⁾⁽²⁾</u>
Thomas MacNeill <i>Saskatoon, Saskatchewan</i>	12,743,000 ⁽³⁾	18.6%
Eros Resources Corp. <i>Saskatoon, Saskatchewan</i>	10,000,000 ⁽⁴⁾	14.6%

Notes:

- (1) Prior to giving effect to the proposed consolidation of the Common Shares on an up to one (1) for five (5) basis (the "Consolidation"). See "Particulars of Matters to be Acted Upon – Consolidation".
- (2) These figures reflect shareholdings and percentages prior to giving effect to the Allstar Transaction.
- (3) Of these 12,743,000 Common Shares, a total of 2,510,000 Common Shares are held in the name of Mr. Thomas MacNeill, 8,233,000 Common Shares are registered in the name of 49 North Resources Inc., a public corporation in respect of which Mr. Thomas MacNeill serves as a senior officer and a director, and 2,000,000 Common Shares are registered in the name of T&N Holding Inc., a private corporation that is controlled by Mr. Thomas MacNeill. In addition to the foregoing, Mr. MacNeill is the holder of 1,250,000 common share purchase warrants, each of which is exercisable into one Common Share at a price of \$0.03 (pre-Consolidation) on or before the date that is twenty-four (24) months from the date of completion of the Allstar Transaction. It should also be noted that a further 15,000,000 Common Shares (post-Consolidation) are to be issued to FNR in connection with the completion of the Allstar Transaction. See "Particulars of Matters to be Acted Upon – Reviewable Transaction".

- (4) In addition to the above noted Common Shares, Eros Resources Corp. is the holder of 10,000,000 common share purchase warrants, each of which is exercisable into one Common Share at a price of \$0.03 (pre-Consolidation) on or before the date that is twenty-four (24) months from the date of completion of the Allstar Transaction. Mr. Thomas MacNeill serves as a director of Eros Resources Corp, however does not exercise voting control over the aforementioned Common Shares.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Compensation is required to be disclosed for each Chief Executive Officer (or individual who served in a similar capacity during the most recently completed financial year), each Chief Financial Officer (or individual who served in a similar capacity during the most recently completed financial year), and each of the three most highly compensated executive officers (other than the Chief Executive Officer and the Chief Financial Officer) who were serving as executive officers, or the three most highly compensated individuals acting in a similar capacity, at the end of the most recently completed fiscal year and whose total compensation was, individually, more than \$150,000 (the "Named Executive Officers"). The Named Executive Officers of the Corporation are Paul Conroy, President and Chief Executive Officer (appointed President and Chief Executive Officer March 2007), Jeff Sheppard, Chief Financial Officer (appointed June 2014), Derek Batorowski, Chief Financial Officer (from March 2009 to June 2014), Andrew Davidson, Chief Operating Officer (appointed June 2014) and Shane Shircliff, Chief Operating Officer (from July 2011 to June 2014). There were no other Named Executive Officers in 2014 or 2015, as no other employees earned in excess of \$150,000 in either 2014 or 2015.

As the Corporation does not have a compensation committee, the functions of a compensation committee are performed by the Board of Directors as a whole and the compensation of the Named Executive Officers is reviewed and approved annually by the Board of Directors.

Compensation of the Named Executive Officers of the Corporation is reviewed annually by the Board of Directors of the Corporation. No compensation was paid in 2014 or 2015 other than consulting fees in the aggregate amount of \$101,250 in 2014 and \$120,000 in 2015. It is anticipated that compensation provided to Named Executive Officers will continue to consist of the payment of consulting fees. Executives are also eligible to participate in the Corporation's Stock Option Plan (the "Plan") as described herein.

The objective of the Board of Directors in setting compensation levels will be to attract and retain individuals of high calibre to serve as officers of the Corporation, to motivate their performance in order to achieve the Corporation's strategic objectives and to align the interests of executive officers with the long-term interests of the Shareholders, while at the same time preserving cash flows. These objectives are designed to ensure that the Corporation continues to grow on an absolute basis as well as to grow cash flow and earnings for Shareholders. The Board of Directors will set the compensation received by Named Executive Officers so as to be generally competitive with the compensation received by persons with similar qualifications and responsibilities who are engaged by other companies of corresponding size, stage of development, having similar assets, number of employees, market capitalization and profit margin. In setting such levels, the Board of Directors will rely primarily on their own experience and knowledge.

Compensation of Paul Conroy, President and Chief Executive Officer

Mr. Conroy was appointed President and Chief Executive Officer of the Corporation upon incorporation of the Corporation in March 2007. Mr. Conroy received no cash compensation as the President and Chief Executive Officer of the Corporation for 2014 or 2015 other than payment of consulting fees in the aggregate amount of \$16,000 in 2014 and \$nil in 2015. For a summary of compensation paid to Mr. Conroy in respect of the years ended December 31, 2015 and December 31, 2014, please refer to the *Summary Compensation Table* below.

Compensation of Jeff Sheppard, Chief Financial Officer

Mr. Sheppard was appointed Chief Financial Officer of the Corporation in June 2014. Mr. Sheppard received no cash compensation as the Chief Financial Officer of the Corporation for 2014 or 2015 other than payment of consulting fees in the aggregate amount of \$30,000 in 2014 and \$60,000 in 2015. For a summary of compensation paid to Mr. Sheppard in respect of the years ended December 31, 2015 and December 31, 2014, please refer to the *Summary Compensation Table* below.

Compensation of Derek Batorowski, Chief Financial Officer

Mr. Batorowski was appointed Chief Financial Officer of the Corporation in March 2009 and served in this role until June 2014. Mr. Batorowski received no cash compensation as the Chief Financial Officer of the Corporation for 2013 or 2014 other than payment of consulting fees in the aggregate amount of \$53,450 in 2013 and \$19,250 in 2014. For a summary of compensation paid to Mr. Batorowski in respect of the years ended December 31, 2014 and December 31, 2013, please refer to the *Summary Compensation Table* below.

Compensation of Andrew Davidson, Chief Operating Officer

Mr. Davidson was appointed Chief Operating Officer of the Corporation in June 2014. Mr. Davidson received no cash compensation as the Chief Operating Officer of the Corporation for 2014 or 2015 other than payment of consulting fees in the aggregate amount of \$30,000 in 2014 and \$60,000 in 2015. For a summary of compensation paid to Mr. Davidson in respect of the years ended December 31, 2015 and December 31, 2014, please refer to the *Summary Compensation Table* below.

Compensation of Shane Shircliff, Chief Operating Officer

Mr. Shircliff was appointed Chief Operating Officer of the Corporation in July 2011 and served in this role until June 2014. Mr. Shircliff received no cash compensation as the Chief Operating Officer of the Corporation for 2013 or 2014 other than payment of consulting fees in the aggregate amount of \$120,000 in 2013 and \$6,000 in 2014. For a summary of compensation paid to Mr. Shircliff in respect of the years ended December 31, 2014 and December 31, 2013, please refer to the *Summary Compensation Table* below.

Summary Compensation Table

The following table sets forth information concerning the total compensation paid during the years ended December 31, 2015, December 31, 2014 and December 31, 2013 to the Named Executive Officers.

Name and Principal Position	Fiscal Year Ended Dec. 31	Annual Compensation			Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$) ⁽³⁾	Total Compensation (\$)
		Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Annual Incentive Plans	Long-Term Incentive Plans			
Paul Conroy President and Chief Executive Officer	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil	\$16,000	\$16,000
	2013	Nil	Nil	Nil	Nil	Nil	Nil	\$16,800	\$16,800
Jeff Sheppard Chief Financial Officer ⁽¹⁾	2015	Nil	Nil	Nil	Nil	Nil	Nil	\$60,000	\$60,000
	2014	Nil	Nil	Nil	Nil	Nil	Nil	\$30,000	\$30,000
Derek Batorowski Chief Financial Officer ⁽¹⁾	2014	Nil	Nil	Nil	Nil	Nil	Nil	\$19,250	\$19,250
	2013	Nil	Nil	Nil	Nil	Nil	Nil	\$53,450	\$53,450
Andrew Davidson Chief Operating Officer ⁽²⁾	2015	Nil	Nil	Nil	Nil	Nil	Nil	\$60,000	\$60,000
	2014	Nil	Nil	Nil	Nil	Nil	Nil	\$30,000	\$30,000
Shane Shircliff Chief Operating Officer ⁽²⁾	2014	Nil	Nil	Nil	Nil	Nil	Nil	\$6,000	\$6,000
	2013	Nil	Nil	Nil	Nil	Nil	Nil	\$120,000	\$120,000

Notes:

- (1) Mr. Batorowski served as Chief Financial Officer of the Corporation until June 2014, at which time Mr. Sheppard assumed the role of Chief Financial Officer.
- (2) Mr. Shircliff served as Chief Operating Officer of the Corporation until June 2014, at which time Mr. Davidson assumed the role of Chief Operating Officer.
- (3) Represents consulting fees paid to Named Executive Officers (or companies wholly-owned or controlled by Named Executive Officers) in amounts commensurate to the volume of work conducted.

