NORTHERN SPIRIT RESOURCES INC.

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

IN RESPECT OF THE
SPECIAL MEETING
OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 30, 2015

DATED AUGUST 28, 2015

NORTHERN SPIRIT RESOURCES INC.

NOTICE OF MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of Northern Spirit Resources Inc. (the "**Corporation**") will be held at the offices of Stikeman Elliot LLP (Columbia Boardroom), 4300 Bankers Hall West, 888 3rd Street S.W., Calgary, Alberta, T2P 5C5 on September 30, 2015 at 10:00 a.m. (Calgary time) for the following matters:

1. to consider and, if thought fit, pass, with or without variation, the special resolution, as more particularly set forth in the accompanying information circular prepared for the Meeting, authorizing the amendment of the Corporation's articles to consolidate the issued and outstanding Common Shares of the Corporation in two consecutive share consolidations on such bases as the directors of the Corporation may determine, provided that the first consolidation shall not be greater than on a 10 to 1 basis and the second consolidation shall not be greater than on a 4 to 1 basis;

2. to consider and, if thought fit, pass, with or without variation, the special resolution, as more particularly set forth in the accompanying information circular prepared for the Meeting, authorizing the amendment of the Corporation's articles to change the name of the Corporation to "Altura Energy Inc.", or such other name as the board of directors of the Corporation, in their discretion, may resolve and as acceptable to the TSX Venture Exchange;

3. to consider and, if thought fit, pass, with or without variation, the special resolution, as more particularly set forth in the accompanying information circular prepared for the meeting, authorizing the amendment of the Corporation's articles to explicitly stipulate that the Corporation is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares; and

4. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Shareholders should refer to the accompanying management information circular of the Corporation for more information with respect to the matters to be considered at the Meeting.

Only Shareholders at the close of business on August 31, 2015 (the "**Record Date**") are entitled to notice of and to vote at the Meeting or any adjournment or adjournments thereof, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares, subsequent to the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than 10 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 such Common Shares at the Meeting.

Shareholders may vote in person at the Meeting or any adjournment or adjournments thereof, or they may appoint another person (who need not be a Shareholder) as their proxy to attend and vote in their place.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be received by Computershare Trust Company of Canada, Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, by fax to (866) 249-7775 (toll free), by internet at www.investorvote.com or by telephone by calling (866) 732-8683 (toll free) by 4:00 p.m. (Calgary time) on September 28, 2015 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the reconvening of the Meeting. A person appointed as a proxyholder need not be a Shareholder. The time limit for the deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion without notice.

Only registered Shareholders of the Corporation, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to shareholders who own their Common Shares beneficially through an intermediary, see “Advice to Beneficial Owners” in the accompanying management information circular.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) ***“John McAleer”***

John McAleer
Chairman

August 28, 2015

NORTHERN SPIRIT RESOURCES INC.

MANAGEMENT INFORMATION CIRCULAR

FOR THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON SEPTEMBER 30, 2015

PURPOSE OF SOLICITATION

This management information circular (this "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Northern Spirit Resources Inc. (the "**Corporation**") for use at the special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of the Corporation.

The Meeting will be held at the offices of Stikeman Elliott LLP (Columbia Boardroom), 4300 Bankers Hall West, 888 – 3rd Street S.W., Calgary, Alberta T2P 5C5 on September 30, 2015 at 10:00 a.m. (Calgary time), and any adjournments thereof for the purposes set forth in the accompanying notice of meeting of Shareholders ("**Notice of Meeting**"). Information contained herein is given as of August 28, 2015 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 therefor. Brokers, nominees or other persons holding Common 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 Common Shares. The costs of soliciting proxies will be borne by the Corporation.

