

**THIS LETTER OF TRANSMITTAL AND ELECTION FORM IS FOR USE ONLY IN CONJUNCTION WITH THE PLAN OF ARRANGEMENT INVOLVING ORION OIL & GAS CORPORATION, WESTFIRE ENERGY LTD. AND THE SHAREHOLDERS OF ORION OIL & GAS CORPORATION.**

**THIS LETTER OF TRANSMITTAL AND ELECTION FORM MUST BE VALIDLY COMPLETED, DULY EXECUTED AND RETURNED TO THE DEPOSITARY, VALIANT TRUST COMPANY, PRIOR TO 4:30 P.M. (CALGARY TIME) ON JUNE 29, 2011 OR, IF THE ORION MEETING IS ADJOURNED, 4:30 P.M. (CALGARY TIME) ON THE BUSINESS DAY IMMEDIATELY PRIOR TO THE DATE OF SUCH ADJOURNED MEETING. IT IS IMPORTANT THAT YOU VALIDLY COMPLETE, DULY EXECUTE AND RETURN THIS LETTER OF TRANSMITTAL AND ELECTION FORM ON A TIMELY BASIS IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED HEREIN.**



**LETTER OF TRANSMITTAL AND ELECTION FORM  
FOR REGISTERED SHAREHOLDERS OF ORION OIL & GAS CORPORATION**

*Please read the "Instructions" set out below carefully before completing this Letter of Transmittal and Election Form.*

**TO: ORION OIL & GAS CORPORATION**  
**AND TO: WESTFIRE ENERGY LTD.**  
**AND TO: VALIANT TRUST COMPANY, AS DEPOSITARY**

This Letter of Transmittal and Election Form is for use by registered holders ("**Orion Shareholders**") of common shares ("**Orion Shares**") of Orion Oil & Gas Corporation ("**Orion**") in connection with the proposed arrangement ("**Arrangement**") involving Orion, WestFire Energy Ltd. ("**WestFire**") and Orion Shareholders pursuant to an Arrangement Agreement dated as of May 11, 2011, the full text of which is set out in the joint information circular and proxy statement (the "**Information Circular**") of Orion and WestFire dated June 2, 2011. Pursuant to the Arrangement, all Orion Shares will be transferred to WestFire in exchange for and at the election of the Orion Shareholder:

- (i) 0.125 of a common share (a "**WestFire Common Share**") of WestFire for each Orion Share; or
- (ii) 0.125 of a *non-listed* non-voting convertible share (a "**WestFire Non-Voting Share**" and, collectively "**WestFire Shares**") of WestFire for each Orion Share,

Capitalized terms used, but not defined, in this Letter of Transmittal and Election Form shall have the meanings given to them in the Information Circular.

Orion Shareholders will not receive WestFire Common Shares or WestFire Non-Voting Shares (or dividends or distributions thereon after the Effective Date) until they submit the certificates for their Orion Shares to the Depositary along with a duly completed Letter of Transmittal and Election Form, and each certificate formerly representing Orion Shares that is not deposited with all other documents, as required pursuant to the Arrangement, on or prior to the fifth anniversary of the Effective Date shall cease to represent a right or claim of any kind or nature including the right of the holder to receive the WestFire Common Shares or WestFire Non-Voting Shares (and any dividends, distributions or payments thereon made for such holder).

Any Orion Shareholder who does not deposit with the Depositary at the address of the Depositary as set out on the final page of this Letter of Transmittal and Election Form a duly completed Letter of Transmittal and Election Form prior to 4:30 p.m. June 29, 2011 or, if the Orion Meeting is adjourned, 4:30 p.m. (Calgary time) on the Business Day immediately prior to the date of such adjourned meeting (the "**Election Deadline**") shall be deemed to have elected to receive WestFire Common Shares for such Orion Shareholder's Orion Shares.

