



**Notice of Meeting  
and  
Information Circular**

**in respect of a**

**SPECIAL AND ANNUAL MEETING  
OF SHAREHOLDERS**

**to be held on June 24, 2010**

**ANTERRA ENERGY INC.  
NOTICE OF MEETING OF SHAREHOLDERS**

to be held on June 24, 2010

TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a Special and Annual Meeting (the "Meeting") of shareholders of Anterra Energy Inc. (the "Corporation") will be held at the office of Macleod Dixon LLP at 3700 Canterra Tower, 400 Third Avenue S.W., Calgary, Alberta on Thursday, June 24, 2010 at 9:30 am (Calgary time) for the following purposes:

1. To receive the audited financial statements for the year ended December 31, 2009 and the report of the auditors thereon.
2. To elect the directors of the Corporation for the ensuing year.
3. To appoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors.
4. To approve the Corporation's existing stock option plan.
5. To approve a name change for the Corporation.
6. To transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Shareholders are referred to the Information Circular for more detailed information with respect to the matters to be considered at the Meeting.

**If you are a *registered shareholder* of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Olympia Trust Company, registrar and transfer agent of the Corporation, at 2300, 125-9<sup>th</sup> Avenue S.E., Calgary, Alberta T2G 0P6 by no later than 4:30 p.m. (Calgary time) on June 23, 2010.**

**If you are an *unregistered shareholder* of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.**

The directors of the Corporation have fixed May 25, 2010 as the record date. Holders of Class A shares of record at the close of business on May 25, 2010 are entitled to notice of the Meeting and to vote thereat or at any adjournment(s) thereof. The transfer books will not be closed.

BY ORDER OF THE BOARD OF DIRECTORS



A. Giles Parker  
Vice-President, Finance and Chief Financial Officer

Calgary, Alberta  
May 25, 2010

# **ANTERRA ENERGY Inc.**

## **INFORMATION CIRCULAR**

### **FOR THE SPECIAL AND ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON TUESDAY JUNE 24, 2010**

#### **PURPOSE OF SOLICITATION**

**This Information Circular is furnished in connection with the solicitation of proxies by the management of Anterra Energy Inc (the "Corporation") for use at the Special and Annual Meeting (the "Meeting") of the shareholders of the Corporation.** The Meeting will be held at the office of Macleod Dixon LLP at, 3700 Canterra Tower, 400 Third Avenue S.W., Calgary, Alberta, on Thursday, June 24, 2010 at 9:30 am (Calgary time), and at any adjournments thereof for the purposes set forth in the Notice of Meeting of Shareholders accompanying this Information Circular. Information contained herein is given as of May 25, 2010 unless otherwise specifically stated.

Solicitation of proxies will be primarily by mail but may also be by telephone, facsimile or in person by directors, officers and employees of the Corporation who will not be additionally compensated therefore. Brokers, nominees or other persons holding shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such shares. The costs of soliciting proxies will be borne by the Corporation.

#### **APPOINTMENT AND REVOCATION OF PROXIES**

Enclosed herewith is a form of proxy for use at the Meeting. The persons named in the form of proxy are directors and officers of the Corporation. **A shareholder submitting a proxy has the right to appoint a nominee (who need not be a shareholder) to represent him at the Meeting other than the persons designated in the enclosed proxy form by inserting the name of his chosen nominee in the space provided for that purpose on the form and by striking out the printed names.**

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is signed by the shareholder or by the shareholder's attorney authorized in writing or, if the shareholder is a corporation, it must be executed by a duly authorized officer or attorney thereof. The proxy, to be acted upon, must be deposited with the Registrar and Transfer Agent of the Corporation, Olympia Trust Company ("Olympia Trust"), 2300, 125-9<sup>th</sup> Avenue S.E., Calgary, Alberta T2G 0P6 4:30 p.m. (Calgary time) on the last business day preceding the day of the Meeting or any adjournment(s) thereof, or with the chairman of the Meeting on the day of the Meeting or any adjournment(s) thereof.

A shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by instrument in writing executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporation, executed by a duly authorized officer or attorney thereof and deposited at the office of Olympia Trust at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of the Meeting on the day of the Meeting or any adjournment thereof.