The Corporation is not sending proxy related materials to registered or beneficial Shareholders using the notice and access provisions of National Instrument 54-101 – *Communications with Beneficial Holders of Securities of a Reporting Issuer* ("**NI 54-101**"). The Corporation is not sending proxy materials directly to non-objecting beneficial owners (as described in NI 54-101) of Common Shares ("**NOBOs**") and such materials will be delivered to NOBOs through intermediaries under the procedures set out in NI 54-101. The Corporation will pay for intermediaries to deliver to objecting beneficial owners (as described in NI 54-101) of Common Shares as set out in NI 54-101, this Circular and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*.

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 or her at the Meeting other than the persons designated in the enclosed form of proxy by inserting the name of his or her 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 or other entity, it must be executed by a duly authorized officer or attorney thereof. To be effective, the proxy must be received by Computershare Trust Company of Canada ("**Computershare**"), Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, by fax to (866) 249-7775 (toll free), by internet at www.investorvote.com or by telephone by calling (866) 732-8683 (toll free) by 4:00 p.m. (Calgary time) on September 28, 2015 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the reconvening of the Meeting. A person appointed as a proxyholder need not be a Shareholder. The time limit for the deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion without notice.

A Shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by an instrument in writing executed by the Shareholder or by his, her or its attorney authorized in writing or, if the Shareholder is a corporation or other entity, executed by a duly authorized officer or attorney thereof and deposited with Computershare at any time up to and including the second 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 OWNERS

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as "**Beneficial Owners**") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as registered Shareholders 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 name 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. Common 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 Owners 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 their client in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions which should be carefully followed by Beneficial Owners in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered Shareholders; however, its purpose is limited to instructing the registered Shareholder 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 mails a scanable voting instruction form in lieu of the form of proxy. The Beneficial Shareholder is requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Alternatively, the Beneficial Shareholder can call a toll free telephone number or visit www.proxyvote.com to vote the Common Shares held by the Beneficial Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting as the voting instruction form must be returned as directed by 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 or her broker (or agent of the broker), a Beneficial Shareholder may attend the Meeting as proxyholder for a registered Shareholder and vote the Common Shares in that capacity. Beneficial Owners who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for a 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 Common Shares represented at the Meeting by properly executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the accompanying form of proxy, the Common 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 come 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 the printing of this Information Circular, the management of the Corporation knew of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The board of directors of the Corporation (the "**Board**") has fixed August 31, 2015 as the record date (the "**Record Date**"). Any registered Shareholder at the close of business on the Record Date is 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 Common Shares, subsequent to the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than 10 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 such Common Shares at the Meeting.

As of the date hereof, there were 1,072,253,220 Common Shares issued and outstanding.

As of the date hereof, to the knowledge of the directors and executive officers of the Corporation, no person or company beneficially owned, directly or indirectly, or controlled or directed Common Shares carrying 10% or more of the votes attached to all of the issued and outstanding Common Shares, except as follows:

Shareholder Name	Number of Common Shares Held	Percentage of Issued Common Shares
Andylan Investors Limited Partnership 2012	148,148,148	13.82%

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, or of any associate or affiliate of any such persons, in any matter to be acted upon at the Meeting. No director or executive officer or proposed director of the Corporation, or the associates or affiliates of such persons, has any material interest, direct or indirect, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as described below, no informed person (as that term is defined in National Instrument 51-102) or any associate or affiliate of an informed person has or has had any material interest in any transaction since the commencement of the Corporation's last completed fiscal year or in any proposed transaction which has materially affected or will materially affect the Corporation.

Each of the current directors and officers of the Corporation participated in the Corporation's private placement (the "**Private Placement**") the first tranche of which closed on July 31, 2015 and the second tranche of which closed on August 28, 2015, which Private Placement was completed in connection with a change of management of the Corporation, pursuant to the terms of the reorganization and investment agreement (the "**Reorganization and Investment Agreement**") dated July 6, 2015 among the Corporation and John McAleer, David Burghardt, Travis Stephenson, Robert Pinckston, Maureen Keough and Jeff Mazurak. None of the current directors and officers held such positions with the Corporation when the terms of the Private Placement were negotiated or finalized.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officer, director, employee of the Corporation or former executive officer, director or employee of the Corporation is indebted to the Corporation nor is the Corporation providing, nor has the Corporation provided, to any such persons, a guarantee, support agreement, letter of credit or other similar arrangement or understanding respecting any indebtedness of such persons, including indebtedness incurred for the purchase of securities of the Corporation.