**Orion Shareholders whose Orion Shares are registered in the name of a broker, dealer, bank, trust company or other nominee must contact their nominee for assistance in depositing their Orion Shares.**

An Orion Shareholder who has exchanged Orion Shares for the consideration pursuant to the Arrangement shall be entitled to make an income tax election pursuant to subsection 85(1) of the *Income Tax Act* ("**ITA**") or, if the holder is a partnership, subsection 85(2) of the ITA (and in each case, where applicable, the analogous provisions of provincial income tax law) with respect to the transfer of such holder's Orion Shares to WestFire by providing two signed copies of the necessary prescribed election forms to the Depositary

within 90 days after the Effective Date, duly completed with the details of the number of Orion Shares transferred and the applicable agreed amounts for the purposes of such elections. Thereafter, subject to the election forms being correct and complete and complying with the provisions of the ITA (or any applicable provincial income tax law), the forms will be signed by WestFire and returned to such Orion Shareholder by ordinary mail by posting same within 30 days after receipt thereof by the Depositary for filing by the relevant Orion Shareholder with the Canada Revenue Agency (or the applicable provincial taxing authority). Neither WestFire nor the Depositary will be responsible for any taxes, interest, penalties or other costs or damages resulting from the failure by a holder of Orion Shares to properly complete or file the election forms in the form and manner and within the time prescribed by the ITA (or any applicable provincial income tax law). In its sole discretion, WestFire may choose to sign and return an election form received later than 90 days after the Effective Date, but WestFire will have no obligation to do so. Where Orion Shares are held as partnership property, a partner directed by the partnership must file a copy of the applicable prescribed election form on behalf of all the members of the partnership. Such form must be accompanied by a list containing the name, address, social insurance number and business identification number of each partner, as well as sufficient authorization of the filing partner to file the election.

**DELIVERY AND EXCHANGE OF ORION SHARES**

The undersigned delivers to you the enclosed certificate(s) representing Orion Shares to be exchanged for certificate(s) representing WestFire Common Shares or WestFire Non-Voting Shares, as the case may be, pursuant to and in accordance with the Arrangement described in the Information Circular.

Certificate Number(s)	Names in which Orion Shares are Registered	Number of Orion Shares Deposited
	TOTAL:	

(If space is not sufficient, please attach a list in the above form.)

**Some or all of my Orion Share certificates have been lost, stolen or destroyed. Please review Instruction 8 for the procedure to replace lost or destroyed certificates. (Check box if applicable).**

**ELECTION**

Please check **Option A, B or C** – Orion Shareholders may choose only ONE of the following:

**OPTION A: Election to receive only WestFire Common Shares**  
*The undersigned hereby elects to receive 0.125 of a WestFire Common Share for each Orion Share delivered herewith.*

**OPTION B: Election to receive only WestFire Non-Voting Shares**  
*The undersigned hereby elects to receive 0.125 of a non-listed WestFire Non-Voting Share for each Orion Share delivered herewith.*

**OPTION C: Election to receive a combination of WestFire Common Shares and WestFire Non-Voting Shares**  
*The undersigned hereby elects to receive:*

*(i) 0.125 of a WestFire Common Share for \_\_\_\_\_ (please specify the number of Orion Shares to be exchanged for WestFire Common Shares) Orion Share(s) delivered herewith; and*

*(ii) 0.125 of a non-listed WestFire Non-Voting Share for \_\_\_\_\_ (please specify the number of Orion Shares to be exchanged for WestFire Non-Voting Shares) Orion Share(s) delivered herewith.*

**If No Election Is Made**

If a duly completed Letter of Transmittal and Election Form is not deposited with the Depositary prior to the Election Deadline or if none of Option A, Option B or Option C is selected, a holder of Orion Shares will be deemed to have elected Option A (election to receive only WestFire Common Shares upon the completion of the Arrangement).

