



**Notice of Meeting**

**and**

**Information Circular**

**in respect of a**

**SPECIAL AND ANNUAL MEETING  
OF SHAREHOLDERS**

**to be held on November 30, 2012**



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

to be held on November 30, 2012

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 Norton Rose Canada LLP at 3700 Devon Tower, 400 Third Avenue S.W., Calgary, Alberta on Friday, November 30, 2012 at 10:00 a.m. (Calgary time) for the following purposes:

1. To receive the audited financial statements for the year ended December 31, 2011 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 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 - 9th Avenue S.E., Calgary, Alberta T2G 0P6 by no later than 4:30 p.m. (Calgary time) on November 29, 2012.**

**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 October 22, 2012 as the record date. Holders of Class A shares of record at the close of business on October 22, 2012 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

(signed)  
Qiping Men  
Chief Financial Officer

Calgary, Alberta  
October 15, 2012

# **ANTERRA ENERGY Inc.**

## **INFORMATION CIRCULAR**

**FOR THE SPECIAL AND ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON FRIDAY, NOVEMBER 30, 2012**

### **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 Norton Rose Canada LLP at, 3700 Devon Tower, 400 Third Avenue S.W., Calgary, Alberta, on Friday, November 30, 2012 at 10:00 a.m. (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 October 15, 2012 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, 125-9th 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 October 22, 2012 as the record date. Holders of Common Shares at the close of business on October 22, 2012, 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 October 22, 2012 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 October 15, 2012, 246,438,032 Common 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 76.3% of the Common 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.

### **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 or NEOs (as hereinafter defined) 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. An annual incentive scheme has historically been in place to augment base salary (see below). 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 Chairman 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 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. For each of 2009, 2010 and 2011, no award was approved by the Board of Directors.

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

### Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Share-Based awards (\$)	Option-Based awards <sup>(1)</sup> (\$)	Non equity incentive Plan compensation (\$)		Pension Value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plan	Long-term Incentive Plans			
Gang Fang President & CEO <sup>(2)</sup>	2011	80,000	Nil	197,279	Nil	Nil	Nil	101,440 <sup>(3)</sup>	379,719
	2010	Nil	Nil	73,215	Nil	Nil	Nil	60,000	133,125
Owen C. Pinnell Chairman <sup>(4)</sup>	2011	60,000	Nil	126,213	Nil	Nil	Nil	- <sup>(5)</sup>	186,213
	2010	90,000	Nil	73,215	Nil	Nil	Nil	40,000	163,215
	2009	120,000	Nil	Nil	Nil	Nil	Nil	-	120,000
Qiping Men <sup>(6)</sup> VP Finance & CFO	2011	80,000	Nil	142,133	Nil	Nil	Nil	-	222,133
Robert McCuaig Executive Vice President	2011	120,000	Nil	80,487	Nil	Nil	Nil	- <sup>(5)</sup>	200,487
	2010	120,000	Nil	31,526	Nil	Nil	Nil	-	151,526
	2009	120,000	Nil	Nil	Nil	Nil	Nil	-	120,000

#### Notes:

- (1) This figure does not represent cash paid to the NEO. 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 75%, a risk free rate of return based on grant date interest rates and an estimated weighted average life of 5 years. The entire calculated value has been attributed to the covered financial year.
- (2) Dr. Fang was appointed CEO of the Corporation on July 13, 2010.
- (3) This amount was paid to a consulting company for the services of Dr. Fang.
- (4) Mr. Pinnell acted as CEO until July 13, 2010 and as CFO from November 24, 2010 until April 26, 2011.
- (5) The aggregate value of the benefits received was less than 10% of the indicated salary.
- (6) Mr. Men was appointed CFO of the Corporation on April 26, 2011.

### 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***

#### **Outstanding Share-Based and Option-Based Awards - Named Executive Officers**

The following table sets forth information with respect to the outstanding awards granted under the Plan issued to the Named Executive Officers as at December 31, 2011.