## ADVICE TO BENEFICIAL HOLDERS OF CLASS A SHARES

**The Information set forth in this section is of significant importance to many shareholders of the Corporation, as a substantial number of shareholders do not hold shares in their own name.** Shareholders who do not hold their shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of Class A shares in the capital of the Corporation (the "Common Shares") can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). Broadridge typically asks Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge proxy cannot use that proxy to vote Common Shares directly at the Meeting - the proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

## VOTING OF PROXIES

All 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 accompanying form of proxy, the shares represented by the proxy will be voted in accordance with such instructions. **In the absence of any such instruction, the persons whose names appear on the printed form of proxy will vote in favour of all the matters set out thereon. The enclosed form of proxy confers discretionary authority upon the persons named therein. If any other business or amendments or variations to matters identified in the Notice of Meeting properly comes before the Meeting, then discretionary authority is conferred upon the person appointed in the proxy to vote in the manner they see fit, in accordance with their best judgment.**

At the time of printing of this Information 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 Notice of Meeting.

## INFORMATION CONCERNING THE CORPORATION

### Voting Shares and Principal Holders Thereof

The directors of the Corporation have fixed May 25, 2010 as the record date. Holders of Common Shares at the close of business on May 25, 2010, are entitled to receive notice of the Meeting and to vote thereat or at any adjournments thereof on the basis of one vote for each Common Share held, except to the extent that (i) a registered shareholder has transferred the ownership of any shares, subsequent to May 25, 2010 and (ii) the transferee of those shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the 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 shares at the Meeting. The transfer books will not be closed.

As of May 25, 2010, 244,488,032 Class A Shares were issued and outstanding as fully paid and non-assessable shares.

To the knowledge of the directors and senior officers of the Corporation, no persons, firms or corporations other than Alliance Success Holding Group Limited, which owns 77.7% of the Class A Shares, beneficially own directly or indirectly, or exercise control or direction over ten percent (10%) or more of the issued and outstanding Common Shares of the Corporation.

As of May 25, 2010, the directors and officers as a group owned beneficially, directly and indirectly, 198,605,384 Class A Shares of the Corporation, representing 81.2% of the presently issued and outstanding Class A Shares.

### Indebtedness of Directors and Senior Officers

None of the directors or senior officers of the Corporation, nominees for election or associates or affiliates of such persons have been indebted to the Corporation at any time since the beginning of the last fiscal period.

## Compensation Discussion and Analysis

The Corporation's compensation program for Named Executive Officers ("NEOs") includes a base salary, an annual incentive scheme and option based awards. Each year the Corporation reviews industry compensation data to determine the equivalent market rate for executives with similar technical background and years of experience as each of the NEOs. The base salary for each NEO is established at a level relative to each of the other NEOs in the Corporation, but at a level that is lower than the average equivalent market rate. The annual incentive scheme is based on a graduated percentage of the Company's funds flow from operations (before changes in non-cash operating working capital) during the year and is set with the objective of bringing the NEOs' paid compensation for the year up to the average equivalent market rate as the Corporation's budgeted annual funds flow from operations (as established by the Board of Directors) is achieved. If the budget is exceeded, the NEO will receive more than the market equivalent rate. The NEOs also receive option based awards at the discretion of the Board of Directors to provide upside to the NEO if the Company is successful and to further align the NEOs interests with the interests of shareholders. Option based awards are generally awarded at the discretion of the Board, in a larger amount on commencing with the Company and with a smaller annual amount in subsequent years. All NEO compensation amounts are proposed by the CEO to the Compensation Committee and, based on the recommendation of the Compensation Committee, approved by the Board of Directors. In addition, each NEO receives minor perquisites including parking which, unless otherwise noted in the schedule below, total less than 10% of the total compensation.

The Corporation's annual incentive scheme, as approved by the Board of Directors, provided for payments to NEOs and other officers and employees totaling approximately 5% of the first \$1.4 million of annual funds flow from operations (as established by the Board of Directors), approximately 10% of the second \$1.4 million and approximately 18% of additional funds flow from operations. During 2009, no incentive compensation for 2008 was paid because of the Company's financial condition. For 2009, no award has been approved by the Board of Directors.

The following table discloses, for the three most recently completed financial years that end on or after December 31, 2008, total compensation received by the following executive officers: (i) those who acted as the Corporation's Chief Executive Officer during such period; (ii) those who acted as the Chief Financial Officer during such period; and (iii) each of the three highest paid executive officers whose total compensation exceeded \$150,000 during such period (collectively the "Named Executive Officers").