BUSINESS OF THE MEETING

1. Consolidations of the Common Shares

Basis of Consolidation

The Board is of the opinion that it would be in the best interests of the Corporation to consolidate the Common Shares of the Corporation. The Board believes that consolidation of the Common Shares should enhance their marketability as an investment and should facilitate additional financings to fund operations in the future. Accordingly, at the Meeting, Shareholders will be asked to consider and approve, with or without variation, by way of special resolution authorizing an amendment to the articles of the Corporation pursuant to subsection 173(1)(f) of the *Business Corporations Act* (Alberta) (“**ABCA**”), the consolidation of the issued and outstanding Common Shares of the Corporation in two consecutive share consolidations (the “**Share Consolidations**”). The Share Consolidations will consist of: (i) an initial consolidation on the basis of 1 new Common Share for every 10 existing Common Shares or such lesser ratio that the directors, in their sole discretion, determine to be appropriate (the “**Initial Consolidation**”); and (ii) a subsequent consolidation on the basis of 1 new Common Share for every 4 Common Shares outstanding following completion of the Initial Consolidation or such lesser ratio that the directors, in their sole discretion, determine to be appropriate (the “**Second Consolidation**”). The Share Consolidations are required to occur in two stages to comply with requirements of the TSX Venture Exchange.

In the event that either of the Share Consolidations would otherwise result in a Shareholder holding a fraction of a Common Share, it is intended that such Shareholder will not receive any new Common Shares for such fraction. The final basis of each of the Share Consolidations will be determined by the Board at the time such Share Consolidation is implemented.

If approved by Shareholders, it is anticipated that the Initial Consolidation would be effected shortly after the expiry of the rights offering contemplated by the Reorganization and Investment Agreement, the details of which were announced in the Corporation’s press release dated August 26, 2015, and that the Second Consolidation would occur a minimum of 60 days after completion of the Initial Consolidation on such date as may be determined by the Corporation, or on such earlier date as may be determined by the directors and acceptable to the TSX Venture Exchange. The rights offering is currently expected to expire on October 8, 2015, subject to the receipt of required regulatory approvals, or as otherwise determined by the Board to be in the best interests of the Corporation. Notwithstanding approval of the proposed Share Consolidations by the Shareholders, the Board, in its sole discretion, may revoke the special resolution, and abandon the Second Consolidation without further approval or action by, or prior notice to, Shareholders.

The Share Consolidations are subject to the approval of the TSX Venture Exchange.

Principal Effects of the Share Consolidations

The principal effects of the Share Consolidations include the following:

- the number of issued and outstanding Common Shares of the Corporation will be reduced in a manner proportionate to the consolidation ratios selected by the Board. Assuming an aggregate consolidation ratio of 1 new Common Share for every 40 existing Common Shares of the Corporation (based on a consolidation ratio of 1 new Common Share for each 10 existing Common Shares for the Initial Consolidation and a consolidation ratio of 1 new Common Share for every 4 Common Shares outstanding following completion of the Initial Consolidation for the Second Consolidation), the number of issued and outstanding Common Shares would be reduced from 1,072,253,220 Common Shares to approximately 107,225,322 Common Shares after the Initial Consolidation and would be further reduced to approximately 26,806,330 Common Shares after the Second Consolidation; and

- the exercise prices and the number of Common Shares issuable upon the exercise or deemed exercise of any stock options or warrants of the Corporation will be automatically adjusted based on the consolidation ratios selected by the Board.

As the Corporation currently has an unlimited number of Common Shares authorized for issuance, the Share Consolidations will not have any effect on the number of Common Shares of the Corporation available for issuance.