Incentive Awards

Outstanding Share-Based Awards and Option-Based Awards

The Corporation's Stock Option Plan has been previously approved by the Shareholders of the Corporation. The Plan has been established to provide an incentive to the directors, officers, employees, consultants and other personnel of the Corporation to achieve the longer-term objectives of the Corporation, to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation and to attract to and retain in the employ of the Corporation, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation.

The following is a summary of the material terms of the Plan and is qualified in its entirety by the full text of the Plan, which is attached hereto as Schedule "C":

- The number of Common Shares to be reserved and authorized for issuance pursuant to options granted under the Plan shall not exceed ten percent (10%) of the total number of issued and outstanding shares in the Corporation.
- Under the Plan, the aggregate number of optioned Common Shares granted to any one optionee in a 12 month period must not exceed 5% of the Corporation's issued and outstanding shares. The number of optioned Common Shares granted to any one consultant in a 12 month period must not exceed 2% of the Corporation's issued and outstanding shares. The aggregate number of optioned Common Shares granted to an optionee who is employed to provide investor relations' services must not exceed 2% of the Corporation's issued and outstanding Common Shares in any 12 month period.
- The exercise price for options granted under the Plan will not be less than the market price of the Corporation's Common Shares at the time of the grant, less applicable discounts permitted by the policies of the TSX Venture Exchange (the "TSX-V" or the "Exchange").
- Options will be exercisable for a term of up to five years, subject to earlier termination in the event of the optionee's death or the cessation of the optionee's services to the Corporation.
- Options granted under the Plan are non-assignable, except by will or by the laws of descent and distribution.

No share-based (as opposed to option-based) awards have been granted to the Corporation's Named Executive Officers that remain outstanding.

Incentive Awards – Value Vested or Earned During the Year

No options held by Named Executive Officers vested during the year ended December 31, 2015.

Pension Plan Benefits

The Corporation does not have any defined benefit or defined contribution pension plans in place which provide for payments or benefits at, following, or in connection with retirement.

Termination and Change of Control Benefits

As of December 31, 2015, there were no compensatory plans, contracts or arrangements with any Named Executive Officer (including payments to be received from the Corporation or any subsidiary), which result or will result from the resignation, retirement or any other termination of employment of such Named Executive Officer or from a change of control of the Corporation or any subsidiary thereof or any change in such Named Executive Officer's responsibilities, where the Named Executive Officer is entitled to payment or other benefits.

Compensation Risk Assessment and Mitigation

The Board of Directors considers the implications of the risks associated with the Corporation's compensation policies and practices when determining rewards for its executives and ensures that those policies do not encourage management to take inappropriate or excessive risks. The Board of Directors does not believe that there are any risks arising from the compensation programs that would be reasonably likely to have a material adverse effect on the Corporation.

The Corporation's compensation program includes several mechanisms to ensure risk-taking behaviour falls within reasonable risk tolerance levels, including:

- a balanced compensation mix between fixed and variable (at 0 risk) and between short and long-term incentives that defer award value
- having a cap on short-term incentive awards
- establishment of performance criteria and corresponding objectives which represent a balance of performance and quality and sustainability of such performance
- establishment of a compensation package within range of competitive practices (peer group)
- explicit restrictions on hedging of equity awards by executives
- utilizing longer-term incentive plans for diversification and alignment with risk realization periods (option based awards)

Under the Corporation's policies, neither officers nor directors are permitted to take any derivative or speculative positions in the Corporation's securities. This is to prevent the purchase of financial instruments that are designed to hedge or offset any decrease in the market value of the Corporation's securities.

Compensation of Directors

The Corporation does not compensate its directors in their capacity as directors of the Corporation. Each director is eligible to receive stock options of the Corporation. The Corporation has compensated the directors with stock options.

The following table summarizes all amounts of compensation provided to the directors during the year ended December 31, 2015.

Name	Fees Earned	Share- Based Awards	Option- Based Awards	Non-Equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total Compensation
(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Paul Conroy ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Andrew Davidson ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Thomas MacNeill	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Raymond Hodgkinson	Nil	Nil	Nil	Nil	Nil	Nil	Nil
George Jones	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) For a description of all compensation paid to Messrs. Conroy and Davidson in 2015 in their capacities as officers of the Corporation, please refer to the sections herein entitled "*Compensation, Discussion and Analysis*", "*Summary Compensation Table*" and "*Incentive Plan Awards*".

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as at the end of the Corporation's most recently completed financial year (being December 31, 2015) with respect to compensation plans under which equity securities of the Corporation are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	350,000	\$0.53	6,496,844
Equity compensation plans not approved by security holders	Nil	N/A	N/A
Total	350,000	\$0.53	6,496,844

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors and officers of the Corporation, any proposed management nominee for election as a director of the Corporation or any associate of any director, officer or proposed management nominee is or has been indebted to the Corporation at any time during the last completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Management Proxy Circular, none of the informed persons of the Corporation (as defined in National Instrument 51-102), nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which, in either case, has or will materially affect the Corporation and none of such persons has any material interest in any transaction proposed to be undertaken by the Corporation that will materially affect the Corporation.

MANAGEMENT CONTRACTS

Except as otherwise disclosed herein, there are no management functions of the Corporation that are to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Corporation.

CORPORATE GOVERNANCE

Please see the attached Schedule "A" for information on the Corporation's Corporate Governance (Form 58-101F2).

AUDIT COMMITTEE

Audit Committee Charter

The Charter of the Corporation's Audit Committee is attached to this Management Proxy Circular as Schedule "B".

Composition of the Audit Committee

The following are the members of the Committee:

Thomas MacNeill	Not Independent ⁽¹⁾	Financially literate ⁽¹⁾
Raymond Hodgkinson	Independent ⁽¹⁾	Financially literate ⁽¹⁾
George Jones	Independent ⁽¹⁾	Financially literate ⁽¹⁾

Note:

(1) As defined by Multilateral Instrument 52-110 – *Audit Committees* ("MI 52-110").

Education and Experience

Mr. MacNeill is the President, Chief Executive Officer and a Director of 49 North Resources Inc. (TSX-V). Mr. MacNeill is a graduate of the University of Saskatchewan (Economics) and is a Chartered Financial Analyst (CFA) and a Certified General Accountant (CGA). Mr. MacNeill has also completed the Canadian Securities course (with

Honors) in 1987. With over 25 years in the resource investment and corporate finance industry, Mr. MacNeill's work history includes positions as: Investment Advisor with a major Canadian firm, management accountant within the mining industry, Chief Financial Officer of a Canadian trust corporation as well as extensive resource portfolio management.

Mr. Hodgkinson is a Director of the Corporation. He currently acts as an engineering consultant. He has also served as the Chief Operating Officer and Vice-President, Engineering of Aztek Energy Ltd. (TSX-V, then NEX) from October 2005 to January 2010 and currently serves as a director of Troy Energy Corp. (NEX). He previously served as a director of Bacanora Minerals Ltd. (TSX-V), a public mineral exploration company. Mr. Hodgkinson received his Bachelor of Science in Engineering from the University of Calgary in June 1977. He has been a member of the Alberta Association of Professional Engineers, Geologists and Geophysicists of Alberta.

Mr. Jones is a Director of the Corporation. He has practiced law since 1959, formerly as a prosecutor for what was then Revenue Canada, and since 1964 in private practice, where his preferred area of practice is taxation litigation. He was formerly senior tax lawyer and Associate Counsel with the law firm, Horne Coupar, Barristers & Solicitors, of Victoria, British Columbia. He previously served as senior partner of the law firm, Jones Emery Hargreaves Swan, Barristers & Solicitors, operating out of Victoria, British Columbia. Mr. Jones has been extensively involved in community sports and charitable institutions and has served as a director of several public companies and registered societies, both charitable and not-for-profit. He currently serves as a director of Troy Energy Corp. (NEX) and previously served as a director of Bacanora Minerals Ltd. and Paramax Resources Ltd. (TSX-V).

Through such business experience, the members of the Audit Committee review financial statements and gain an understanding of financial reporting controls and procedures.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of MI 52-110 (*De Minimis Non-Audit Services*), or an exemption from MI 52-110, in whole or in part, granted under Part 8 of Multilateral Instrument 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee will review the engagement of non-audit services as required.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2015	\$20,000	\$400	Nil	Nil
2014	\$20,000	\$400	Nil	Nil

Exemption

The Corporation is relying on the exemption provided in Section 6.1 of MI 52-110 and, as such, the Corporation is exempt from Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of MI 52-110.