**AUTHORIZATION**

**The undersigned:**

1. represents and warrants that the undersigned is the legal owner of the above listed Orion Shares and has good title to the rights represented by the above mentioned certificates free and clear of all liens, charges, encumbrances, claims and equities and, together with all rights and benefits, has full power and authority to deliver such certificates;
2. represents and warrants that all information provided by the undersigned herein is true, accurate and complete as of the date hereof;
3. represents and warrants that it is resident in the jurisdiction set out as "Address of Orion Shareholder" on the following page;
4. acknowledges receipt of the Information Circular;
5. acknowledges that if the Arrangement is approved at the Orion Meeting, including any adjournment thereof, unless the Arrangement is not subsequently completed, the deposit of the Orion Shares pursuant to this Letter of Transmittal and Election Form is irrevocable;
6. directs the Depositary to issue or cause to be issued the certificates representing the WestFire Shares elected to be received hereunder to which the undersigned is entitled on completion of the Arrangement in the name indicated below and to send the certificates representing the WestFire Shares elected to be received hereunder to the address, or hold the same for pickup, as indicated in this Letter of Transmittal and Election Form, unless otherwise indicated under Special Registration Instructions or Special Delivery Instructions on the following page;
7. covenants and agrees to execute, upon request, any additional documents, transfers and other assurances as may be necessary or desirable to complete the exchange of certificate(s) representing Orion Shares for certificates representing the WestFire Shares elected to be received hereunder;
8. acknowledges that all authority conferred, or agreed to be conferred by the undersigned herein may be exercised during any subsequent legal incapacity of the undersigned and shall survive the death, incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be binding upon any heirs, personal representatives, successors and assigns of the undersigned;
9. by virtue of the execution of this Letter of Transmittal and Election Form, shall be deemed to have agreed that all questions as to validity, form, eligibility (including timely receipt) and acceptance of any Orion Shares deposited pursuant to the Arrangement will be determined by Orion in its sole discretion and that such determination shall be final and binding and acknowledges that there shall be no duty or obligation on Orion, WestFire, the Depositary or any other person to give notice of any defect or irregularity in any deposit and no liability shall be incurred by any of them for failure to give such notice; and
10. acknowledges that Orion or WestFire may be required to disclose certain personal information in respect of the undersigned and consents to disclosure of personal information in respect of the undersigned to securities regulatory authorities, the Depositary and any parties to the Arrangement.

**Unless otherwise indicated under "*Special Registration Instructions*" or "*Special Delivery Instructions*" on the next page (in which case issuance or delivery should be made in accordance with those instructions), the certificates for the WestFire Shares elected to be received hereunder should be issued in the name of the undersigned and forwarded to the undersigned at the address specified below the signature of the undersigned (or if no such address or delivery instructions are made, to the latest address of record on Orion's register of Orion Shares). If the Arrangement is not completed and the Arrangement Agreement is terminated, the undersigned directs the Depositary to return the enclosed Orion Share certificate(s) in accordance with the instructions in the preceding sentence.**

**ORION SHAREHOLDER SIGNATURE(S)**

Signature guaranteed by (if required under Instructions 4 and 5):

Dated: \_\_\_\_\_, 2011

\_\_\_\_\_  
Authorized Signature of Guarantor

\_\_\_\_\_  
Signature of Orion Shareholder or Authorized Representative  
(see Instructions 4 and 6)

\_\_\_\_\_  
Name of Guarantor (please print or type)

\_\_\_\_\_  
Address of Orion Shareholder

\_\_\_\_\_  
Address of Guarantor (please print or type)

\_\_\_\_\_  
Telephone Number of Orion Shareholder

\_\_\_\_\_  
Facsimile Number of Orion Shareholder

\_\_\_\_\_  
Social Insurance Number or U.S. Resident Taxpayer  
Identification Number (must be provided)

\_\_\_\_\_  
Name of Orion Shareholder (please print or type)

\_\_\_\_\_  
Name of Authorized Representative, if applicable (please print  
or type)

BOX A  
SPECIAL REGISTRATION INSTRUCTIONS  
(See Instruction 3)