Risks Associated with the Share Consolidations

There can be no assurance that the market price of the consolidated shares will increase as a result of the Initial Consolidation or the Second Consolidation. The marketability and trading liquidity of the consolidated shares of the Corporation may not improve. The Initial Consolidation and the Second Consolidation may result in some Shareholders owning "odd lots" of less than 100 Common Shares which may be more difficult for such Shareholders to sell or which may require greater transaction costs per share to sell.

Effect on Fractional Shareholders

No fractional shares will be issued if, as a result of the Initial Consolidation or the Second Consolidation, a registered Shareholder would otherwise become entitled to a fractional Common Share. Where the Initial Consolidation or the Second Consolidation would otherwise result in a Shareholder being entitled to a fractional Common Share, the number of post-consolidation Common Shares issued to such holder of Common Shares shall be rounded down to the next whole number of Common Share. In calculating such fractional interests, all Common Shares held by a Shareholder shall be aggregated.

Effect on Share Certificates

If the Share Consolidations are approved by the Shareholders and the Initial Consolidation is implemented by the Board, the registered Shareholders will first be required to exchange their Common Share certificates or direct registration system statements ("**DRS Statements**"), as applicable, representing pre-Initial Consolidation Common Shares for new Common Share certificates or DRS Statements, as applicable, representing post-Initial Consolidation Common Shares. If, following completion of the Initial Consolidation, the Second Consolidation is implemented by the Board, the registered Shareholders will be required to exchange their Common Shares certificates or DRS Statements, as applicable, representing post-Initial Consolidation and pre-Second Consolidation Common Shares for new Common Share certificates or DRS Statements, as applicable, representing post-Second Consolidation Common Shares.

The enclosed letter of transmittal for the name change and the Initial Consolidation contains instructions on how to surrender Common Share certificate(s) and DRS Statement(s) representing pre-Initial Consolidation Common Shares to the transfer agent. The transfer agent will forward to each registered Shareholder who has sent the required documents a new Common Share certificate or DRS Statement, as applicable, representing the number of post-Initial Consolidation Common Shares to which the Shareholder is entitled. Until surrendered, each Common Share certificate or DRS Statement, as applicable, representing pre-Initial Consolidation Common Shares of the Corporation will be deemed for all purposes to represent the number of whole post-Initial Consolidation Common Shares to which the holder is entitled as a result of the Initial Consolidation. **Shareholders should not destroy any Common Share certificate(s) and should not submit any Common Share certificate(s) until requested to do so.**

Following the determination of the consolidation ratio for the Second Consolidation by the Board and as soon as possible following the effective date of the Second Consolidation the registered Shareholders will be sent another transmittal letter for the Second Consolidation by the Corporation's transfer agent. The letter of transmittal will contain instructions on how to surrender Common Share certificate(s) and DRS Statement(s) representing pre-Second Consolidation Common Shares to the transfer agent. The transfer agent will forward to each registered Shareholder who has sent the required documents a new Common Share certificate or DRS Statement, as applicable, representing the number of post-Second Consolidation Common Shares to which the Shareholder is entitled. Until surrendered, each Common Share certificate or DRS Statement, as applicable, representing pre-Second

Consolidation Common Shares of the Corporation will be deemed for all purposes to represent the number of whole post-Second Consolidation Common Shares to which the holder is entitled as a result of the Second Consolidation.

Procedure for Implementing the Share Consolidations

If the special resolution is approved by the Shareholders and the Board decides to implement the Initial Consolidation, the Corporation will file articles of amendment pursuant to the ABCA to amend the articles of the Corporation in respect of the Initial Consolidation. The Initial Consolidation will become effective on the date shown in the Certificate of Amendment issued pursuant to the ABCA for such Initial Consolidation. If, following completion of the Initial Consolidation, the Board decides to implement the Second Consolidation, the Corporation will file additional articles of amendment pursuant to the ABCA to amend the articles of the Corporation in respect of the Second Consolidation. The Second Consolidation will become effective on the date shown in the Certificate of Amendment issued pursuant to the ABCA for such Second Consolidation.

