

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Company:

Westcore Energy Ltd. ("Westcore" or the "Corporation")
330, 808 – 4th Avenue S.W.
Calgary, AB T2P 3E8

ITEM 2 Date of Material Change:

February 10, 2011.

ITEM 3 News Release:

A news release was distributed via Marketwire and filed via SEDAR on February 10, 2011.

ITEM 4 Summary of Material Change:

The Corporation provides an update on the on-going winter exploration program on its Black Diamond property and the FNR JV Coal property (held jointly with 49 North Resources Inc.), located in west-central Manitoba, consisting of:

- **Quasar:** 84.3-metre composite coal thickness intersected in first hole, at the far western end of the target (thickest continuous interval = 44.5 metres)
- **Ambit:** 4 holes intersect coal:
 - 87.6 m composite coal (thickest continuous interval = 50.4 m),
 - 49.7 m (continuous coal)
 - 48.9 m composite coal (thickest continuous interval = 33.2 m)
 - 29.4 m (continuous coal)
- **Ambit Satellite:** 35.3-metre composite coal thickness intersected in first test hole of a nearby "satellite" target to Ambit (thickest continuous interval = 25.8 metres).
- **Bulk Sample:** three HQ core holes were drilled at Ambit (measuring 35.2 metres, 48.9 metres and 82.6 metres respectively in total composite coal thickness) for collection of a bulk sample. The bulk sample is currently in Prince Albert awaiting final shipping arrangements to the U.S.

ITEM 5 Full Description of Material Change:

Please see attached press release.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable.

ITEM 7 Omitted Information:

Not Applicable.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Mr. Paul Conroy, President and Chief Executive Officer

Phone: (403) 697-4005

Fax: (403) 263-0271

ITEM 9 Date of Report:

DATED as of February 11, 2011.

NEWS RELEASE

Westcore Intersects 84.3-metre Composite Coal Interval in First Hole at Quasar and Provides Update on Ambit and Bulk Sampling

Westcore Energy Ltd. ("Westcore") is pleased to provide an update on the on-going winter exploration program on its Black Diamond property and the FNR JV Coal property (held jointly with 49 North Resources Inc.), located in west-central Manitoba. All thicknesses reported in this release are true thicknesses.

Highlights

- **Quasar:** 84.3-metre composite coal thickness intersected in first hole, at the far western end of the target (thickest continuous interval = 44.5 metres)
- **Ambit:** 4 holes intersect coal:
 - 87.6 m composite coal (thickest continuous interval = 50.4 m),
 - 49.7 m (continuous coal)
 - 48.9 m composite coal (thickest continuous interval = 33.2 m)
 - 29.4 m (continuous coal)
- **Ambit Satellite:** 35.3-metre composite coal thickness intersected in first test hole of a nearby "satellite" target to Ambit (thickest continuous interval = 25.8 metres).
- **Bulk Sample:** three HQ core holes were drilled at Ambit (measuring 35.2 metres, 48.9 metres and 82.6 metres respectively in total composite coal thickness) for collection of a bulk sample. The bulk sample is currently in Prince Albert awaiting final shipping arrangements to the U.S.

Details

Quasar: The first hole drilled into the Quasar target has been completed (Hole Q-11-06). It is the most westerly hole of a planned 10-hole test of the large geophysical anomaly. Several coal intervals were encountered in the hole, the first occurring at 36.2 metres below surface. The coal lies directly beneath mudstones and siltstones of the Cretaceous Joli Fou Formation, a stratigraphic unit typically found overlying coal deposits at Black Diamond. The hole intersected four major coal units in all, ranging in thickness from 4.6 to 44.5 metres:

Quasar Coal Intervals, Hole Q-11-06

Hole	Description	From *	To*	Width
Q-11-06	Coal	36.2	37.5	1.3
	Coal	48.2	52.8	4.6
	Coal	62.5	87.4	24.9
	Coal	91.0	135.5	44.5
	Coal	143.0	152.0	9.0
	Total (Composite)			84.3

Ambit: The first hole drilled in 2011 (Hole AM-11-01) intersected two major coal units of substantial thickness (see Westcore news release dated January 21, 2011). Initial visual inspection of the core indicated the composite thickness of the units to be 85 metres; however, subsequent interpretation of the down-hole electric log and detailed logging of the drill core determined the true, aggregate thickness to be 87.6 metres. Coal was also intersected in 3 step-out holes: AM-11-04, -05 and -09, details of which appear in the chart at the end of this news release. Black carbonaceous units (with minor coal) were intersected in Hole AM-11-03 (18.6 metres), and AM-11-02 (9.5 metres). Hole AM-11-07 did not intersect coal or carbonaceous units.