*To be completed only if the certificates for the WestFire Shares elected to be received are NOT to be registered in the name of the undersigned. If this box is completed, the signature must be guaranteed. See Instruction 5.*

In the Name of \_\_\_\_\_  
(please print)

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_ (include postal or zip code)

BOX B  
SPECIAL DELIVERY INSTRUCTIONS  
(See Instruction 3)

*To be completed only if the certificates for the WestFire Shares elected to be received are to be sent to a name or an address other than the name and address of the undersigned specified on the register of Orion Shareholders maintained by the transfer agent of Orion. If this box is completed, the signature must be guaranteed. See Instruction 5.*

In the Name of \_\_\_\_\_  
(please print)

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_ (include postal or zip code)

BOX C  
HOLD FOR PICK-UP

- Check here if the certificates for the WestFire Shares elected to be received hereunder are to be held for pick-up at the office of the Depository at which this Letter of Transmittal and Election Form is deposited.

BOX D  
TAX ELECTION

- Check here if an income tax election pursuant to subsection 85(1) or subsection 85(2) of the ITA (and in each case, where applicable, the analogous provisions of provincial income tax law) will be made with respect to the consideration to be received hereunder.

## INSTRUCTIONS

### 1. Election

To make an election to receive WestFire Common Shares or WestFire Non-Voting Shares on completion of the Arrangement, Orion Shareholders must deposit with the Depository (at the address specified on the last page hereof) prior to the Election Deadline a duly completed Letter of Transmittal and Election Form indicating the election to receive WestFire Common Shares or WestFire Non-Voting Shares, as the case may be. Any Orion Shareholder who does not deposit with the Depository a duly completed Letter of Transmittal and Election Form prior to the Election Deadline shall be deemed to have elected to receive WestFire Common Shares for such Orion Shareholder's Orion Shares upon completion of the Arrangement.

### 2. Use of Letter of Transmittal and Election Form

- (a) This Letter of Transmittal and Election Form (or a manually executed facsimile copy hereof) properly completed and signed as required by the instructions set forth below, together with accompanying certificates representing the Orion Shares and all other documents required by the terms of the Arrangement must be received by the Depository at its office specified on the back page of this document.
- (b) The method used to deliver this Letter of Transmittal and Election Form and any accompanying certificate(s) representing Orion Shares and all other required documents is at the option and risk of the person depositing the same, and delivery will be deemed effective only when such documents are actually received. It is recommended that the necessary documentation be hand delivered to the Depository, its offices specified on the back page of this document, and a receipt obtained. However, if such documents are mailed, it is recommended that registered mail be used and that proper insurance be obtained. **Orion Shareholders whose Orion Shares are registered in the name of a nominee should contact their stockbroker, investment dealer, bank, trust company or other nominee for assistance in depositing their Orion Shares.**

### 3. Special Registration and Delivery Instructions

The boxes entitled “*Special Registration Instructions*” and “*Special Delivery Instructions*”, as applicable, should be completed if the certificates for the WestFire Shares elected to be received hereunder to be issued pursuant to the Arrangement are to be: (a) issued in the name of a person other than the person signing this Letter of Transmittal and Election Form; (b) sent to someone other than the person signing the Letter of Transmittal and Election Form; or (c) sent to the person signing the Letter of Transmittal and Election Form at an address other than that appearing on the register of Orion Shareholders maintained by the transfer agent of Orion. See also Instruction 5 “*Guarantee of Signatures*” below.

### 4. Signatures

This Letter of Transmittal and Election Form must be completed and signed by the holder of Orion Shares, or by such holder's duly authorized representative (in accordance with Instruction 6 “*Fiduciaries, Representatives and Authorizations*” below).