**Summary Compensation Table**

Name and Principal Position	Year	Salary (\$)	Share-Based awards (\$)	Option-Based awards (\$) (3)	Non equity incentive Plan compensation (\$)		Pension Value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans (2)	Long-term Incentive Plans			
Owen C. Pinnell Chairman & CEO	2009	120,000	Nil	Nil	Nil	Nil	Nil	(1)	120,000
	2008	120,000	Nil	15,525	Nil	Nil	Nil		135,525
Giles Parker, VP Finance & CFO	2009	120,000	Nil	Nil	Nil	Nil	Nil	(1)	120,000
	2008	120,000	Nil	5,175	Nil	Nil	Nil		125,175
William E. Johnson, President & COO (4)	2009	160,000	Nil	Nil	Nil	Nil	Nil	(1)	160,000
	2008	80,000	Nil	81,735	Nil	Nil	Nil		161,735

**Notes:**

- (1) The aggregate value of the benefits received was less than 10% of the indicated salary.
- (2) The annual incentive plan for 2009 was approved by the Board of Directors, and has been calculated based on the Company's Funds flow from operations for the year. The plan allocates a percentage of funds flow from operations (as presented in the Corporation's Management's Discussion and Analysis) to be paid to senior officers, including the Named Executive Officers. However, the incentive compensation for 2008 was not paid because of the Company's financial condition; and no incentive compensation will be paid for 2009.
- (3) The calculation of option based awards is based on the number of options granted priced at the grant date fair value of the award. The formula used to calculate the grant date fair value is the same as used for accounting purposes, estimated using the Black-Scholes option pricing model with a volatility rate of 70%, a risk free rate of return based on grant date interest rates and an estimated weighted average life of 2 years. The entire calculated value has been attributed to the covered financial year.
- (4) Mr Johnson was appointed President and C.O.O effective July 1, 2008.

***Stock Option Plan***

The Corporation has established a stock option plan (the "Plan") for directors, officers, employees and consultants or advisors to the Corporation and its subsidiaries. The Board of Directors may designate which directors, officers, employees and other key personnel of the Corporation or its subsidiaries are to be granted options to acquire Common Shares, subject to the restriction that the aggregate number of Common Shares issuable upon the exercise of options granted thereunder shall not exceed 10% of outstanding Common Shares. The directors, in compliance with the requirements of the stock exchange or exchanges on which the Common Shares are listed, determine the exercise price associated with any options granted under the Plan. The options vest on a date set by the directors and expire at a time set by the directors, being not more than five years from the date of grant, provided that any outstanding options will expire on a date not exceeding 90 days following the date of termination of employment or service or, in the event of the death of the optionee on a date not to exceed one year from the date of death of the optionee. Options granted under the Plan are non-assignable. Outstanding options granted under the Plan may be adjusted in certain events, as to exercise price and number of Common Shares, to prevent dilution or enlargement. The Plan provides for immediate vesting in the event of a change of control.

***Outstanding share-based awards and option based awards***

During the year, there were no options to acquire Common Shares granted to officers, directors, consultants or employees of the Corporation. As at May 25, 2010, no options were outstanding. In 2009, following a proposal by the Board of Directors, and having received consent of all option holders, all outstanding options previously held were cancelled effective April 27, 2009. It is expected that new options will be granted within the next year.

***Equity Compensation Plan Information as at December 31, 2009***

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of Securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
<b>(a)</b>	<b>(b)</b>	<b>(a)</b>	<b>(b)</b>
Equity compensation plans approved by securityholders	Nil	Nil	9,448,803
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
<b>Total</b>	Nil	Nil	9,448,803

### ***Employment Contracts***

The Corporation has employment agreements with Mr Johnson and Mr Parker. Upon termination for any reason other than cause, or if there is a change of control: Mr Johnson is entitled to be paid, after January 1, 2009, an amount equal to eighteen times his base monthly salary; Mr. Parker is entitled to be paid an amount equal to six times his base monthly salary. On January 15, 2010, a change of control occurred on the investment in the Corporation by Alliance Success Holding Group Limited. Messrs Johnson and Parker have the right to elect deemed termination as a result of the change of control until July 15, 2010. Under these employment agreements the officers have agreed to a six month non-compete, non-solicitation clause and confidentiality agreement.

### ***Other Plans***

The Corporation has no retirement plans, pension plans or other forms of retirement or deferred compensation for its officers.

### ***Compensation of Directors***

The Corporation pays to directors who are not officers or employees of the Corporation fees or fees for membership in a club of their choice up to \$2,500 annually. In addition, directors may be entitled to receive stock options of the Corporation. During the fiscal year ended December 31, 2009, no directors, were granted options to purchase Class A shares. Directors are reimbursed for travel and other expenses they incur when they attend meetings.