PARTICULARS OF MATTERS TO BE ACTED UPON

Financial Statements

The financial statements of the Corporation for the years ended December 31, 2014 and 2013 and the auditors' report thereon accompanying this Management Proxy Circular will be placed before the Shareholders at the Meeting. Shareholders who wish to receive interim financial statements are encouraged to send the enclosed notice, in the addressed envelope to Alliance Trust Company.

Election of Directors

The term of office of each of the present directors expires at the Meeting. At the Meeting, the Shareholders will be asked to approve an ordinary resolution to fix the number of directors of the Corporation to be elected at five (5) members. Management of the Corporation proposes to nominate the persons named below for election as directors of the Corporation at the Meeting, each to serve until the next annual meeting of the Shareholders of the Corporation, unless his office is earlier vacated. All of the nominees are currently members of the Board of Directors of the Corporation.

Approval of the election of each director will require the affirmative votes of the holders of not less than half of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting. Shareholders can vote for all of the proposed directors set forth herein, vote for some of them and withhold for others, or withhold for all of them. **Unless otherwise instructed, the named proxyholders intend to vote "FOR" the election of each of the proposed nominees set forth below as Directors of the Corporation.** If, prior to the Meeting, any vacancies occur in the list of proposed nominees herein submitted, the persons named in the enclosed form of proxy intend to vote FOR the election of any substitute nominee or nominees recommended by management of the Corporation and FOR the remaining proposed nominees. Management has been informed that each of the proposed nominees listed below is willing to serve as a director if elected.

The following information concerning the proposed nominees has been furnished by each of them:

<u>Name, Residence and Present Office Held</u>	<u>Principal Occupation or Employment</u>	<u>Director Since</u>	<u>Number of Common Shares Beneficially Owned or Controlled⁽¹⁾ and percentage of total issued and outstanding</u>
PAUL CONROY San Carlos, Sonora, Mexico <i>President, Chief Executive Officer and Director</i>	President and Chief Executive Officer of Westcore Energy Ltd.; prior thereto, self-employed consultant providing consulting services to the oil and gas and mining industries.	March 2007	1,150,000 (1.68%)
ANDREW DAVIDSON Saskatoon, Saskatchewan Canada <i>Vice-President, Chief Operating Officer and Director</i>	Chief Financial Officer of 49 North Resources Inc.	June 2014	262,000 ⁽³⁾ (0.09%)
THOMAS MACNEILL ⁽²⁾ Saskatoon, Saskatchewan Canada <i>Director</i>	President and Chief Executive Officer of 49 North Resources Inc.	June 2014	12,743,000 ⁽⁴⁾ (18.61%)

<u>Name, Residence and Present Office Held</u>	<u>Principal Occupation or Employment</u>	<u>Director Since</u>	<u>Number of Common Shares Beneficially Owned or Controlled⁽¹⁾ and percentage of total issued and outstanding</u>
RAYMOND HODGKINSON ⁽²⁾ Calgary, Alberta Canada <i>Director</i>	Engineering Consultant, Former Chief Operating Officer and Vice-President, Engineering of Aztek Energy Ltd. Prior thereto, Senior Engineer with Apache Canada Ltd. and Senior Engineer with Shell Canada.	March 2007	300,000 (0.44%)
GEORGE JONES ⁽²⁾ Victoria, British Columbia Canada <i>Director</i>	Retired, formerly Associate Counsel, Horne Coupar, Barristers & Solicitors; prior thereto, founding partner of Jones Emery Hargreaves Swan LLP.	January 2009	20,000 (0.03%)

Notes:

- (1) The information as to the number of Common Shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective nominees. These figures do not include any securities that are convertible into or exercisable for Common Shares. These figures reflect shareholdings prior to giving effect to the Allstar Transaction and the Consolidation.
- (2) Member of the Audit Committee.
- (3) Of these 262,000 Common Shares, a total of 12,000 Common Shares are registered in the name of Mr. Andrew Davidson, 250,000 are registered in the name of 101260386 Saskatchewan Ltd., a private corporation that is controlled by Mr. Andrew Davidson. In addition to the foregoing, the aforementioned private corporation is the holder of 250,000 common share purchase warrants, each of which is exercisable into one Common Share at a price of \$0.03 (pre-Consolidation) on or before the date that is twenty-four (24) months from the date of completion of the Allstar Transaction. In addition to the shareholdings disclosed above, it should be noted that Mr. Davidson also serves as the Chief Financial Officer and a Director of 49 North Resources Inc., which currently holds 8,233,000 Common Shares and will (subject to approval of the Allstar Transaction and Consolidation as presented herein) be issued an additional 15,000,000 Common Shares (post-Consolidation) in connection with the completion of the Allstar Transaction. See "Particulars of Matters to be Acted Upon – Reviewable Transaction".
- (4) Of these 12,743,000 Common Shares, a total of 2,510,000 Common Shares are registered in the name of Mr. Thomas MacNeill, 8,233,000 Common Shares are registered in the name of 49 North Resources Inc., a public corporation in respect of which Mr. Thomas MacNeill serves as a senior officer and a director, and 2,000,000 Common Shares are registered in the name of T&N Holding Inc., a private corporation that is controlled by Mr. Thomas MacNeill. Mr. MacNeill is also the holder of 1,250,000 common share purchase warrants, each of which is exercisable into one Common Share at a price of \$0.03 (pre-Consolidation) on or before the date that is twenty-four (24) months from the date of completion of the Allstar Transaction. It should also be noted that a further 15,000,000 Common Shares (post-Consolidation) are to be issued to FNR (in respect of which Mr. MacNeill serves as Chairman, President, CEO and a Director) in connection with the completion of the Allstar Transaction. See "Particulars of Matters to be Acted Upon – Reviewable Transaction". In addition to the foregoing, a further 10,000,000 Common Shares and 10,000,000 common share purchase warrants are held by Eros Resources Corp. a corporation in respect of which Mr. MacNeill serves as a director. See "Voting Securities and Principal Holders of Voting Securities – Principal Holders of Common Shares".

Corporate Cease Trade Orders or Bankruptcies

Except as set forth below, no director or proposed director of the Corporation is, or has been within the past ten years, a director, chief executive officer or chief financial officer of any company (including the Corporation) that, while such person was acting in that capacity:

- (i) was the subject of a cease trade or similar order or an order that denied the company access to any exemptions under securities legislation, that was in effect for a period of more than 30 consecutive days; or
- (ii) was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemptions under securities legislation, that was issued after that individual ceased to be a director or chief executive officer or chief financial officer and which resulted from an event that occurred while such person was acting in a capacity as a director, chief executive officer or chief financial officer.

Except as set forth below, no proposed director of the Corporation is, or has been within the past ten years, a director or executive officer of any company (including the Corporation) that, while such person was acting in that capacity, or within a year of that individual ceasing to act in that capacity, became bankrupt, made a proposal under any

legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

On October 28, 2009, Messrs. Conroy and Hodgkinson were appointed as directors (and Mr. Conroy as President and Chief Executive Officer) of Lakota Resources Inc., a company that previously tendered a proposal under the *Bankruptcy and Insolvency Act* (Canada) and was the subject of a cease trade order issued by the Ontario Securities Commission dated July 13, 2009 (and equivalent orders issued by the Alberta Securities Commission and the British Columbia Securities Commission) for failure to file financial statements. Messrs. Conroy and Hodgkinson were appointed to these roles on behalf of the principal creditor of Lakota for the purposes of reviewing Lakota's operations and financial status and bringing Lakota into compliance with its public company reporting obligations. Lakota has now filed all outstanding financial statements and all cease trade orders in respect thereof have been revoked. Messrs. Conroy and Hodgkinson consequently resigned their positions with Lakota effective July 15, 2011.

Individual Bankruptcies

Except as set forth below, no director or proposed director of the Corporation is or has, within the ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Appointment of Auditors

The present auditor of the Corporation is Davidson & Company LLP, Chartered Accountants, who were originally appointed as auditors of the Corporation in 2015. **Unless instructed otherwise, the management designees in the accompanying Instrument of Proxy intend to vote FOR the resolution to appoint Davidson & Company LLP, Chartered Accountants, of Vancouver, British Columbia as the auditor of the Corporation to hold such appointment effective immediately until the next annual meeting of Shareholders, and to authorize the directors of the Corporation to fix the remuneration of the auditor.**

Approval of the appointment and remuneration of the auditors will require the affirmative votes of the holders of not less than half of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting. The Board of Directors of the Corporation unanimously recommends that the Shareholders of the Corporation vote in favour of the resolution appointing Davidson & Company LLP as auditor of the Corporation.

Ratification and Approval of Stock Option Plan

In accordance with the TSX-V's Policy 4.4 governing stock options, all issuers that have a rolling stock option plan reserving a maximum of 10% of the issued and outstanding shares of the Corporation must receive yearly shareholder approval of the stock option plan. The Board of Directors of the Corporation have approved the Plan on March 9, 2016 in the form attached hereto as Schedule "C". The TSX-V requires the Plan to be approved by the Shareholders of the Corporation.