Name	Option-Based Awards			Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$) <sup>(1)</sup>	Number of Shares or Units of Shares that Have Not Vested (#)	Market or Payout Value of Share-Based Awards that Have not Vested (\$)
Gang Fang	3,500,000	0.10	July 13, 2015	Nil	Nil	Nil
	1,000,000	0.255	March 30, 2016	Nil	Nil	Nil
Owen C. Pinnell	3,500,000	0.10	July 13, 2015	Nil	Nil	Nil
	500,000	0.255	March 30, 2016	Nil	Nil	Nil
Qiping Men	1,000,000	0.255	March 30, 2016	Nil	Nil	Nil

**Note:**

- (1) Calculated based on the difference between the market value of the Common Shares at December 29, 2011, which was \$0.10, and the exercise price of the option. The calculation includes unvested options.

#### **Incentive Plan Awards – value vested or earned during the year – Named Executive Officers**

The following table sets forth information in respect of the value of awards granted pursuant to the Plan to the Named Executive Officers of the Corporation that vested during the period ending December 31, 2011.

Name	Option-Based Awards - Value Vested During Year <sup>(1)</sup> (\$)	Share-Based Awards - Value Vested During Year (\$)	Non-Equity Incentive Plan Compensation- Value Earned During Year (\$)
Gang Fang	116,667	Nil	Nil
Owen C. Pinnell	116,667	Nil	Nil
Qiping Men	Nil	Nil	Nil

**Note:**

- (1) Calculated based on the difference between the market value of the Common Shares on the applicable date of vesting and the applicable exercise price of the options which vested.

**Equity Compensation Plan Information as at December 31, 2011**

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of Securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Equity compensation plans approved by securityholders	20,200,000	\$0.14	4,443,803
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
<b>Total</b>	<b>20,200,000</b>	<b>\$0.14</b>	<b>4,443,803</b>

**Employment Contracts**

The Corporation has an agreement with Dr. Fang which provides for payment of an amount equal to six times his base monthly fees upon termination for any reason other than a material breach of the agreement by Dr. Fang.

The Corporation has an agreement with Mr. Men which provides for payment of an amount equal to one year's salary on termination of the agreement by the Corporation without cause, or on termination of the agreement by either party in the case of a change of control of the Corporation.

**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 \$3,500 annually. In addition, directors are paid \$300 for each meeting of the board and committee of the board (of which the director is a member) attended and may be entitled to receive stock options of the Corporation. Directors are reimbursed for travel and other expenses they incur when they attend meetings.

The following table sets out the total compensation paid or awarded for each of the Corporation's directors who are not NEO's, during the year ended December 31, 2011:

<b>Name</b>	<b>Fees Earned (\$)</b>	<b>Share-Based Awards (\$)</b>	<b>Option-Based Awards (\$)<sup>(1)</sup></b>	<b>Non-Equity Incentive Plan Compensation (\$)</b>	<b>Pension Value (\$)</b>	<b>All Other Compensation (\$)</b>	<b>Total (\$)</b>
Gary Chang	4,400	Nil	72,609	Nil	Nil	Nil	77,009
James H. Coleman	4,400	Nil	72,609	Nil	Nil	Nil	77,009
Ross O. Drysdale	4,400	Nil	72,609	Nil	Nil	Nil	77,009
Zhen Xiang Huo	4,400	Nil	72,609	Nil	Nil	Nil	77,009
Hong Lei	4,400	Nil	72,609	Nil	Nil	Nil	77,009

**Note:**

- (1) This figure does not represent cash paid to the director. 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 75%, a risk free rate of return based on grant date interest rates and an estimated weighted average life of 5 years. The entire calculated value has been attributed to the covered financial year.

### Outstanding Share-Based and Option-Based Awards - Directors

The following table sets forth information with respect to the outstanding awards granted under the Plan to the directors as at December 31, 2011.