The following table summarises compensation for directors who are not officers of the Corporation during the fiscal year ended December 31, 2009.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$) (note 2)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other comp. (\$)	Total (\$)
Gary Chang	Nil	Nil	Nil	Nil	Nil	Nil	Nil
James H. Coleman	2,000	Nil	Nil	Nil	Nil	Nil	2,000
Ross O. Drysdale	2,000	Nil	Nil	Nil	Nil	Nil	2,000
Hong Lei	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jacob T. Halldorson	2,000	Nil	Nil	Nil	Nil	Nil	2,000
John McGilvary	Nil	Nil	Nil	Nil	Nil	Nil	Nil
J. Ronald Woods	2,000	Nil	Nil	Nil	Nil	Nil	2,000
Zhen Xiang Huo	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Notes:**

- (1) Mr McGilvary ceased to be a director on February 28, 2009. Mr Halldorson ceased to be a director on November 23, 2009. Mr Chang, Mr Lei and Mr Huo were appointed as Directors on November 23, 2009.
- (2) All outstanding options were cancelled effective April 27, 2009 and no options were granted during the balance of 2009.

## **Interest of Informed Persons in Material Transactions**

There were no material interests, direct or indirect, of directors and senior officers of the Corporation, nominees for director, any shareholder who beneficially owns more than 10% of the shares of the Corporation, or any known associate or affiliate of such persons in any transaction since the commencement of the Corporation's last completed financial period or in any proposed transaction which has materially affected or would materially affect the Corporation and which is not otherwise disclosed herein except for:

- In July 2009, the Company completed a private placement of Units, each Unit comprising one Class A Share and one flow-through Class A Share, for a total of 2,666,740 Class A Shares and 2,666,740 flow-through Class A Shares, at a price of \$0.15 per Unit. Directors and officers of the Company subscribed for an aggregate of 1,000,040 Class A Shares and 1,000,040 flow-through Class A Shares.
- During the year, a legal firm, of which James Coleman, a director, is a partner, charged the Company \$72,830 (2008 - \$62,702) for legal fees and services. The firm also agreed to settlement of amounts owing by the Company of \$34,819, which included a write down of the amount owing by \$8,704, the issuance of 87,050 Class A Shares, and the issuance of 5% unsecured subordinated debentures in the principal amount of \$10,446.
- During the year, another legal firm, of which Ross Drysdale, another director was Counsel until March 31, 2010, charged the Company \$31,144 (2008 - \$nil) for legal fees and services.
- Under an agreement dated October 11, 2007, a company owned by Jacob Halldorson, a director, participated in a farmin on a property owned by the Company paying 30% of the costs of a test well for a 30% interest before payout and a 15% interest after payout in the scheduled farmout lands. There are no amounts owing and no revenue was received during the year.
- At December 31, 2009, the Company has a receivable for \$21,399 due from Alliance Success Holding Group Limited ("Alliance"), which owned 42% of the Company's shares at December 31, 2009, for services paid for by the Company on behalf of Alliance, relating to Alliance's investment in the Company.

## **Interest Of Certain Persons In Matters To Be Acted On**

Management of the Corporation is not aware of any material interest of any director or nominee for director, or senior officer or anyone who has held office as such since the beginning of the Corporation's last financial period or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than as disclosed in this Information Circular in the discussion of each such matter.

## **Corporate Cease Trade Orders or Bankruptcies**

Except as set forth herein, no proposed director of the Corporation has, within the ten years prior to the date of this information circular, been a director, officer or a promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been 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 person. Ross Drysdale, a director of the Corporation proposed to be re-elected at the Meeting, was secretary of Patchgear.com Inc. ("Patchgear"), a company listed on the Alberta Stock Exchange. Patchgear was subject to a cease trade order in August 2001 for failure to file financial statements after ceasing operations. Mr. Drysdale was secretary to Equess Communications Inc. ("Equess") from March 1995 to March 2002. Equess was suspended pursuant to Rule C.1.07 on August 24, 2001.

## ANNUAL MEETING BUSINESS

### Financial Statements and Auditors' Report

Audited financial statements for the fiscal year ended December 31, 2009 and the report of the auditors thereon have been sent to registered shareholders. The presentation of such audited financial statements to the shareholders at the Meeting will not constitute a request for approval or disapproval.

### Election of Directors

The Articles of the Corporation provide that the Board of Directors shall consist of a minimum of three and a maximum of 11 directors to be elected annually. The term of office for each director is from the date of the meeting at which he is elected until the annual meeting next following or until his successor is elected or appointed.

The Board of Directors of the Corporation currently consists of seven directors. At the Meeting, a board of seven directors is to be elected.