- (a) If this Letter of Transmittal and Election Form is signed by the registered owner(s) of the accompanying certificate(s), such signature(s) on this Letter of Transmittal and Election Form must correspond with the name(s) as registered or as written on the face of such certificate(s) without any change whatsoever, and the certificate(s) need not be endorsed. If such transmitted certificate(s) are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal and Election Form.
- (b) If this Letter of Transmittal and Election Form is signed by a person other than the registered owner(s) of the Orion Shares or if certificates representing WestFire Shares elected to be received hereunder are to be issued to a person other than the registered holder(s):
  - (i) such deposited certificate(s) must be endorsed or be accompanied by an appropriate share transfer power of attorney duly and properly completed by the registered owner(s); and
  - (ii) the signature(s) on such endorsement or power of attorney must correspond exactly to the name(s) of the registered owner(s) as registered or as appearing on the certificate(s) and must be guaranteed as noted in Instruction 5 “*Guarantee of Signatures*” below.

### 5. Guarantee of Signatures

If this Letter of Transmittal and Election Form is executed by a person other than the registered owner(s) of the Orion Shares or if certificates representing WestFire Shares elected to be received hereunder are to be issued to a person other

than the registered holder(s) or sent to an address other than the address of the registered holder(s) as shown on the register of Orion Shareholders maintained by the transfer agent of Orion, such signature must be guaranteed by an Eligible Institution, or in some other manner satisfactory to the Depository (except that no guarantee is required if the signature is that of an Eligible Institution).

An "Eligible Institution" means a Canadian schedule 1 chartered bank, a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchange Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP) (members of these programs are usually members of a recognized stock exchange in Canada, members of the National Investment Dealers Association of Canada, members of the National Association of Securities Dealers or banks and trust companies in the United States).

## **6. Fiduciaries, Representatives and Authorizations**

Where this Letter of Transmittal and Election Form or any certificate or share transfer or power of attorney is executed by a person as an executor, administrator, trustee, guardian, attorney-in-fact, or agent or on behalf of a corporation, partnership or association or is executed by any other person acting in a fiduciary or representative capacity, this Letter of Transmittal and Election Form must be accompanied by satisfactory evidence of the authority to act. The Depository, at its discretion, may require additional evidence of authority or additional documentation.

## **7. Miscellaneous**

- (a) If the space on this Letter of Transmittal and Election Form is insufficient to list all certificates for Orion Shares, additional certificate numbers and the number of Orion Shares represented thereby may be included on a separate signed list affixed to this Letter of Transmittal and Election Form.
- (b) If Orion Shares are registered in different forms (e.g. "John Doe" and "J. Doe"), a separate Letter of Transmittal and Election Form should be signed for each different registration.
- (c) No alternative, conditional or contingent deposits will be accepted. All depositing Orion Shareholders by execution of this Letter of Transmittal and Election Form (or a copy thereof) waive any right to receive any notice by the Depository.
- (d) The holder of the Orion Shares covered by this Letter of Transmittal and Election Form hereby unconditionally and irrevocably attorns to the non-exclusive jurisdiction of the courts of the Province of Alberta and the courts of appeal therefrom.
- (e) Additional copies of the Letter of Transmittal and Election Form may be obtained on request and without charge from the Depository at either of its offices at the addresses listed on the back page of this document.

## **8. Lost Certificates**

If an Orion Share certificate has been lost or destroyed, this Letter of Transmittal and Election Form should be completed as fully as possible and forwarded, together with a letter describing the loss or destruction, to the Depository. The holder of the lost certificates should also immediately contact Orion's transfer agent, Equity Financial Trust Company at the address set forth in the Information Circular, to arrange for the issue of replacement certificates.

**Offices of the Depositary, Valiant Trust Company**

**By Hand, Mail or Courier**

Valiant Trust Company  
310, 606 – 4<sup>th</sup> Street S.W.  
Calgary, Alberta  
T2P 1T1

Telephone: 1-866-313-1872

Facsimile: (403) 233-2857

E-Mail: [inquiries@valianttrust.com](mailto:inquiries@valianttrust.com)

*Any questions and requests for assistance may be directed by Orion Shareholders to the Depositary at its telephone number and address set out above.*