Name	Option-Based Awards			Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options <sup>(1)</sup> (\$)	Number of Shares that Have Not Vested (#)	Market or Payout Value of Share-Based Awards that Have not Vested (\$)
Gary Chang	1,000,000	0.10	July 13, 2015	Nil	Nil	Nil
	400,000	0.255	March 30, 2016	Nil	Nil	Nil
James H. Coleman	1,000,000	0.10	July 13, 2015	Nil	Nil	Nil
	400,000	0.255	March 30, 2016	Nil	Nil	Nil
Ross O. Drysdale	1,000,000	0.10	July 13, 2015	Nil	Nil	Nil
	400,000	0.255	March 30, 2016	Nil	Nil	Nil
Zhen Xiang Huo	1,000,000	0.10	July 13, 2015	Nil	Nil	Nil
	400,000	0.255	March 30, 2016	Nil	Nil	Nil
Hong Lei	1,000,000	0.10	July 13, 2015	Nil	Nil	Nil
	400,000	0.255	March 30, 2016	Nil	Nil	Nil

**Note:**

- (1) Calculated based on the difference between the market value of the Common Shares at December 29, 2011, which was \$0.10, and the exercise price of the option. The calculation includes unvested options.

### Incentive Plan Awards – value vested or earned during the year - Directors

The following table sets forth information in respect of the value of awards granted pursuant to the Plan to directors of the Corporation that vested during the period ending December 31, 2011.

Name	Option-Based Awards - Value Vested During Year <sup>(1)</sup> (\$)	Share-Based Awards - Value Vested During Year (\$)	Non-Equity Incentive Plan Compensation- Value Earned During Year (\$)
Gary Chang	33,333	Nil	Nil
James H. Coleman	33,333	Nil	Nil
Ross O. Drysdale	33,333	Nil	Nil
Zhen Xiang Huo	33,333	Nil	Nil
Hong Lei	33,333	Nil	Nil

**Note:**

- (1) Calculated based on the difference between the market value of the Common Shares on the applicable date of vesting and the applicable exercise price of the options which vested.

### **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:

- During the year, an accounting firm, of which Qiping Men, the Corporation's Chief Financial Officer, is a shareholder, charged the Corporation \$74,620 (2010 - \$20,422) for accounting services.
- At December 31, 2011, the Corporation had a receivable for \$21,399 due from Alliance Success Holding Group Limited ("Alliance"), which owned 77% of the Corporation's shares at December 31, 2011, for services paid for by the Corporation on behalf of Alliance, relating to Alliance's investment in the Corporation. Payment was received in March, 2012.

### **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**

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.

## **ANNUAL MEETING BUSINESS**

### **Financial Statements and Auditors' Report**

Audited financial statements for the fiscal year ended December 31, 2011 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 six 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.

<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>
Gary Chang <sup>(1,2)</sup> Vancouver, British Columbia	Director	President, Great United Resources Capital Inc. since 2009; Vice President, Great United Petroleum Holding Co. Ltd from 2005 to 2009.	November 2009	Nil
Ross O. Drysdale <sup>(1,3)</sup> Calgary, Alberta	Director	Since August, 2012, President and Director of Ross O. Drysdale Professional Corporation; Counsel to the law firm of Carscallen Leitch LLP from April, 2010 to August, 2012; Counsel to the law firm of Burstall Winger LLP from February, 2005 to April, 2010.	April 2007	1,493,780
Gang Fang <sup>(2,3)</sup> Beijing, China	Chief Executive Officer and a Director	President, Great United Petroleum Co. since January 2009; Chairman and CEO, Oriental Energy Co. from 2006 to December 2008	July 2010	Nil
Zhen Xiang Huo 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>
Hong Lei 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>
Owen C. Pinnell <sup>(2)</sup> Calgary, Alberta	Chairman	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	5,653,845

**Notes:**

- (1) Member of the Audit and Reserves Committee.
- (2) Member of the Environmental, Health 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 188,000,000 Common Shares of the Corporation.

**Appointment of Auditor**

The Corporation recommends the appointment of KPMG 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.

Effective December 28, 2011, Deloitte & Touche LLP, Chartered Accountants ("**Deloitte**") of Calgary, Alberta, resigned as auditor of the Corporation at the request of the Corporation due to the conflict that arose as a result of Deloitte acquiring AJM Petroleum Consultants Ltd., the Corporation's independent reserve engineers. Deloitte had been the auditor of the Corporation since its incorporation. In replacement of Deloitte and in accordance with the provisions of NI 51-102, the Audit Committee of the Board and the Board approved the appointment of KPMG LLP, Chartered Accountants ("**KPMG**") as successor auditor.