No Dissent Rights

Under the ABCA, Shareholders do not have dissent and appraisal rights with respect to the proposed Share Consolidations.

Special Resolution

The ABCA requires that any change in the number of shares of any class of shares of a Corporation into a different number of shares of the same class must be approved by a special resolution of the shareholders of that corporation, being a majority of not less than two-thirds of the votes cast by the shareholders who voted in respect of that resolution. The text of the special resolution to be voted on at the Meeting by the Shareholders is set forth below.

"BE IT RESOLVED as a special resolution of the Shareholders of the Corporation that:

1. the Corporation is authorized to file Articles of Amendment pursuant to section 173(1)(f) of the *Business Corporations Act* (Alberta) to consolidate the issued and outstanding Common Shares of the Corporation on the basis of 1 new Common Share for every 10 existing Common Shares of the Corporation or for such other lesser whole or fractional number of existing Common Shares that the directors, in their sole discretion, determine to be appropriate, and in the event that the Initial Consolidation would otherwise result in a holder of Common Shares of the Corporation holding a fraction of a Common Share, such holder shall not receive any whole new Common Shares for each such fraction, such amendment to become effective at a date in the future to be determined by the directors, when it is considered to be in the best interests of the Corporation to implement such Initial Consolidation;

2. any director or officer of the Corporation is authorized and directed for and in the name of and on behalf of the Corporation to execute and deliver or cause to be delivered Articles of Amendment to the Registrar under the ABCA for the Initial Consolidation;

3. following completion of the Initial Consolidation, the Corporation is authorized to file Articles of Amendment pursuant to section 173(1)(f) of the *Business Corporations Act* (Alberta) to consolidate the issued and outstanding Common Shares of the Corporation on the basis of 1 new Common Share for every 4 Common Shares of the Corporation outstanding following completion of the Initial Consolidation or for such other lesser whole or fractional number of existing Common Shares that the directors, in their sole discretion, determine to be appropriate, and in the event that the Second Consolidation would otherwise result in a holder of Common Shares of the Corporation holding a fraction of a Common Share, such holder shall not receive any whole new Common Shares for each such fraction, such amendment to become effective at a date in the future to be determined by the directors, when it is considered to be in the best interests of the Corporation to implement such Second Consolidation, provided that such date will be a minimum of 60 days following completion of the Initial Consolidation or such earlier date as may be determined by the directors and acceptable to the TSX Venture Exchange;

4. any director or officer of the Corporation is authorized and directed for and in the name of and on behalf of the Corporation to execute and deliver or cause to be delivered Articles of Amendment to the Registrar under the ABCA for the Second Consolidation;

5. notwithstanding that this special resolution has been duly passed by the holders of the Common Shares of the Corporation, the directors of the Corporation may in their sole discretion revoke this special resolution in whole or in part at any time prior to its being given effect without further notice to, or approval of, the holders of the Common Shares of the Corporation; and

6. any one director or officer of the Corporation be and the same is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute or cause to be executed, whether under corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this special resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing."

The Board believes that the Share Consolidations are in the best interests of the Corporation and therefore unanimously recommends that Shareholders vote in favour of the special resolution. 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 the proxy in favour of the resolutions set forth above at the Meeting.

2. Change of Corporate Name

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, pass a special resolution (the "**Name Change Resolution**") authorizing the Corporation to file articles of amendment under the ABCA to change the name of the Corporation from "Northern Spirit Resources Inc." to "Altura Energy Inc.", or to such other name as the Board deems appropriate and as may be approved by the regulatory authorities, to be implemented at a date in the future to be determined by the Board to be in the best interests of the Corporation. The Board may determine not to implement the Name Change Resolution at any time after the Meeting and after receipt of necessary regulatory approvals, but prior to the issuance of a certificate of amendment, without further action on the part of the Shareholders.