Management of the Corporation will place before the Meeting the following resolution relating to the approval of the Plan:

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. The Corporation's 2015-17 Stock Option Plan be and is hereby ratified, confirmed and approved in substantially the form attached as Schedule "C" to the Information Circular prepared for the purposes of this Meeting, subject to acceptance by the TSX Venture Exchange;
2. The Corporation be authorized to grant stock options for up to 10% of the Common Shares of the Corporation outstanding from time to time pursuant and subject to the terms and conditions of the 2015-17 Stock Option Plan;
3. The previous existing stock options granted to directors, officers, employees and others be ratified, confirmed and approved; and that all existing stock options becoming subject to the provisions of the 2015-17 Stock Option Plan upon adoption by the Corporation;

4. The Board of Directors be authorized on behalf of the Corporation to make any amendments to the 2013/14 Stock Option Plan as may be required by regulatory authorities, without further approval of the shareholders of the Corporation, in order to ensure adoption of the 2015-17 Stock Option Plan;

5. Notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, without further resolution of shareholders, approval is hereby given to the Board of Directors of the Corporation, in their sole discretion, to revoke this resolution at any time and to refrain from implementing the 2015-17 Stock Option Plan; and

6. Any one director or officer of the Corporation be and he is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution."

The approval by Shareholders requires a favourable vote of a majority of the Common Shares voted in respect thereof at the Meeting. The TSX Venture Exchange requires such approval before it will allow the adoption of the Plan. Options to purchase Common Shares that were previously granted to directors, officers and employees of the Corporation will be deemed to be granted under the Plan. **Unless instructed otherwise, the management designees in the accompanying Instrument of Proxy intend to vote "FOR" the foregoing resolution.**

Reviewable Transaction

Background

The Meeting has been called in part to approve the proposed acquisition by Westcore of a 100% working interest in the oil and gas properties of 49 North Resources Inc. ("FNR") and its wholly-owned subsidiary, Allstar Energy Limited ("Allstar"), in addition to the subsequent acquisition of all associated oil and gas property and equipment of FNR and Allstar (the "Allstar Transaction").

Pursuant to a binding agreement entered into among Westcore, FNR and Allstar (the "Agreement"), Westcore will obtain a 100% working interest in all of Allstar and FNR's oil and gas properties and title to all associated property and equipment for an aggregate purchase price of \$3,000,000. The purchase price payable under the Agreement will be paid via the issuance upon closing of an aggregate of 15,000,000 Common Shares at a price of \$0.10 per Common Share (after giving effect to the Consolidation), in addition to the delivery of a promissory note in the aggregate principal amount of \$1,500,000 (the "Promissory Note"). The Promissory Note will bear interest at a rate of 5% per annum, maturing on the date that is two years from the date of issuance and re-payable from the cashflows of operations. Upon repayment of all amounts outstanding under the Promissory Note, title to the associated property and equipment will be conveyed from Allstar and FNR to Westcore.

Allstar currently holds approximately 43,000 acres of heavy oil and gas properties in west central Saskatchewan. With six wells currently producing, total field production is approximately 45 barrels of oil per day. Two of these producing wells are subject to a previous transaction, whereby 60% of the production from those wells is currently accruing to a third party. Presently, this third party interest amounts to approximately 3 barrels of oil per day. This interest is not a part of the proposed transaction between Westcore and Allstar and this production is not included in the field production number quoted above. Allstar also has a number of standing wells that can be reinitiated to increase production at a minimal incremental cost per barrel produced. The oil and gas properties subject to the transaction are summarized as follows:

- (1) The ***Riverside Field***, which is the primary oil and gas property of Allstar, is located approximately 16 kilometres north of the town of Leader in western Saskatchewan, covering total acreage of approximately 23,000 acres. The Riverside Field is highly optimized, with its own water disposal facility, inter-field water hauling capabilities and a portion of the production wells burning casing gas for power instead of propane. With three wells currently on production, Riverside is producing approximately 30 barrels of oil per day. The Riverside Field is also currently disposing of third party production water, which is providing a secondary cash flow stream in addition to oil and gas sales from operations. It should be noted that Westcore currently has a 5.50% working interest in six wells located on the Riverside Field (all of which are presently shut-in), in addition to a 22% working interest in the aforementioned water disposal well.

- (2) The ***Flaxcombe Field***, recently acquired by Allstar, which consists of approximately 21,000 acres of heavy oil land adjacent to the town of Flaxcombe, Saskatchewan. With three wells currently on production, Flaxcomb is producing approximately 15 barrels of oil per day. The Flaxcombe Field also has a number of standing well-bores and shut-in production which can be re-initiated at any time with limited incremental cost per barrel produced. The Flaxcombe Field also benefits from Allstar's disposal well located at Riverside, which provides for greater per barrel economics than disposing of production water at third party facilities. A portion of the production wells are also burning casing gas for power instead of propane. The heavy oil produced at Flaxcombe is also a lighter API oil, resulting in a moderately higher selling price per barrel.
- (3) The ***Red Pheasant Field***, which consists of approximately 1,800 acres of oil and gas land under lease from the Indian Oil and Gas Corporation, located on the Red Pheasant First Nation, south of the city of North Battleford in west central Saskatchewan. The Red Pheasant Field is currently shut-in, but has a number of standing wellbores that are capable of being turned on once the market price for heavy oil supports the cost of operating the Red Pheasant wells. When Allstar ceased production, the field was producing approximately 15 barrels of oil per day from three wells.

Completion of the Allstar Transaction is subject to a number of conditions including, but not limited to, completion of satisfactory due diligence, execution of a definitive agreement, completion of a private placement for gross proceeds of not less than \$200,000, receipt of shareholder approval in respect of the Consolidation and in respect of the Allstar Transaction and receipt of approval from the TSX Venture Exchange. Other than approval of the Shareholders and final Exchange approval, it is anticipated that all of the foregoing conditions shall have been completed prior to the Meeting.

In anticipation of the completion of the Allstar Transaction, the Corporation completed a private placement of units (each, a "Unit") at a price of \$0.02 per unit on December 21, 2015 for aggregate gross proceeds of \$600,000. Each Unit consisted of one Common Share and one common share purchase warrant, with each warrant entitling the holder thereof to acquire one Common Share at a price of \$0.03 per Common Share (pre-Consolidation) until the date that is twenty-four (24) months from completion of the Allstar Transaction. The proceeds of the Private Placement will be used to advance Westcore's existing oil and gas assets (to fulfill Westcore's obligations in connection therewith and via a loan to Allstar (to an aggregate maximum of \$250,000) for the purposes of advancing such properties) and for servicing the existing trade creditors of the Company, as well as to provide general working capital for 2016. As at the date hereof, an aggregate of \$137,669 of this loan has been advanced to Allstar.

Transaction Resolution

In connection with the Allstar Transaction, Shareholders will be asked to consider and, if thought appropriate, to pass a resolution approving the Allstar Transaction, subject to and effective upon satisfaction or waiver of all of the conditions to the completion of the Allstar Transaction.

As FNR is the holder of 8,233,000 common shares of Westcore (approximately 23% of the total number of issued and outstanding shares) and certain officers and/or directors of FNR also serve as officers and/or directors of Westcore, the Transaction is considered a "related party transaction" and, unless exemptions are determined to be available, will therefore be subject to the minority shareholder approval and valuation requirements of Multilateral Instrument 61-101– "Protection of Minority Security Holders in Special Transactions" ("MI 61-101").

Further, pursuant to TSX Venture Exchange Corporate Finance Manual Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets*, shareholder approval is required for in "any transaction where the number of securities issued or issuable to Non-Arm's Length Parties as a group as payment of the purchase price for an acquisition, exceeds 10% of the number of outstanding securities of the Issuer on a non- diluted basis, prior to the closing date of the transaction". In obtaining such approval, the votes of the Non-Arm's Length Parties must be excluded from the calculation of shareholder approval.

Vis-à-vis the Allstar Transaction, the following are the Non-Arm's Length Parties whose Common Shares shall be excluded from voting:

Name of Shareholder	Number of Common Shares (pre-Consolidation) Held
49 North Resources Inc. ⁽¹⁾	8,233,000
Thomas MacNeill	2,510,000
T&N Holding Inc. ⁽²⁾	2,000,000
Andrew Davidson	12,000
101260386 Saskatchewan Ltd. ⁽³⁾	250,000
Eros Resources Corp. ⁽⁴⁾	10,000,000
TOTAL	23,005,000

Notes:

- (1) Mr. Thomas MacNeill is the Chairman, President, Chief Executive Officer and a Director of FNR and Andrew Davidson is the Chief Financial Officer and a Director of FNR.
- (2) A private corporation that is controlled by Mr. Thomas MacNeill.
- (3) A private corporation that is controlled by Mr. Andrew Davidson.
- (4) As Thomas MacNeill serves as a director of both Eros Resources Corp. and Westcore, Eros Resources Corp. is considered to be a "Non-Arm's Length Party" vis-à-vis Westcore and accordingly, the votes attaching to Common Shares held by Eros must be excluded from the resolution relating to the Allstar Transaction in accordance with TSX-V Corporate Finance Manual Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets*.