In accordance with the requirements of NI 51-102, attached to this Information Circular as Appendix B is a copy of the "reporting package" (as such term is defined in NI 51-102) previously filed with the applicable Canadian securities regulatory authorities. The reporting package includes: (i) a Notice of Change of Auditor (the "Notice") filed by the Corporation in connection with Deloitte's resignation as auditor of the Corporation and KPMG's appointment as successor auditor to the Corporation; and (ii) a letter from each of Deloitte and KPMG addressed to various Canadian securities regulators and in response to the Notice. The Notice provides that there were no reservations in Deloitte's report for the two most recently completed fiscal years of the Corporation and that there are no reportable events (as defined in NI 51-102).

The persons named in the enclosed form of proxy intend to vote for the appointment of, as auditors of the Corporation, KPMG LLP, Chartered Accountants, of Calgary, Alberta at a remuneration to be fixed by the Board and to hold such office until the next annual meeting of the Corporation. KPMG LLP were first formally appointed auditors of the Corporation on December 28, 2011.

## **SPECIAL MEETING BUSINESS**

### **Annual Approval of Stock Option Plan**

At the Meeting, the Shareholders of 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.

## **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 (Gary Chang and Ross O. Drysdale). One of the directors is currently a member of management (Gang Fang) and one of the directors was a member of management within the last three years (Owen Pinnell) and, accordingly, both Dr. Fang and Mr. Pinnell are not independent within the meaning of that term set out in National Instrument 52-110 *Audit Committees*. One director (James H. Coleman Q.C.) is not considered to be independent due to the fact that he is a partner in a law firm that provides services to the Corporation. The two remaining directors (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:

Name	Other Reporting Issuers
Gary Chang	Sahara Energy Ltd.
James H. Coleman, Q.C.	Amex Exploration Inc. Endeavour Mining Corporation Energold Drilling Corp. Gold Reserve Inc. Petrowest Corporation Sulliden Gold Corporation Ltd.
Ross O. Drysdale	Arrowhead Water Products Ltd. Solara Exploration Ltd. West High Yield (W.H.Y.) Resources Ltd.
Gang Fang	Sahara Energy 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, following recommendations from the Compensation and Governance 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 and Reserves Committee is comprised of three external directors, all of whom are financially literate.

The Audit and Reserves 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 and Reserves Committee have direct access to the external auditors of the Corporation. The Audit and Reserves 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 and Reserves Committee is set out in Appendix A attached hereto.

The members of the Audit and Reserves Committee have the following relevant education and experience for performing their responsibilities on the Committee:

*Ross Drysdale*, Chairman of the Audit and Reserves Committee, is a lawyer 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.

*James Coleman Q.C.* is a senior partner with the firm of Norton Rose Canada LLP, an international law firm. Mr. Coleman has been involved in banking, corporate, securities, mining and oil and gas transactions in Canada, the United States, Europe, Central and South America, Africa and Asia. As a director of a number of public companies over several years, Mr. Coleman has participated on various committees and has extensive experience with financial matters.

*Gary Chang* holds an MBA degree from the University of Southern California. He is a Chartered Financial Analyst (CFA) charterholder and a member of the CFA Institute. Mr. Chang has over 10 years of international experience in both the financial and petroleum industries. He has worked with several securities firms and investment companies in both North America and China, including Prudential

Securities Inc. and Guotai Junan Securities Co., Ltd. Mr. Chang is currently the President of Great United Resources Capital Inc., a private corporation invested in the resource sector in Canada.

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, a majority of whom are not 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, administering the Corporation's stock option plan, assessing the effectiveness of the Board and its members, proposing new nominees for appointment to the Board and reviewing the Corporation's approach to corporate governance and compliance with regulatory requirements.

#### Environmental, Health and Safety Committee

The Environmental, Health and Safety Committee is comprised of three directors, a majority of whom are not members of management.

