WHITECAP
RESOURCES INC

February 8, 2013

Lateral Capital Corp.
Suite 1000, Bow Valley Square II
205, 5th Avenue SW T2P 2V7 (**"Lateral"**)

Attention: Corbin Blume

Re: Amending Letter Agreement to an Agreement of Purchase and Sale (the "Sale Agreement") dated October 25, 2012 between Whitecap Resources Inc. ("Whitecap"), as Vendor and Steel, as Purchaser

Whitecap Resources Inc. hereby agrees to resurrect the subject Sale Agreement, previously terminated on December 24, 2012 due to Purchaser Default, in accordance with the following terms and conditions:

1) Purchase Price amended to Twenty Eight Million and One Hundred Thousand Dollars ($28,100,000.00);
2) Additional non-refundable deposit of Two Hundred Thousand Dollar ($200,000.00) to be paid by Certified Cheque or Bank Draft, no later than 4:00 pm on February 11, 2013;
3) Effective Date amended to January 1st, 2013;
4) Closing Date amended to March 25th, 2013.

Upon receipt of the additional deposit ($200,000.00) this amount will be applied to the previously forfeited One Million Dollar ($1,000,000.00) deposit received by Whitecap Resources Inc., which total amount shall be applied to the Purchase Price upon closing.

Should Lateral fail to meet any of the above terms of this letter it shall forfeit any and all amounts paid to Whitecap as a Deposit. In addition, the Sale Agreement shall remain terminated.

Please sign and return the below to acknowledge your understanding and acceptance of the foregoing.

Yours truly,

WHITECAP RESOURCE INC.

Per: ______________________
Gary Lebsack - Vice-President, Land

Acknowledged and agreed to the ________day of February, 2013.

LATERAL CAPITAL CORP.

Per: ______________________ CEO
Name/Title

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