The Westcore Board has reviewed the Allstar Transaction in detail (with Messrs. Thomas MacNeill and Andrew Davidson having declared their respective conflicts of interest and abstained from voting in respect of the Allstar Transaction). **Based on their review, the Westcore Board determined that the Allstar Transaction is in the best interests of the Shareholders and recommends that Shareholders cast their votes in favour of the resolution that will be presented at the Meeting.**

At the Meeting, the following resolution will be placed before the Shareholders in order to approve the Allstar Transaction:

"BE IT RESOLVED THAT:

1. The shareholders of Westcore hereby ratify and approve the proposed Reviewable Transaction of the Corporation, consisting of the acquisition by the Corporation of a 100% working interest in the oil and gas properties of 49 North Resources Inc. ("FNR") and its wholly-owned subsidiary, Allstar Energy Limited ("Allstar"), in addition to the subsequent acquisition of all associated oil and gas property and equipment of FNR and Allstar, as more particularly described in the Management Information Circular and Proxy Statement of Westcore dated March 16, 2016.
2. Any one officer or director of Westcore be and is hereby authorized and empowered to execute, swear to, acknowledge, deliver, file and record all contracts, instruments, agreements, transfers, assignments and any other document on behalf of Westcore in such form as may be required in order to carry out the purpose hereof.
3. The Board of Directors of Westcore be and it is hereby authorized to revoke this resolution and any or all of the actions herein described, notwithstanding the approval by the shareholders of same, at any time prior to the completion thereof, if in the sole discretion of the Board of Directors of Westcore, it is in the best interests of Westcore to do so.

For the foregoing resolution to be completed, it must receive the approval of a majority of the votes cast by the Shareholders present in person or by proxy at the Meeting, excluding those attaching to Common Shares held by Non-Arm's Length Parties, as noted above. Unless otherwise directed, the persons named in the accompanying Instruments of Proxy intend to vote such proxies in favour of the resolution approving the Allstar Transaction.

Consolidation

This Meeting has been called in part to approve the special resolution set forth in Schedule "D" hereto (the "Consolidation Resolution"). Shareholders will be asked to consider, and, if deemed advisable, to pass with or

without variation, a special resolution approving the consolidation (the "Consolidation") of all of the issued and outstanding Common Shares on an up to a one (1) for five (5) basis. The Corporation believes that, while the Consolidation should have no economic effect on the aggregate market value of the Common Shares, it expected that the post-Consolidation market price per share would be in a range between \$0.075 and \$0.15, based upon most recent trading prices. As the market price of the Common Shares may fluctuate between the time that the Management Information Circular is mailed to Shareholders and the Meeting, the directors may determine to employ an actual consolidation ratio that is less than one (1) for five (5), provided however, that any such change to the consolidation ratio will be publicly announced not less than seven (7) days prior to the date of the Meeting.

No fractional Common Shares will be issued in connection with the Consolidation. If, as a result of the Consolidation, a Shareholder would otherwise be entitled to a fraction of a Common Share, an adjustment will be made to the next higher whole number of Common Shares and the Shareholder will not be entitled to any further consideration.

For each five (5) Common Shares currently held by a Shareholder (or such lesser number as may be applicable in the event that directors determine to employ a Consolidation ratio that is less than one (1) for five (5)), each Shareholder will, as a result of the Consolidation, receive one Common Share after the Consolidation takes effect. The Consolidation will not materially affect the percentage ownership in the Corporation of Shareholders even though such ownership will be represented by a smaller number of Common Shares. The Consolidation will merely proportionally reduce the number of Common Shares held by Shareholders.

Approval of the Consolidation will require the affirmative votes of the holders of not less than two-thirds of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting and will require the approval of regulatory authorities. Notwithstanding whether the special resolution is passed by Shareholders, the directors of the Corporation may revoke it at any time prior to the issuance of a Certificate of Amendment giving effect to the Consolidation. **Unless instructed otherwise, the management designees in the accompanying Instrument of Proxy intend to vote FOR the special resolution approving the Consolidation. In order to be approved, the special resolution will require the approval of 66 2/3% of the votes cast in person or by proxy at the Meeting.**

If the directors determine to employ a Consolidation ratio that is less than one (1) for five (5) such determination will be publicly announced not less than seven (7) days prior to the Meeting as aforesaid in which case the foregoing resolution will be amended accordingly for presentation to Shareholders at the Meeting.

Following the issuance of a Certificate of Amendment implementing the Consolidation, a letter of transmittal will be sent by mail to Shareholders advising them that such Certificate of Amendment has been issued and instructing them to surrender the certificates evidencing their Common Shares for replacement certificates representing the number of Common Shares to which they are entitled as a result of the Consolidation. Shareholders will not have to pay a transfer or other fee in connection with the exchange of certificates. Shareholders should not submit certificates for exchange until requested to do so. Until surrendered, each certificate formerly representing Common Shares will be deemed for all purposes to represent the number of Common Shares to which the holder thereof is entitled as a result of the Consolidation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) which can be accessed at www.sedar.com. Financial information on the Corporation is provided in the comparative financial statements and management discussion and analysis of the Corporation which can also be accessed at www.sedar.com or which may be obtained upon request from the Corporation at Suite 602 – 224, 4th Avenue S., Saskatoon, Saskatchewan S7K 5M5.

SCHEDULE "A"

CORPORATE GOVERNANCE POLICY

CORPORATE GOVERNANCE DISCLOSURE (FORM 58-101F2)

1. **Board of Directors** — Disclose how the board of directors (the "Board") facilitates its exercise of independent supervision over management, including

- (i) the identity of directors that are independent, and

Raymond Hodgkinson and George Jones.

- (ii) the identity of directors who are not independent, and the basis for that determination.

Paul Conroy and Andrew Davidson are not independent as they are officers of the Corporation. Thomas MacNeill is not independent as he serves as Chairman, President and Chief Executive Officer of a company (49 North Resources Inc.) that is considered an "Affiliated Entity" under National Instrument 52-110 – Audit Committees.

In determining whether a director is independent, the Corporation chiefly considers whether the director has a relationship which could, or could be perceived to interfere with the director's exercise of independent judgment. Paul Conroy and Andrew Davidson are currently executive officers of the Corporation and are therefore not considered to be independent.

2. **Directorships** — If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.

The following current and proposed directors of the Corporation presently serve as directors of other reporting issuers as follows:

Director	Reporting Issuer
Paul Conroy	Troy Energy Corp. (NEX)
Andrew Davidson	49 North Resources Inc. (TSX-V) Gespeg Copper Resources Ltd. (TSX-V) Kapuskasing Gold Corp. (TSX-V) Prima Diamond Corp. (TSX-V) Greywacke Exploration Ltd. (CSE)
Thomas MacNeill	49 North Resources Inc. (TSX-V) Gespeg Copper Resources Ltd. (TSX-V) Greywacke Exploration Ltd. (CSE) Eros Resources Corp. (TSX-V)
Raymond Hodgkinson	Troy Energy Corp. (NEX)
George Jones	Troy Energy Corp. (NEX)

3. **Orientation and Continuing Education** — Describe what steps, if any, the Board takes to orient new Board members, and describe any measures the board takes to provide continuing education for directors.

The Corporation has not developed an official orientation or training program for new directors as required, new directors will have the opportunity to become familiar with the Corporation by meeting with other directors and its officers and employees. Orientation activities will be tailored to the particular needs and expertise of each director and the overall needs of the Board.

4. **Ethical Business Conduct** — Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.

The Corporation does not currently have a formal code of business conduct or policy in place for its directors, officers, employees and consultants. The Board believes that the Corporation's size facilitates informal review of and discussions with employees and consultants. The Board monitors ethical conduct of the Corporation and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decision of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

5. Nomination of Directors — Disclose what steps, if any, are taken to identify new candidates for Board nomination, including:

- (i) who identifies new candidates, and
- (ii) the process of identifying new candidates.

The Board has not appointed a nominating committee as the Board fulfills these functions. When the Board identifies the need to fill a position on the Board, the Board requests that current Directors forward potential candidates for consideration.

6. Compensation — Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including:

- (i) who determines compensation; and

Management of the Corporation is responsible for making recommendations to the Board with respect to compensation for the directors and the CEO. The Board has the ability to adjust and approve such compensation.

- (ii) the process of determining compensation.

Market comparisons as well as evaluation of similar positions in different industries in the same geography are the criteria used in determining compensation.

7. Other Board Committees — If the Board has standing committees other than the audit and compensation identify the committees and describe their function.