The Environmental, Health and Safety Committee is responsible for ensuring that management has designed and implemented effective programs relating to health, safety and the 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 Environmental, Health 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>2011</u>	<u>2010</u>
Audit Fees	\$166,513	\$76,500
Audit-Related Fees	\$10,436	\$4,590
Tax Fees	\$8,283	\$11,000
All Other Fees	\$1,200	\$660
Total	<u>\$186,432</u>	<u>\$92,750</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, 2011. If you wish to request copies of the Corporation's financial statements and Management's Discussion and Analysis, please contact Qiping Men, Chief Financial Officer, at 1420, 1122 – 4th Street SW, Calgary, Alberta, T2R 1M1, Tel: (403) 215-0860.

## Appendix A

### Anterra Energy Inc.

#### Audit and Reserves Committee Charter

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##### 1. General

The Board of Directors of the Corporation (the "Board") has established an Audit and Reserves Committee (the "Committee") to take steps on its behalf as are necessary to assist the Board in fulfilling its oversight responsibilities regarding:

- (a) the quality, integrity and appropriateness of the Corporation's financial statements;
- (b) the quality, integrity and appropriateness of the Corporation's internal control systems regarding finance;
- (c) the quality, integrity and appropriateness of the Corporation's external audit process;
- (d) the quality, integrity and appropriateness of the Corporation's external oil and gas reserves evaluation;
- (e) risk management;
- (f) investment opportunities and the raising of funds by the Corporation;
- (g) the Corporation's compliance with legal and regulatory requirements, and
- (h) any additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

##### 2. Members

The Board will in each year appoint a minimum of three (3) members to sit on the Committee. All members of the Committee shall be financially literate. While the Board shall determine the definition of and criteria for financial literacy, this shall, at a minimum, include the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements. The Chief Executive Officer ("CEO") of the Corporation and, to the extent the Chair of the Board is not otherwise a member of the Committee, the Chair, and all other directors who are not members of the Committee may be invited to attend all meetings of the Committee in an *ex officio* capacity and shall not vote.

##### 3. Duties

The Committee shall have the following duties:

- (a) Financial Reporting and Disclosure

- (i) Audited Annual Financial Statements: Review the audited annual financial statements, all related management discussion and analysis ("MD&A"), and earnings press releases for submission to the Board for approval.
  - (ii) Quarterly Review: Following their review by the external auditor, review the quarterly financial statements, the related MD&A, and earnings press releases for submission to the Board for approval.
  - (iii) Significant Accounting Principles and Disclosure Issues: Review with management and the external auditor, significant accounting principles and disclosure issues, including complex or unusual transactions, highly judgmental areas such as reserves or estimates, significant changes to accounting principles, and alternative treatments under International Financial Reporting Standards ("IFRS") for material transactions. This shall be undertaken with a view to understanding their impact on the financial statements, and to gaining reasonable assurance that the statements are accurate, complete, do not contain any misrepresentations, and present fairly the Corporation's financial position and the results of its operations in accordance with IFRS.
  - (iv) Compliance: Confirm through discussions with management that IFRS and all applicable laws or regulations related to financial reporting and disclosure have been complied with.
  - (v) Legal Events: Review any actual or anticipated litigation or other events, including tax assessments, which could have a material current or future effect on the Corporation's financial statements, and the manner in which these have been disclosed in the financial statements.
  - (vi) Off-Balance Sheet Transactions: Discuss with management the effect of any off-balance sheet transactions, arrangements, obligations and other relationships with unconsolidated entities or other persons that may have a material current or future effect on the Corporation's financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components or revenues and expenses.
  - (vii) Other Disclosures: Satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information, other than the public disclosure of the information referred to in sections 1 and 2 above, and periodically assess the adequacy of those procedures.
- (b) Internal Controls
- (i) Review and Assessment: Review and assess the adequacy and effectiveness of the Corporation's system of internal control and management information systems through discussions with management and the external auditor.
  - (ii) Oversight: Oversee system of internal control, by:
    - Monitoring and reviewing policies and procedures for internal accounting, internal audit, financial control and management information;

- Consulting with the external auditor regarding the adequacy of the Corporation's internal controls;
  - Reviewing with management its philosophy with respect to internal controls and, on a regular basis, all significant control-related findings together with management's response; and
  - Obtaining from management adequate assurances that all statutory payments and withholdings have been made.
- (iii) Fraud: Oversee investigations of alleged fraud and illegality relating to the Corporation's finances.
- (iv) Complaints: Review with management that appropriate procedures exist for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, and for the protection from retaliation of those who report such complaints in good faith.