It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote such proxies FOR the election of the nominees specified below as directors of the Corporation. If, prior to the Meeting, any vacancies occur in the slate 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 table states the names of all persons proposed to be nominated for election as directors, the position or office now held by them, if applicable, their principal occupation or employment for the past five years, the date on which they became directors of the Corporation and the number of shares in the capital of the Corporation beneficially owned directly or indirectly or over which they exercise control or direction.

Name and Municipality of Residence	Office Held	Principal Occupation for the Past Five Years	Director Since	Number of Shares Held
Gary Chang <sup>(2,3)</sup>	Director	President, Great United Resources Capital Inc. since 2009; Vice President, Alliance Success Holding Group Ltd; Vice President, Great United Petroleum Holding Co. Ltd from 2005 to 2009.	November 2009	Nil
James H. Coleman <sup>(3)</sup> Calgary, Alberta	Director	Partner, Macleod Dixon LLP, Barristers and Solicitors.	April 2002	728,279 Class A
Ross O. Drysdale <sup>(1,2)</sup> Calgary, Alberta	Director	Counsel to the law firm of Carscallen Leitch LLP since April, 2010; Counsel to the law firm of Burstall Winger LLP since February, 2005; previously, Partner with Baker & McKenzie LLP from June, 2002 to January, 2005; prior thereto, Partner for 12 years with McCarthy Tetrault LLP.	April 2007	1,493,780 Class A
Fang Gang Beijing, China	Nominee	President, Great United Petroleum Co. since January 2009; Chairman and CEO, Oriental Energy Co. from 2006 to December 2008	Nominee	Nil
Hong Lei <sup>(3)</sup> Beijing, China	Director	Chief Executive Director of the board of directors, Great United Petroleum Holding Co. Ltd since 2005; Managing Director, Alliance Success Holding Group Ltd	November 2009	Nil <sup>(4)</sup>

<b>Name and Municipality of Residence</b>	<b>Office Held</b>	<b>Principal Occupation for the Past Five Years</b>	<b>Director Since</b>	<b>Number of Shares Held</b>
Owen C. Pinnell <sup>(2)</sup> Calgary, Alberta	Chairman and Chief Executive Officer	Founder and Managing Partner since 1999 of i3 Capital Partners Inc., a private company focusing on providing venture capital expertise to start-up companies.	March 2000	4,628,845 Class A
Zhen Xiang Huo <sup>(1)</sup> Beijing, China	Director	President and Managing Director of Great United Petroleum Holding Co. Ltd. since 2005; Managing Director, Alliance Success Holding Group Ltd; Vice-Chairman of board of directors of Beijing Shell Unified Petrol-Chemical Co.; Former Chairman of the board of Directors of Beijing Unified Petrol-Chemical Co.	November 2009	Nil <sup>(4)</sup>

**Notes:**

- (1) Member of the Audit and Reserves Committee.
- (2) Member of the Environment and Safety Committee.
- (3) Member of the Compensation and Governance Committee
- (4) Messrs. Lei and Huo are officers and directors of Alliance Success Holding Group Limited which owns and controls 190,000,000 Class A Shares of the Corporation.

**Auditors**

The Corporation recommends the appointment of Deloitte & Touche LLP, Chartered Accountants, as auditors of the Corporation, to hold office until the next annual meeting of the Corporation at such remuneration as may be fixed by the Board of Directors.

**SPECIAL MEETING BUSINESS**

**Annual Approval of Stock Option Plan**

At the Meeting, the Corporation will be asked to consider and, if deemed advisable, approve a resolution approving the Corporation's existing stock option plan (the "Plan"). The TSX Venture Exchange Inc. requires annual shareholder approval of the Plan. The terms of the Plan are described in this Information Circular (see "Information Concerning the Corporation – Compensation Discussion and Analysis – Stock Option Plan") and no changes are proposed.

The form of resolution to be considered by shareholders at the Meeting is as follows:

"BE IT RESOLVED THAT:

1. The incentive stock option plan (the "Plan") of the Corporation, be and is hereby approved;
2. Any one officer or director of the Corporation is hereby authorized to execute and deliver all such documents and to do all such acts and things as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution."

To be effective, the resolution must be passed by at least a majority of the votes cast at the Meeting. The persons named in the enclosed form of proxy intend to vote in favour of this resolution at the Meeting.

## Approval of Name Change

At the Meeting, Shareholders will be asked to consider and, if thought fit, approve a change of the name of the Corporation to "Anterra Oil and Gas Ltd." or such other name as the directors of the Corporation may approve and which is acceptable to the TSXV (the "Name Change").