There are no other standing committees.

8. Assessments — Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.

The Board takes responsibility for monitoring and assessing its effectiveness and the performance of individual directors, its committees, including reviewing the Board's decision making processes and the quality of information provided by management.

SCHEDULE "B"

WESTCORE ENERGY LTD. AUDIT COMMITTEE CHARTER

1. **Establishment of Audit Committee:** The directors of the Corporation (the "**Directors**") have established an audit committee (the "**Audit Committee**").
2. **Membership:** The membership of the Audit Committee shall be as follows:
 - (a) The Audit Committee shall be composed of three members or such greater number as the Directors may from time to time determine.
 - (b) The majority of the members of the Audit Committee shall be independent Directors.
 - (c) Each member of the Audit Committee shall be financially literate. For purposes hereof "financially literate" has the meaning set forth under MI 52-110 (as amended from time to time) and currently means the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can be reasonably be expected to be raised by the Corporation's financial statements.
 - (d) Members shall be appointed annually from among members of the Directors. A member of the Audit Committee shall *ipso facto* cease to be a member of the Audit Committee upon ceasing to be a Director of the Corporation.
3. **Oversight Responsibility:** The external auditor is ultimately accountable to the Directors and the Audit Committee, as representatives of the shareholders and such shareholders representatives have the ultimate authority and responsibility to select, evaluate, and where appropriate, replace the external auditors (or to nominate the external auditors to be proposed for shareholder approval in any management information circular and proxy statement). The external auditor shall report directly to the Audit Committee and shall have the responsibilities as set forth herein.
4. **Mandate:** The Audit Committee shall have responsibility for overseeing:
 - (a) the accounting and financial reporting processes of the Corporation; and
 - (b) audits of the financial statements of the Corporation.

In addition to any other duties assigned to the Audit Committee by the Directors, from time to time, the role of the Audit Committee shall include meeting with the external auditor and the senior financial management of the Corporation to review all financial statements of the Corporation which require approval by the Directors, including year end audited financial statements. Specifically, the Audit Committee shall have authority and responsibility for:

- (a) reviewing the Corporation's financial statements, MD&A and earnings press releases before the information is publicly disclosed;
- (b) overseeing the work of the external auditors engaged for purpose of preparing or issuing , an audit report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditors regarding financial reporting;
- (c) reviewing annually and recommending to the Directors:
 - (i) the external auditors to be nominated for purposes of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation; and
 - (ii) the compensation of the external auditors.
- (d) discussing with the external auditor:

- (i) the scope of the audit, in particular their view of the quality of the Corporation's accounting principles as applied in the financials in terms of disclosure quality and evaluation methods, inclusive of the clarity of the Corporation's financial disclosure and reporting, degree of conservatism or aggressiveness of the Corporation's accounting principles and underlying estimates and other significant decisions made by management in preparing the financial disclosure and reviewed by the auditors;
 - (ii) significant changes in the Corporation's accounting principles, practices or policies; and
 - (iii) new developments in accounting principles, reporting matters or industry practices which may materially affect the Corporation.
- (e) reviewing with the external auditor and the Corporation's senior financial management the results of the annual audit regarding:
 - (i) the financial statements;
 - (ii) MD&A and related financial disclosure contained in continuous disclosure documents;
 - (iii) significant changes, if any, to the initial audit plan;
 - (iv) accounting and reporting decisions relating to significant current year events and transactions;
 - (v) the management letter, if any, outlining the auditor's findings and recommendations, together with management's response, with respect to internal controls and accounting procedures; and
 - (vi) any other matters relating to the conduct of the audit, including such other matters which should be communicated to the Audit Committee under Canadian generally accepted auditing standards.
- (f) reviewing and discussing with the Corporation's senior financial management and, if requested by the Audit Committee, the external auditor:
 - (i) the interim financial statements;
 - (ii) the interim MD&A; and
 - (iii) any other material matters relating to the interim financial statements, including, inter alia, any significant adjustments, management judgments or estimates, new or amended accounting policies.
- (g) receipt from external auditor of a formal written statement delineating all relationships between the auditor and the Corporation and considering whether the advisory services performed by the external auditor during the course of the year have impacted their independence, and also ensuring that no relationship or services between) the external auditor and the Corporation is in existence which may affect the objectivity and independence of the auditor or recommending appropriate action to ensure the independence of the external auditor.
- (h) pre-approval of all non-audit services to be provided to the Corporation or its subsidiary entities by the external auditors or the external auditors of the Corporation's subsidiary entities, unless such pre-approval is otherwise appropriately delegated or if appropriate specific policies and procedures for the engagement of non-audit services have been adopted by the Audit committee.
- (i) reviewing and discussing with the external auditors and senior financial management: the adequacy of procedures for review of disclosure of financial information extracted or derived from financial statements, other than the disclosure referred to in subparagraph (a) above.
- (j) establishing and reviewing of procedures for:
 - (i) receipt, retention and treatment of complaints received by the Corporation and its subsidiary entities regarding internal accounting controls, or auditing matters;

- (ii) anonymous submission by employees of the Corporation and its subsidiary entities of concerns regarding questionable accounting or auditing matters; and
 - (iii) hiring policies regarding employees and former employees of present and former external auditors of the Corporation and its subsidiary entities.
- (k) reviewing with the external auditor, the adequacy of management's internal control over financial reporting relating to financial information and management information systems and inquiring of management and the external auditor about significant risks and exposures to the Corporation that may have a material adverse impact on the Corporation's financial statements, and inquiring of the external auditor as to the efforts of management to mitigate such risks and exposures.
- (l) reviewing and/or considering that, with regard to the previous fiscal year,
- management has reviewed the Corporation's audited financial statements with the Audit Committee, including a discussion of the quality of the accounting principles as applied and significant judgments affecting the financial statements;
 - the external auditors and the Audit Committee have discussed the external auditors' judgments of the quality of the accounting principles applied and the type of judgments made with respect to the Corporation's financial statements;
 - the Audit Committee, on its own (without management or the external auditors present), has considered and discussed all the information disclosed to the Audit Committee from the Corporation's management and the external auditor; and
 - in reliance on review and discussions conducted with senior financial management and the external auditors, the Audit Committee believes that the Corporation's financial statements are fairly presented in conformity with the with Canadian Generally Accepted Accounting Principles (GAAP) in all material respects and that the financial statements fairly reflect the financial condition of the Corporation.

5. **Administrative Matters:** The following general provisions shall have application to the Audit Committee:

- (a) A quorum of the Audit Committee shall be the attendance of a majority of the members thereof. No business may be transacted by the Audit Committee except at a meeting of its members at which a quorum of the Audit Committee is present or by a resolution in writing signed by all the members of the Audit Committee.
- (b) Any member of the Audit Committee may be removed or replaced at any time by resolution of the Directors of the Corporation. If and whenever a vacancy shall exist on the Audit Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, each member of the Audit Committee shall hold such office until the close of the annual meeting of shareholders next following the date of appointment as a member of the Audit Committee or until a successor is duly appointed.
- (c) The Audit Committee may invite such Directors, directors, officers and employees of the Corporation or affiliates thereof as it may see fit from time to time to attend at meetings of the Audit Committee and to assist thereat in the discussion of matters being considered by the Audit Committee. The external auditors are is to appear before the Audit Committee when requested to do so by the Audit Committee.
- (d) The time and place for the Audit Committee meetings, the calling and the procedure at such meetings shall be determined by the Audit Committee having regard to the Articles and By-Laws of the Corporation.
- (e) The Chair shall preside at all meetings of the Audit Committee and shall have a second and deciding vote in the event of a tie. In the absence of the Chair, the other members of the Audit Committee shall appoint a representative amongst them to act as Chair for that particular meeting.
- (f) Notice of meetings of the Audit Committee may be given to the external auditors and shall be given in respect of meetings relating to the annual audited financial statements. The external auditors have the right to appear before and to be heard at any meeting of the Audit Committee. Upon the request of the external auditors, the Chair of the Audit Committee shall convene a meeting of the Audit Committee to consider any

matters which the external auditors believes should be brought to the attention of the Directors or shareholders of the Corporation.

- (g) The Audit Committee shall report to the Directors of the Corporation on such matters and questions relating to the financial position of the Corporation or any affiliates of the Corporation as the Directors of the Corporation may from time to time refer to the Audit Committee.
- (h) The members of the Audit Committee shall, for the purpose of performing their duties, have the right to inspect all the books and records of the Corporation and its affiliates, and to discuss such books and records that are in any way related to the financial position of the Corporation with the Directors, directors, officers, employees and external auditors of the Corporation and its affiliates.
- (i) Minutes of the Audit Committee meetings shall be recorded and maintained. The Chair of the Audit Committee will report to the Directors on the activities of the Audit Committee and/or the minutes of the Audit Committee meetings will be promptly circulated to the Directors or otherwise made available at the next meeting of Directors.
- (j) The Audit Committee shall have the authority to:
 - (i) engage independent counsel and other advisors or consultants as it determines necessary to carry out its duties;
 - (ii) set and pay the compensation for any advisors employed by the Audit Committee; and
 - (iii) communicate directly with the internal (if any) and external auditors and qualified reserves evaluators or auditors.