(c) External Audit

- (i) Appointment or Replacement: Recommend the appointment or replacement of the external auditor to the Board, who will consider the recommendation prior to submitting the nomination to the shareholders for their approval.
- (ii) Compensation: Review with management, and make recommendations to the Board, regarding the compensation of the external auditor. In making a recommendation with respect to compensation, the Committee shall consider the number and nature of reports issued by the external auditor, the quality of internal controls, the size, complexity and financial condition of the Corporation, and the extent of internal audit and other support provided by the Corporation to the external auditor.
- (iii) Reporting Relationships: The external auditor will report directly to the Committee.
- (iv) Performance: Review with management, on a regular basis, the terms of the external auditor's engagement, accountability, experience, qualifications and performance. Evaluate the performance of the external auditor.
- (v) Transition: Review management's plans for an orderly transition to a new external auditor, if required.
- (vi) Audit Plan: Review the audit plan and scope of the external audit with the external auditor and management, and consider whether the nature and scope of the planned audit procedures can be relied upon to detect weaknesses in internal controls, frauds or other illegal acts.
- (vii) Audit Plan Changes: Discuss with the external auditor any significant changes required in the approach or scope of their audit plan, management's handling of

any proposed adjustments identified by the external auditor, and any actions or inactions by management that limited or restricted the scope of their work.

- (viii) Review of Results: Review, in the absence of management, the results of the annual external audit, the audit report thereon and the auditor's review of the related MD&A, and discuss with the external auditor the quality (not just the acceptability) of accounting principles used, any alternative treatments of financial information that have been discussed with management, the ramifications of their use and the auditor's preferred treatment, and any other material communications with management.
- (ix) Disagreements with Management: Resolve any disagreements between management and the external auditor regarding financial reporting.
- (x) Material Written Communications: Review all other material written communications between the external auditor and management, including the post-audit management letter containing the recommendations of the external auditor, management's response and, subsequently, follow up identified weaknesses.
- (xi) Interim Financial Statements: Engage the external auditor to review all interim financial statements and review, in the absence of management, the results of the auditor's review of the interim financial statements and the auditor's review of the related MD&A.
- (xii) Other audit matters: Review any other matters related to the external audit that are to be communicated to the Committee under generally accepted auditing standards.
- (xiii) Meeting with External Auditor: Meet with the external auditor in the absence of management, at least quarterly, to discuss and review specific issues as appropriate as well as any significant matters that the auditor may wish to bring to the Committee for its consideration.
- (xiv) Correspondence: Review with management and the external auditor any correspondence with regulators or governmental agencies, employee complaints or published reports that raise material issues regarding the Corporation's financial statements or accounting policies.
- (xv) Independence: At least annually, and before the external auditor issues its report on the annual financial statements, review and confirm the independence of the external auditor through discussions with the auditor on their relationship with the Corporation, including details of all non-audit services provided. Consider the safeguards implemented by the external auditor to minimize any threats to their independence, and take action to eliminate all factors that might impair, or be perceived to impair, the independence of the external auditor. Consider the number of years the lead audit partner has been assigned to the Corporation, and consider whether it is appropriate to recommend to the Board a policy of rotating the lead audit partner more frequently than every five years, as is required under the rules of the Canadian Public Accountability Board.