The ABCA requires that any change in a Corporation's name must be approved by a special resolution of the shareholders of that corporation, being a majority of not less than two-thirds of the votes cast by shareholders who voted in respect of that resolution. The text of the special resolution to be voted on at the Meeting by the Shareholders is set forth below.

"BE IT RESOLVED as a special resolution of the Shareholders of the Corporation that:

1. the Corporation is authorized to file Articles of Amendment pursuant to section 173(1)(a) of the *Business Corporations Act* (Alberta) to change the name of the Corporation from "Northern Spirit Resources Inc." to "Altura Energy Inc.", or such other name as the directors of the Corporation deem appropriate and as may be approved by the regulatory authorities, to become effective at a date in the future to be determined by the directors when it is considered to be in the best interests of the Corporation to implement such a name change;

2. any director or officer of the Corporation is authorized and directed for and in the name of and on behalf of the Corporation to execute and deliver or cause to be delivered Articles of Amendment to the Registrar under the ABCA;

3. notwithstanding that this special resolution has been duly passed by the holders of the Common Shares of the Corporation, the directors of the Corporation may in their sole discretion revoke this special resolution in whole or in part at any time prior to its being given effect without further notice to, or approval of, the holders of the Common Shares of the Corporation; and

4. any one director or officer of the Corporation be and the same is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute or cause to be executed, whether under corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this special resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing."

The Board believes that the future change of name is in the best interests of the Corporation and therefore unanimously recommends that Shareholders vote in favour of the special resolution. 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 the proxy in favour of the resolutions set forth above at the Meeting.

3. Clarification of Authorized Capital

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, pass a special resolution (the "**Authorized Capital Resolution**") authorizing the Corporation to file articles of amendment under the ABCA to explicitly stipulate that the Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares. The Authorized Capital Resolution may be implemented at a date in the future to be determined by the Board to be in the best interests of the Corporation. The Board may determine not to implement the Authorized Capital Resolution at any time after the Meeting and after receipt of necessary regulatory approvals, but prior to the issuance of a certificate of amendment, without further action on the part of the Shareholders.

The ABCA requires that any amendment to the Corporation's articles must be approved by a special resolution of the shareholders of that corporation, being a majority of not less than two-thirds of the votes cast by shareholders who voted in respect of that resolution. The text of the special resolution to be voted on at the Meeting by the Shareholders is set forth below.

"BE IT RESOLVED as a special resolution of the Shareholders of the Corporation that:

1. the Corporation is authorized to file Articles of Amendment pursuant to section 173(1)(a) of the *Business Corporations Act* (Alberta) to explicitly stipulate that the Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, to become effective at a date in the future to be determined by the directors when it is considered to be in the best interests of the Corporation to implement such a clarification of authorized capital;

2. any director or officer of the Corporation is authorized and directed for and in the name of and on behalf of the Corporation to execute and deliver or cause to be delivered Articles of Amendment to the Registrar under the ABCA;

3. notwithstanding that this special resolution has been duly passed by the holders of the Common Shares of the Corporation, the directors of the Corporation may in their sole discretion revoke this special resolution in whole or in part at any time prior to its being given effect without further notice to, or approval of, the holders of the Common Shares of the Corporation; and

4. any one director or officer of the Corporation be and the same is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute or cause to be executed, whether under corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this special resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing."

The Board believes that the clarification of authorized capital is in the best interests of the Corporation and therefore unanimously recommends that Shareholders vote in favour of the special resolution. 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 the proxy in favour of the resolutions set forth above at the Meeting.

OTHER BUSINESS

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

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at 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, 2014. In addition, a Shareholder may obtain copies of the Corporation's financial statements and related management's discussion and analysis, by contacting the Corporation at Suite 200, 640 – 5th Avenue S.W., Calgary, Alberta, T2P 3G4.