At the Meeting, the following special resolution, with or without variation, will be placed before the Shareholders of the Corporation in order to approve the proposed Name Change:

"BE IT RESOLVED, as a special resolution, that:

1. The Corporation be and is hereby authorized to change its name to "Anterra Oil and Gas Ltd." or such other name as the directors of the Corporation may approve and which is acceptable to the TSXV.
2. The directors of the Corporation are hereby authorized to revoke these resolutions before they are acted on, without further approval of the shareholders of the Corporation.
3. Any one director or officer of the Corporation be and is hereby authorized to do all such further acts and things and execute all such documents and instruments as may be necessary or desirable to give effect to the matters contemplated by these resolutions."

In order to be effective, the special resolution approving the Name Change must be passed by a majority of not less than two-thirds of the votes cast by Shareholders present in person or by proxy at the Meeting. **The persons designated in the applicable enclosed form of proxy, unless otherwise instructed, intend to vote FOR the Name Change.**

If the Name Change is approved at the Meeting, registered shareholders will subsequently receive a letter of transmittal for the purpose of exchanging their share certificates for the new certificates evidencing their shares.

## OTHER BUSINESS

Management is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting of Shareholders. If any other business properly comes before the Meeting, it is the intention of the persons named in the Instrument of Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

## CORPORATE GOVERNANCE

In establishing its corporate governance practices, the board of directors (the "Board") of the Corporation has been guided by Canadian securities legislation and the TSX guidelines for effective corporate governance, including National Policy 58-201 Corporate Governance Guidelines and other regulatory requirements such as National Instrument 52-110 *Audit Committees*.

### *Board of Directors*

The Board is currently comprised of seven individuals, two of whom are independent (Ross O.Drysdale and J. Ronald Woods). One of the directors is a member of management (Owen C. Pinnell) and, accordingly, is not independent within the meaning of that term set out in National Instrument 52-110

*Audit Committees.* One director (James H. Coleman) is not considered to be independent due to the fact that Mr. Coleman is a partner in a law firm that provides services to the Corporation. The three remaining directors (Gary Chang, Hong Lei, and Zhen Xiang Huo) are directors, officers or shareholders of the controlling shareholder.

### ***Directorships***

The following table sets out the directors of the Corporation who are currently directors of other reporting issuers:

<u>Name</u>	<u>Other Reporting Issuers</u>
James H. Coleman	Energold Drilling Corp. Gold Reserve Inc. Sulliden Exploration Inc.
Ross O. Drysdale	Arrowhead Water Products Ltd. FairWest Energy Corporation. West High Yield (W.H.Y.) Resources Ltd.

### ***Orientation and Continuing Education***

New directors to the Board are provided with a director's package containing pertinent information about the Corporation. Members of the Board are provided with ongoing education respecting the Corporation's operations by way of management presentations. In addition, directors are encouraged to attend industry workshops respecting the responsibilities of directors.

### ***Ethical Business Conduct***

The Board encourages and promotes a culture of ethical business conduct by actively overseeing the management of the business.

### ***Nomination and Assessment of Directors***

The members of the Board share responsibility for proposing new nominees to the Board and for assessing directors on an ongoing basis. Due to the small number of Board members, this duty is not delegated to a committee.

### ***Compensation***

The Board as a whole reviews the compensation for the directors and senior management annually, following recommendations from the Compensation and Governance Committee.

### ***Board Committees***

To facilitate its exercise of independent supervision over management, the Board has established the Audit and Reserves committee, the Compensation and Governance Committee and the Environment and Safety Committee.

### **Audit and Reserves Committee**

The Audit Committee is comprised of three external directors all of whom are financially literate.

The Audit Committee reviews the annual financial statements and related financial reporting of the Corporation and meets with the external independent auditors to review and consider audit procedures

and to assess the appropriateness and effectiveness of the Corporation's policies, business practices and internal controls. The members of the Audit Committee have direct access to the external auditors of the Corporation. The Audit Committee also reviews the unaudited quarterly financial statements, management's discussion and analysis of financial results and earnings press releases. The charter of the Corporation's Audit Committee is set out in an appendix attached hereto.

The members of the Audit Committee have the following relevant education and experience for performing their responsibilities on the Committee – Mr. Woods, chairman of the Audit Committee, has CFA, MBA and B.Com. designations and has been a financial executive for many years. He has also served as a Board member and audit committee member on several oil and gas companies listed on the Toronto Stock Exchange and TSX Venture Exchange. Mr. Drysdale is a lawyer and Counsel to the law firm of Carscallen Leitch LLP in Calgary, Alberta. Mr. Drysdale has over thirty years of experience in the legal profession and specializes in corporate and business law with a particular focus on public companies. Mr. Drysdale is a Director and officer of a number of private and public companies and has served on a number of Audit Committees where he obtained significant experience and exposure to accounting and financial issues. Mr. Zhen Xiang Huo is a professional engineer and is President and Managing Director of Great United Petroleum Holding Co.Ltd, and Managing Director of Alliance Success Holding Group Ltd. Mr Huo's experience as a director and senior officer of other companies in China has provided him with the background necessary to be a member of the Corporation's audit committee.