- (xvi) Non-Audit/Audit Services: Pre-approve any non-audit services to be provided to the Corporation by the external auditor, with reference to compatibility of the service with the external auditor's independence.
  - (xvii) Hiring Policies: Review and approve the hiring policies regarding partners, employees and former partners and employees of the present and former external auditor.
- (d) Oil and Gas Reserve Evaluation
- (i) NI 51-101: Review the NI 51-101 *Statement of Reserves Data and Other Oil and Gas Information* ("Report") disclosure for submission to the Board for approval.
  - (ii) Performance: Review the qualifications of the evaluator as an expert in respect to the preparation of the Report. Discuss with the evaluator the scope of their engagement, the methodology used in estimating reserve volumes and values and their knowledge of the Corporation's properties.
  - (iii) Review of Results: Review, in the absence of management, the results of the annual review of the Corporation's oil and gas properties and discuss with the evaluator the quality and accuracy of the information provided by management in the scope of the Report.
  - (iv) Independence: Review and confirm the independence of the evaluator through discussions with the evaluator on their relationship with the Corporation. Consider safeguards implemented by the evaluator to minimize any threats to their independence, and take action to eliminate all factors that might impair, or be perceived to impair, the independence of the independent valuator.
  - (v) Communication: Discuss with the evaluator any findings including environmental concerns that should be brought to the attention of the Committee.
- (e) Risk Management
- (i) Adequacy of Policies and Procedures: Review and assess the adequacy of the Corporation's risk management policies and procedures with regard to identification of the Corporation's principal risks annually, and review quarterly updates on these risks from the Director, Risk Management. Review and assess the adequacy of the implementation of appropriate systems to mitigate and manage the risks, and report regularly to the Board.
- (f) Financial Planning and Investments
- (i) Business Plan: Review and recommend the Business Plan, including the annual Operating and Capital Budgets for submission to the Board for approval. Review periodic financial forecasts.
  - (ii) Investment Opportunities: Review and assess investment opportunities of a value exceeding management's authority, in accordance with procedures established by the Board from time to time.

- (iii) Guidelines and Policies: Review and approve guidelines and policies for the investing of cash and marketable securities and review reports from management on the results of such investments against established benchmarks.
  - (iv) Additional Funds for Investment: Review and assess management's plans with respect to raising additional funds whether through debt or capital, in accordance with procedures established by the Board from time to time.
- (g) Compliance
  - (i) Filings with Regulatory Authorities: Review with management the Corporation's relationship with regulators and the timeliness and accuracy of Corporation filings with regulatory authorities.
  - (ii) Employee Code of Conduct: Review the Corporation's Employee Code of Conduct and confirm that adequate and effective systems are in place to enforce compliance. Ensure the Employee Code of Conduct is disclosed in the Corporation's annual report or information circular at least every three years or following a material amendment. Alternatively, confirm with management that an up-to-date version of the Employee Code of Conduct is disclosed on the Corporation's website.
- (h) Communication
  - (i) Communication Channels: Establish and maintain direct communication channels with management and the external auditor and the Board to discuss and review specific issues as appropriate.
  - (ii) Coordination with Management: The Committee will coordinate with management on audit and financial matters, and will:
    - (1) Meet privately with management at least quarterly to discuss any areas of concern to the Committee or management; and
    - (2) Review expenses incurred by the Chair of the Board and CEO of the Corporation. Ensure that, the CEO reviews all expenses incurred by direct executive reports of the CEO.
- (i) Related Party Transactions
  - (i) Related Party Transactions: Review with management all related party transactions and the development of policies and procedures related to those transactions.
- (j) Board Relationship and Reporting
  - (i) Adequacy of Charter: Review and assess the adequacy of the Committee Charter annually.

- (ii) Disclosure: Oversee appropriate disclosure of the Committee's Charter, and other information required to be disclosed by applicable legislation, inapplicable disclosure documents.
- (iii) Reporting: Report regularly to the Board on Committee activities, issues and related recommendations.

#### 4. Chair

The Board will in each year appoint the Chair of the Committee. The Chair shall have accounting or related financial expertise. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised.

#### 5. Meetings

The Committee shall meet at the request of its Chair, but in any event it will meet at least four times a year. Notices calling meetings shall be sent to all Committee members, to the CEO of the Corporation, to the Chair of the Board and to all other directors. The external auditor or any member of the Committee may call a meeting of the Committee.

#### 6. Quorum

A majority of members of the Committee, present in person, by teleconferencing, or by videoconferencing will constitute a quorum.