Satellite Target: A nearby geophysical target to Ambit (600 metres east) was tested with one hole (AM-11-06). Carbonaceous units were first encountered at 26.1 metres below surface, followed by several coal units beginning at 40.4 metres depth. The aggregate thickness of all coal units totals 35.3 metres, and the longest continuous coal interval measures 25.8 metres.

Bulk Sample: Three HQ core holes were drilled at Ambit for collection of a bulk sample (Holes AM-11-08, -09, and -10). Hole AM-11-08 was spotted at the same location as the original discovery hole drilled in 2010 (BD-10-03). A coal unit measuring 35.2 metres in thickness was intersected in AM-11-08. Hole AM-11-09 was drilled half-way between AM-11-01 and AM-11-03 and intersected a total composite coal thickness of 48.9 metres. Hole AM-11-10 was drilled 11 metres north of AM-11-01 and intersected a total composite coal thickness of 82.6 metres.

These coal intersections allowed collection of a coal sample weighing approximately 500 kilograms. Quantex Energy Inc. informed Westcore shortly before drilling began for the bulk sample that a 500 kilogram sample was sufficient for a Coal-to-Liquifaction analysis (as opposed to a 1000 kilogram sample reported in earlier Westcore news releases). For this reason, three HQ-sized core holes were drilled instead of the larger PQ-sized holes as previously planned. The holes were strategically placed to provide new geologic information about the Ambit coal deposit, as well as to collect sufficient amounts of coal for the bulk sample.

The bulk sample is currently in Prince Albert waiting final processing of paperwork needed for shipment across the US border. A commercial trucking company will transport the sample to the Quantex lab in West Virginia. Arrival time to the lab is expected to be within 2 weeks.

In addition to the bulk sample, 78 coal samples have been sent to Birtley Labs in Calgary for Proximate Analysis and ranking.

The chart below summarizes the results of the holes drilled in the Ambit area. Figure 1 (accompanying this news release) is a map showing the location of the drill holes. The reader is referred to the Figure in Westcore news release dated January 21, 2011, for an index map showing the location of the Ambit and Quasar deposits relative to the other 2011 targets, and to the boundaries of the Quarry Permits.

Paul Conroy, President and Chief Executive Officer, states, "Hole Q-11-06 has completely surprised us with such enormous thicknesses, as the hole is located on the far western edge of the Quasar target. 84.3 metres in the first hole bodes very well for the remaining holes planned for Quasar, which is the largest known target on our coal properties. We are also fortunate to have our bulk sample in hand and ready for shipment to West Virginia. We look forward to obtaining the results of our Coal-to-Liquefaction test and will provide further updates once sampling is done and analysis is complete. In addition, we are pleased to announce that our website is available for viewing at www.westcoreenergy.ca."

Ellen MacNeill, Professional Geoscientist in the Province of Saskatchewan and Qualified Person for this news release, has reviewed and approved its contents.

Forward Looking Statements

Except for statements of historical fact relating to the Corporation, certain information contained herein constitutes forward-looking statements. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Except as required by applicable securities requirements, the Corporation undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on forward-looking statements.

FOR FURTHER INFORMATION PLEASE CONTACT:

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of the release.

Ambit Coal and Carbonaceous Intervals

Hole	Description	From *	To*	Width
AM-11-01	Coal + minor sand	42.7	44.8	2.1
	Coal	44.8	79.5	34.7
	Coal	80.2	80.6	0.4
	Coal	88.1	138.5	50.4
	Total (Composite)			87.6
AM-11-02	Carbonaceous Mudstone	25.0	34.5	9.5
AM-11-03	Carbonaceous Sandstone/ Siltstone/Mudstone	27.4	46.0	18.6
AM-11-04	Coal	27.3	56.7	29.4
AM-11-05	Coal	46.4	96.1	49.7
AM-11-06	Coal + minor sand	40.4	48.2	7.8
	Coal	48.2	50.0	1.8
	Coal	60.5	86.3	25.8
	Total (Composite)			35.3
AM-11-08	Coal	32.9	68.1	35.2
AM-11-09	Coal	35.5	68.7	33.2
	Coal	74.3	89.0	14.7
	Coal	91.0	92.0	1.0
	Total (Composite)			48.9
AM-11-10	Coal	45.1	80.6	35.5
	Coal	87.6	134.7	47.1
	Total (Composite)			82.6

* = Depths determined by visual inspection of drill core
and/or down-hole elog density of 1.6 g/cc or less