As a company listed on the TSX Venture Exchange, the Corporation is exempt from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of National Instrument 52-110 *Audit Committees*.

### **Compensation and Governance Committee**

The compensation committee is comprised of a minimum of three directors, none of whom are members of management.

The Compensation Committee is responsible for assisting the Board in monitoring, reviewing and approving overall compensation policies and practices of the Corporation and administering the Corporation's share compensation plans.

### **Environment and Safety Committee**

The Environment and Safety Committee is comprised of three individuals, a majority of whom are not members of management.

The Environment and Safety Committee is responsible for ensuring that management has designed and implemented effective programs relating to safety and environment, including the prevention or mitigation of risks and compliance with applicable legal requirements.

All matters outside the mandates of the Audit and Reserves Committee, the Compensation Committee or the Environment and Safety Committee are considered by the full Board. The Board has considered this appropriate in light of the size of the Corporation and its stage of development.

### *Fees Charged by External Auditors*

The following table sets out the aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years for the category of fees described.

	<u>2009</u>	<u>2008</u>
Audit Fees	\$65,720	\$70,278
Audit-Related Fees	\$1,397	\$2,526
Tax Fees	\$11,660	\$53,891
All Other Fees	\$2,756	\$13,959
Total	<u>\$81,533</u>	<u>\$140,654</u>

### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is contained in the Corporation's financial statements and Management's Discussion and Analysis for the year ended December 31, 2009. If you wish to request copies of the Corporation's financial statements and Management's Discussion and Analysis, please contact Giles Parker, Chief Financial Officer, at 1420, 1122 – 4th Street SW, Calgary, Alberta, T2R 1M1, Tel: (403) 215-2427.

## Appendix

### Anterra Energy Inc.

#### Audit and Reserves Committee Mandate

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##### **1. Purpose**

The purpose of the Audit and Reserves Committee (the Committee) is to assist the board of directors (the Board) of Anterra Energy Inc. (the Company”) in fulfilling its oversight responsibility by generally:

- a. Reviewing the Company’s financial statements, MD&A, and annual and interim earnings press releases before the Company publicly discloses the information.
- b. reviewing the financial control system which management has established and the audit process;
- c. reviewing estimates of the oil, natural gas and natural gas liquids reserves of the Company prepared by management and by any independent consultants; and
- d. assuring the external auditor's and independent consulting engineer's independence.

##### **2. Composition**

- a. The Committee shall be composed of a minimum of three external directors, which may include the non-executive Chairman;
- b. The members of the Committee shall be appointed or re-appointed at the meeting of the Board immediately following each annual meeting of the shareholders of the Company. Each member of the Committee shall continue to be a member thereof until his successor is appointed, unless he shall resign or be removed by the Board or he shall otherwise cease to be a director of the Company. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board and shall be filled by the Board if the membership of the Committee is less than three directors as a result of the vacancy; and
- c. The Board or, in the event of its failure to do so, the members of the Committee, shall appoint a chairman (the Chairman) from among their number. If the Chairman of the Committee is not present at any meeting of the Committee the Chairman of the meeting shall be chosen by the Committee from among the members present.

##### **3. Minutes and Meetings**

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members thereof, subject to the following:

- a. The Committee shall meet at least four times per year. The meetings shall be scheduled to permit timely review of the interim and annual financial statements and the annual independent engineering reports on the Company's reserves. Additional meetings will be held as deemed necessary by the Chairman of the Committee or as requested by any

member, the President, the Chief Financial Officer or by the external auditors;

- b. A quorum for a meeting shall be a majority of the Committee members, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to and hear each other;
- c. Notice of the time and place of every meeting shall be given to each member not less than 24 hours before the time of the meeting, provided that meetings may be held without formal notice if all of the members are present and do not object to notice not having been given or if those absent waive notice in any manner before or after the meeting. Notices of meetings may be given verbally or in writing or by electronic communication and need not be accompanied by an agenda or any other material;
- d. The external auditor shall be given notice of, and shall be entitled to attend, each meeting of the Committee which deals with financial statements or financial controls;
- e. The Committee shall at all times have the right to determine who shall and shall not be present at any part of the meetings of the Committee, and shall regularly meet with the external auditor without management present; and
- f. At each meeting, the Committee shall designate a Secretary for the meeting who may be a member of the Committee, an officer or employee of the Company or any other person considered appropriate by the Committee. All deliberations, recommendations and decisions of the Committee shall be recorded by the Secretary in the minutes of the meetings of the Committee. A verbal report on such meeting shall be made by the Chairman of the Committee to the Board at the next Board meeting and the minutes of such meeting shall be circulated to the Committee and the Board prior to the next following Committee and Board meetings, respectively.