#### 7. Removal and Vacancy

A member may resign from the Committee, and may be removed and replaced at any time by the Board. The Board will fill vacancies in the Committee by appointment from among the directors of the Board in accordance with Section 2 of this Charter. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will exercise all its powers.

#### 8. Experts and Advisors

The Committee may retain or appoint, at the Corporation's expense, such experts and advisors as it deems necessary to carry out its duties, and to set and pay their compensation. The Committee shall provide notice to the Governance Committee of its actions in this regard.

#### 9. Secretary and Minutes

The Chief Financial Officer of the Corporation, or such other person as may be appointed by the Chair of the Committee, will act as Secretary of the Committee. The minutes of the Committee will be in writing and duly entered into the books of the Corporation. The minutes of the Committee will be circulated to all members of the Board.

**Appendix B**

**Anterra Energy Inc.**

**Change of Auditor Reporting Package**

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ANTERRA ENERGY INC.

CHANGE OF AUDITOR NOTICE

TO: Deloitte & Touche LLP, Chartered Accountants

AND TO: KPMG LLP, Chartered Accountants

NOTICE IS HEREBY GIVEN that, in accordance with National Instrument 51-102 - *Continuous Disclosure Obligations* ("NI 51-102"), the Board of Directors of Anterra Energy Inc. (the "Corporation"), upon the recommendation of the Audit and Reserves Committee of the Corporation, has considered and approved the following actions, namely that:

1. Deloitte & Touche LLP (the "Former Auditor"), Chartered Accountants, be asked to resign as auditor of the Corporation due to the conflict that has arisen as a result of the Former Auditor acquiring AJM Petroleum Consultants Ltd., the Corporation's independent reserve engineers; and
2. KPMG LLP (the "Successor Auditor"), Chartered Accountants, be appointed as auditor of the Corporation effective immediately.

At the next annual meeting of shareholders, holders of qualified securities of the Corporation will be asked to approve, by ordinary resolution, the appointment of the Successor Auditor as the auditor of the Corporation until the close of the next annual meeting of the shareholders of the Corporation, at such remuneration as may be approved by the Board of Directors of the Corporation.

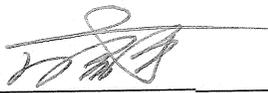
The Former Auditor has not expressed any reservation in its audit reports for the period commencing at the beginning of the Corporation's two most recent financial years and ending at the date of this notice.

To the knowledge of the directors of the Corporation, no "reportable event" as such term is defined in NI-51-102 has occurred in connection with the audits for the period commencing at the beginning of the Corporation's two most recent financial years and ending at the date of this notice.

DATED at Calgary, Alberta, effective the 28<sup>th</sup> day of December, 2011.

ANTERRA ENERGY INC.

By:

  
\_\_\_\_\_  
Qiping Men  
Chief Financial Officer

January 25, 2012

To: Alberta Securities Commission  
British Columbia Securities Commission  
Saskatchewan Financial Services Commission  
Ontario Securities Commission  
Anterra Energy Inc.

Dear Sirs/Mesdames:

As required by subparagraph (5)(a)(ii) of section 4.11 of National Instrument 51-102, we have reviewed the change of auditor notice of Anterra Energy Inc. dated December 28, 2011 (the "Notice") and, based on our knowledge of such information at this time, we agree with each statement contained in the Notice.

Yours very truly,

*Deloitte & Touche LLP*

Chartered Accountants



**KPMG LLP**  
**Chartered Accountants**  
2700 205 – 5th Avenue SW  
Calgary AB T2P 4B9

Telephone (403) 691-8000  
Telefax (403) 691-8008  
Internet [www.kpmg.ca](http://www.kpmg.ca)

Alberta Securities Commission  
British Columbia Securities Commission  
Saskatchewan Financial Services Commission  
Ontario Securities Commission  
Anterra Energy Inc.

Dear Sirs/Mesdames

**Notice of Change of Auditors of Anterra Energy Inc. (the “Company”).**

We have read the Notice of Change of Auditor dated December 28, 2011 (the “Notice”) and are in agreement with the statements contained in such Notice.

Yours very truly

**KPMG LLP**

Chartered Accountants  
Calgary, Canada  
December 28, 2011