SCHEDULE "C"

WESTCORE ENERGY LTD.

STOCK OPTION PLAN

1. The Plan

A stock option plan (the "Plan"), pursuant to which options to purchase common shares, or such other shares as may be substituted therefor ("Shares"), in the capital of Westcore Energy Ltd. (the "Corporation") may be granted to the directors, officers and employees of the Corporation and to consultants retained by the Corporation, is hereby established on the terms and conditions set forth herein.

2. Purpose

The purpose of this Plan is to advance the interests of the Corporation by encouraging the directors, officers and employees of the Corporation and consultants retained by the Corporation to acquire Shares, thereby: (i) increasing the proprietary interests of such persons in the Corporation; (ii) aligning the interests of such persons with the interests of the Corporation's shareholders generally; (iii) encouraging such persons to remain associated with the Corporation; and (iv) furnishing such persons with an additional incentive in their efforts on behalf of the Corporation.

3. Administration

- (a) This Plan shall be administered by the board of directors of the Corporation (the "Board").
- (b) Subject to the terms and conditions set forth herein, the Board is authorized to provide for the granting, exercise and method of exercise of Options (as defined in paragraph 3(d) below), all on such terms (which may vary between Options granted from time to time) as it shall determine. In addition, the Board shall have the authority to: (i) construe and interpret this Plan and all option agreements entered into hereunder; (ii) prescribe, amend and rescind rules and regulations relating to this Plan and (iii) make all other determinations necessary or advisable for the administration of this Plan. All determinations and interpretations made by the Board shall be binding on all Participants (as hereinafter defined) and on their legal, personal representatives and beneficiaries.
- (c) Notwithstanding the foregoing or any other provision contained herein, the Board shall have the right to delegate the administration and operation of this Plan, in whole or in part, to a committee of the Board or to the President or any other officer of the Corporation. Whenever used herein, the term "Board" shall be deemed to include any committee or officer to which the Board has, fully or partially, delegated responsibility and/or authority relating to the Plan or the administration and operation of this Plan pursuant to this Section 3.
- (d) Options to purchase the Shares granted hereunder ("Options") shall be evidenced by (i) an agreement, signed on behalf of the Corporation and by the person to whom an Option is granted, which agreement shall be in such form as the Board shall approve, or (ii) a written notice or other instrument, signed by the Corporation, setting forth the material attributes of the Options.

4. Shares Subject to Plan

- (a) Subject to Section 15 below, the securities that may be acquired by Participants upon the exercise of Options shall be deemed to be fully authorized and issued Shares of the Corporation. Whenever used herein, the term "Shares" shall be deemed to include any other securities that may be acquired by a Participant upon the exercise of an Option the terms of which have been modified in accordance with Section 15 below.

- (b) The aggregate number of Shares reserved for issuance under this Plan, or any other plan of the Corporation, shall not, at the time of the stock option grant, exceed ten percent (10%) of the total number of issued and outstanding Shares (calculated on a non-diluted basis) unless the Corporation receives the permission of the stock exchange or exchanges on which the Shares are then listed to exceed such threshold.
- (c) If any Option granted under this Plan shall expire or terminate for any reason without having been exercised in full, any un-purchased Shares to which such Option relates shall be available for the purposes of the granting of Options under this Plan.

5. Maintenance of Sufficient Capital

The Corporation shall at all times during the term of this Plan ensure that the number of Shares it is authorized to issue shall be sufficient to satisfy the Corporation's obligations under all outstanding Options granted pursuant to this Plan.

6. Eligibility and Participation

- (a) The Board may, in its discretion, select any of the following persons to participate in this Plan:
 - (i) directors of the Corporation;
 - (ii) officers of the Corporation;
 - (iii) employees of the Corporation; and
 - (iv) consultants retained by the Corporation, provided such consultants have performed and/or continue to perform services for the Corporation on an ongoing basis or are expected to provide a service of value to the Corporation;(any such person having been selected for participation in this Plan by the Board is herein referred to as a "Participant").
- (b) The Board may from time to time, in its discretion, grant an Option to any Participant, upon such terms, conditions and limitations as the Board may determine, including the terms, conditions and limitations set forth herein, provided that Options granted to any Participant shall be approved by the shareholders of the Corporation if the rules of any stock exchange on which the Shares are listed require such approval.
- (c) The Corporation represents that, for any Options granted to an officer, employee or consultant of the Corporation, such Participant is a *bona fide* officer, employee or consultant of the Corporation.

7. Exercise Price

The Board shall, at the time an Option is granted under this Plan, fix the exercise price at which Shares may be acquired upon the exercise of such Option provided that such exercise price shall not be less than that from time to time permitted under the rules of any stock exchange or exchanges on which the Shares are then listed. In addition, the exercise price of an Option must be paid in cash. Disinterested shareholder approval shall be obtained by the Corporation prior to any reduction to the exercise price if the affected Participant is an insider (as defined in the *Securities Act* (Alberta)) of the Corporation at the time of the proposed amendment.

8. Number of Optioned Shares

The number of Shares that may be acquired under an Option granted to a Participant shall be determined by the Board as at the time the Option is granted, provided that the aggregate number of Shares reserved for issuance to any one Participant under this Plan or any other plan of the Corporation, shall not exceed five percent of the total number of issued and outstanding Shares (calculated on a non-diluted basis) in any 12

month period unless the Corporation receives the permission of the stock exchange or exchanges on which the Shares are listed to exceed such threshold and provided further that the number of Options granted to any one consultant in a 12 month period shall not exceed 2% of the total number of issued and outstanding Shares and the aggregate number of Options granted to persons employed to provide investor relations activities shall not exceed 2% of the total number of issued and outstanding Shares in any 12 month period. The Corporation shall obtain shareholder approval for grants of Options to insiders (as defined in the *Securities Act* (Alberta)), of a number of Options exceeding 10% of the issued Shares, within any 12 month period.

9. Term

The period during which an Option may be exercised (the "Option Period") shall be determined by the Board at the time that the Option is granted, subject to any vesting limitations which may be imposed by the Board in its sole unfettered discretion at the time that such Option is granted and Sections 11, 12 and 16 below, provided that:

- (a) no Option shall be exercisable for a period exceeding five (5) years from the date that the Option is granted unless the Corporation receives the permission of the stock exchange or exchanges on which the Shares are then listed and as specifically provided by the Board and as permitted under the rules of any stock exchange or exchanges on which the Shares are then listed, and in any event, no Option shall be exercisable for a period exceeding ten (10) years from the date the Option is granted;
- (b) no Option in respect of which shareholder approval is required under the rules of any stock exchange or exchanges on which the Shares are then listed shall be exercisable until such time as the Option has been approved by the shareholders of the Corporation;
- (c) the Board may, subject to the receipt of any necessary regulatory approvals, in its sole discretion, accelerate the time at which any Option may be exercised, in whole or in part; and
- (d) any Options granted to any Participant must expire within 90 days after the Participant ceases to be a Participant, and within 30 days for any Participant engaged in investor relation activities after such Participant ceases to be employed to provide investor relation activities.

10. Method of Exercise of Option

- (a) Except as set forth in Sections 11 and 12 below or as otherwise determined by the Board, no Option may be exercised unless the holder of such Option is, at the time the Option is exercised, a director, officer, employee or consultant of the Corporation.
- (b) Options that are otherwise exercisable in accordance with the terms thereof may be exercised in whole or in part from time to time.
- (c) Any Participant (or his legal, personal representative) wishing to exercise an Option shall deliver to the Corporation, at its principal office in the City of Saskatoon, Saskatchewan:
 - (i) a written notice expressing the intention of such Participant (or his legal, personal representative) to exercise his Option and specifying the number of Shares in respect of which the Option is exercised; and
 - (ii) a cash payment, certified cheque or bank draft, representing the full purchase price of the Shares in respect of which the Option is exercised.
- (d) Upon the exercise of an Option as aforesaid, the Corporation shall use reasonable efforts to forthwith deliver, or cause the registrar and transfer agent of the Shares to deliver, to the relevant Participant (or his legal, personal representative) or to the order thereof, a certificate representing

the aggregate number of fully paid and non-assessable Shares in respect of which the Option has been duly exercised.