#### **4. Committee Responsibilities**

The Committee's responsibilities shall include:

##### **Audit Matters**

- a. Review the annual financial statements and MD&A with management and the external auditor prior to their submission to the Board for approval and issuance of the external auditor's opinion;
- b. Review annually the results of the external auditor's audit of the Company's financial statements, and their management letter, and report to the Board any matter remaining unresolved and generally be responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- c. Review annually the results of the external auditor's procedures relating to the state of the Company's internal control systems and report to the Board the results of the review;
- d. Review the interim financial statements, MD&A, Presidents Report and earnings press release with management prior to their submission to the Board for approval;
- e. Review, prior to issue or review by the Board, all continuous disclosure and other documents of the Company that include financial statements either directly or

incorporated by reference;

- f. Ensure disclosures related to Disclosure Controls and Procedures (DC&P) and Internal Control over Financial Reporting (ICFR) are complete and fairly presented, since material weaknesses along with material changes in ICFR, are required to be disclosed in the MD&A;
- g. Review, making specific inquiry regarding payment of taxes and employee remittances, the unaudited quarterly financial statements with management and approve the same;
- h. Quarterly review of related party transactions;
- i. Quarterly review senior management's expense claims.
- j. Review the quality of service and performance of the external auditor and recommend annually to the Board the appointment or reappointment of an external auditor;
- k. Review annually external audit fees;
- l. Review annually and report to the Board on the insurable risks and insurance coverage of the Company;
- m. Review annually and report to the Board on outstanding litigation, claims or other contingencies, including tax assessments which could have a material effect;
- n. Review any non-audit related services provided by the external auditor and the fees related thereto and assess the impact of such non-audit related services on the independence of the external auditors;
- o. Receive annually a report of management as to its internal control processes;
- p. Review and pre-approve any non-audit services to be provided by the external auditors and consider the impact on the independence of such auditors and in connection therewith the Committee may delegate to one or more independent members the authority to pre-approve non-audit services, provided that the member reports to the Committee at the next scheduled meeting such pre-approval and the member complies with such other procedures as may be established by the Committee from time to time in connection therewith;
- q. Ensure that adequate procedures are in place for review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of such procedures;
- r. Establish a procedure for: (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; Review and approve the Company's hiring policies regarding partners and employees and former partners and employees of the present and former external auditors of the Company. The Committee

has authority to communicate directly with the internal auditors (if any) and the external auditors of the Company. The Committee will also have the authority to investigate any financial activity of the Company. All employees of the Company are to cooperate as requested by the Committee.

### **Reserve Matters**

The Committee is responsible for:

- a. reviewing the Company's procedures relating to the disclosure of information with respect to oil and gas activities including reviewing its procedures for complying with its disclosure requirements and restrictions set forth under applicable securities requirements;
- b. reviewing the Company's procedures for providing information to the independent evaluator; meeting, as considered necessary, with management and the independent evaluator to determine whether any restrictions placed by management affect the ability of the evaluator to report without reservation on the Reserves Data (as defined in NI 51-101) (the Reserves Data) and to review the Reserves Data and the report of the independent evaluator thereon (if such report is provided);
- c. reviewing with the independent evaluator the approach, assumptions and processes used by the evaluator in preparing their report.
- d. reviewing the appointment of the independent evaluator and, in the case of any proposed change to such independent evaluator, determining the reason therefore and whether there have been any disputes with management;
- e. providing a recommendation to the Board of Directors as to whether to approve the content or filing of the statement of the Reserves Data and other information that may be prescribed by applicable securities requirements including any reports of the independent engineer and of management in connection therewith;
- f. reviewing the Company's procedures for reporting other information associated with oil and gas producing activities; and
- g. generally reviewing all matters relating to the preparation and public disclosure of estimates of the Company's reserves.

If, in order to properly discharge its functions, duties and responsibilities, it is necessary, in the opinion of the Committee, that the Committee obtain the advice and counsel of internal and/or external advisors, the Chairman shall, at the request of the Committee (and subject to the approval of the Board in the case of external advisors only), engage the necessary advisors.