11. Ceasing to be a Director, Officer, Employee or Consultant

If any Participant shall cease to hold the position or positions of director, officer, consultant or employee of the Corporation (as the case may be) for any reason other than death, his Option will terminate at 4:00 p.m. (Saskatoon time) on the earlier of the date of the expiration of the Option Period and 90 days after the date such Participant ceases to hold the position or positions of director, officer, employee or consultant of the Corporation as the case may be, and ceases to actively perform services for the Corporation. Notwithstanding the foregoing, an Option granted to a Participant who performs investor relations services on behalf of the Corporation shall terminate on the date that is 30 days after the termination of the employment or cessation of services being provided and shall be subject to Exchange policies and procedures for the termination of Options for investor relations services. For greater certainty, the termination of any Options held by the Participant, and the period during which the Participant may exercise any Options, shall be without regard to any notice period arising from the Participant's ceasing to hold the position or positions of director, officer, employee or consultant of the Corporation (as the case may be).

Neither the selection of any person as a Participant nor the granting of an Option to any Participant under this Plan shall: (i) confer upon such Participant any right to continue as a director, officer, employee or consultant of the Corporation, as the case may be; or (ii) be construed as a guarantee that the Participant will continue as a director, officer, employee or consultant of the Corporation, as the case may be.

12. Death of a Participant

In the event of the death of a Participant, any Option previously granted to him shall be exercisable until the end of the Option Period or until the expiration of 12 months after the date of death of such Participant, whichever is earlier, and then, in the event of death, only:

- (a) by the person or persons to whom the Participant's rights under the Option shall pass by the Participant's will or applicable law; and
- (b) to the extent that he was entitled to exercise the Option as at the date of his death.

13. Rights of Participants

No person entitled to exercise any Option granted under this Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any Shares issuable upon exercise of such Option until such Shares have been paid for in full and issued to such person.

14. Proceeds from Exercise of Options

The proceeds from any sale of Shares issued upon the exercise of Options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine and direct.

15. Adjustments

- (a) The number of Shares subject to the Plan shall be increased or decreased proportionately in the event of the subdivision or consolidation of the outstanding Shares of the Corporation, and in any such event a corresponding adjustment shall be made to the number of Shares deliverable upon the exercise of any Option granted prior to such event without any change in the total price applicable to the unexercised portion of the Option, but with a corresponding adjustment in the price for each Share that may be acquired upon the exercise of the Option. In case the Corporation is

reorganized or merged or consolidated or amalgamated with another corporation, appropriate provisions shall be made for the continuance of the Options outstanding under this Plan and to prevent any dilution or enlargement of the same.

- (b) Adjustments under this Section 15 shall be made by the Board, whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. No fractional Shares shall be issued upon the exercise of an Option following the making of any such adjustment.

16. Change of Control

Notwithstanding the provisions of section 11 or any vesting restrictions otherwise applicable to the relevant Options, in the event of a sale by the Corporation of all or substantially all of its assets or in the event of a change of control of the Corporation, each Participant shall be entitled to exercise, in whole or in part, the Options granted to such Participant hereunder, either during the term of the Option or within 90 days after the date of the sale or change of control, whichever first occurs.

For the purpose of this Plan, "change of control of the Corporation" means and shall be deemed to have occurred upon:

- (a) the acceptance by the holders of Shares of the Corporation, representing in the aggregate, more than 50 percent of all issued Shares of the Corporation, of any offer, whether by way of a takeover bid or otherwise, for all or any of the outstanding Shares of the Corporation; or
- (b) the acquisition, by whatever means, by a person (or two or more persons who, in such acquisition, have acted jointly or in concert or intend to exercise jointly or in concert any voting rights attaching to the Shares acquired), directly or indirectly, of beneficial ownership of such number of Shares or rights to Shares of the Corporation, which together with such person's then owned Shares and rights to Shares, if any, represent (assuming the full exercise of such rights to voting securities) more than fifty percent (50%) of the combined voting rights of the Corporation's then outstanding Shares; or
- (c) the entering into of any agreement by the Corporation to merge, consolidate, amalgamate, initiate an arrangement or be absorbed by or into another corporation; or
- (d) the passing of a resolution by the Board or shareholders of the Corporation to substantially liquidate the assets or wind-up the Corporation's business or significantly rearrange its affairs in one or more transactions or series of transactions or the commencement of proceedings for such a liquidation, winding-up or re-arrangement (except where such re-arrangement is part of a bona fide reorganization of the Corporation in circumstances where the business of the Corporation is continued and where the shareholdings remain substantially the same following the re-arrangement); or
- (e) individuals who were members of the Board of the Corporation immediately prior to a meeting of the shareholders of the Corporation involving a contest for or an item of business relating to the election of directors, not constituting a majority of the Board following such election.

17. Transferability

All benefits, rights and Options accruing to any Participant in accordance with the terms and conditions of this Plan shall be non-transferrable and non-assignable unless specifically provided herein. During the lifetime of a Participant, any Options granted hereunder may only be exercised by the Participant and in the event of the death of a Participant, by the person or persons to whom the Participant's rights under the Option pass by the Participant's will or applicable law.

18. Amendment and Termination of Plan

- a) The Board may, at any time and from time to time, amend, suspend or terminate the Plan or an Option without shareholder approval, provided that no such amendment, suspension or termination may be made without obtaining any required approval of any regulatory authority or stock exchange or the consent or deemed consent of a Participant where such amendment, suspension or termination materially prejudices the rights of the Participant.
- b) Notwithstanding the provisions of Section 18(a), the Board may not, without the approval of the security holders of the Corporation (or, as may be required by the policies and procedures of the Exchange, the approval of the disinterested security holders of the Corporation), make amendments to the Plan or any Option for any of the following purposes:
 - i. to increase the maximum number of Shares that may be issued pursuant to Options granted under the Plan as set out in Section 8;
 - ii. to reduce the exercise price of Options for the benefit of an Insider;
 - iii. to extend the term of an Option beyond the Option Period for the benefit of an Insider; and
 - iv. to amend the provisions of this Section 18.
- c) In addition to the changes made pursuant to Section 3, the Board may, at any time and from time to time, without the approval of the security holders of the Corporation amend any term of any outstanding Option (including, without limitation, the exercise price, vesting and expiry of the Option), provided that:
 - i. any required approval of any regulatory authority or stock exchange is obtained;
 - ii. if the amendments would reduce the exercise price or extend the expiry date of the Options granted to Insiders, approval of the security holders of the Corporation must be obtained;
 - iii. the Board would have had the authority to initially grant the Option under the terms so amended; and
 - iv. the consent or deemed consent of the Participant is obtained if the amendment would materially prejudice the rights of the Participant under the Option.

19. Necessary Approvals

The obligation of the Corporation to issue and deliver Shares in accordance with this Plan and Options granted hereunder is subject to applicable securities legislation and to the receipt of any approvals that may be required from any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If Shares cannot be issued to a Participant upon the exercise of an Option for any reason whatsoever, the obligation of the Corporation to issue such Shares shall terminate and any funds paid to the Corporation in connection with the exercise of such Option will be returned to the relevant Participant as soon as practicable.

20. Stock Exchange Rules

This Plan and any option agreements entered into hereunder shall comply with the requirements from time to time of the stock exchange or exchanges on which the Shares are listed.

21. Right to Issue Other Shares

The Corporation shall not by virtue of this Plan be in any way restricted from declaring and paying stock dividends, issuing further Shares, varying or amending its share capital or corporate structure or conducting its business in any way whatsoever.

22. Notice

Any notice required to be given by this Plan shall be in writing and shall be given by registered mail, postage prepaid or delivered by courier or by facsimile transmission addressed, if to the Corporation, at its principal address in Saskatoon, Saskatchewan (Attention: The Chairman); or if to a Participant, to such Participant at his address as it appears on the books of the Corporation or in the event of the address of any such Participant not so appearing then to the last known address of such Participant; or if to any other person, to the last known address of such person.

23. Gender

Whenever used herein words importing the masculine gender shall include the feminine and neuter genders and vice versa.

24. Interpretation

This Plan will be governed by and construed in accordance with the laws of the Province of Alberta.

SCHEDULE "D"

**WESTCORE ENERGY LTD.
CONSOLIDATION RESOLUTION**

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. Subject to the receipt of any necessary regulatory approval, the articles of the Corporation be amended to consolidate the issued and outstanding common shares of the Corporation ("**Common Shares**") on an up to one (1) for five (5) basis (the "**Consolidation**"); provided, however, that no fractional Common Shares will be issued in connection with the Consolidation of the Common Shares;
2. Any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments necessary or desirable to give effect to this special resolution including, without limitation, to deliver Articles of Amendment, in duplicate, to the Director under the *Business Corporations Act* (Alberta); and
3. Notwithstanding that this special resolution has been duly passed by the holders of Common Shares, the directors of the Corporation be, and they are hereby authorized and empowered to revoke this resolution at any time prior to the issue of a Certificate of Amendment giving effect to the amendment to the Articles of the Corporation set forth above and to determine not to proceed with the amendment without further approval of the holders of Common Shares, or to complete the Consolidation at a ratio that is less than one (1) for five (5).