WHITECAP RESOURCES INC.
BALANCE SHEET
(unaudited)

As at (CAD $000s)	**March 31, 2013**	December 31, 2012
Assets		
Current Assets		
Cash	**18**	12
Accounts receivable	**51,341**	45,820
Deposits and prepaid expenses	**2,102**	1,835
Risk management contracts [Notes 4 & 5]	**-**	10,663
Assets held for sale [Note 9]	**23,309**	23,942
	76,770	82,272
Risk management contracts and other [Notes 4, 5 & 16]	**924**	1,055
Property, plant and equipment [Notes 6 & 7]	**1,337,611**	1,292,966
Exploration and evaluation [Notes 8]	**35,641**	33,100
Goodwill	**86,385**	86,385
	1,537,331	1,495,778
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities	**92,591**	102,393
Dividends payable	**6,523**	-
Risk management contracts [Notes 4 & 5]	**3,932**	-
Liabilities associated with assets held for sale [Note 9]	**2,514**	2,510
	105,560	104,903
Risk management contracts [Notes 4 & 5]	**8,183**	-
Bank debt [Note 10]	**335,895**	310,700
Decommissioning liability [Note 11]	**56,364**	54,513
Deferred income tax	**117,961**	115,573
	623,963	585,689
Shareholders' Equity		
Share capital [Note 12]	**845,238**	827,588
Contributed surplus [Note 12]	**14,557**	15,004
Retained earnings	**53,573**	67,497
	913,368	910,089
	1,537,331	1,495,778

See accompanying notes to financial statements

Approved on behalf of the Board:

Stephen C. Nikiforuk
Director

Grant B. Fagerheim
Director

WHITECAP RESOURCES INC.
STATEMENT OF COMPREHENSIVE INCOME
For the three months ended March 31
(unaudited)

(CAD $000s, except per share amounts)	**2013**	2012
Revenue		
Petroleum and natural gas sales	**100,240**	56,982
Royalties	**(11,218)**	(6,958)
	89,022	50,024
Loss on risk management contracts [Note 5]	**(20,918)**	(1,140)
	68,104	48,884
Expenses		
Operating	**17,064**	10,336
Transportation	**3,450**	2,108
General and administrative	**2,783**	1,567
Stock-based compensation	**724**	781
Transaction costs	**-**	564
Interest and financing	**3,819**	1,608
Depletion, depreciation and amortization [Note 7]	**31,938**	20,282
Exploration and evaluation [Note 8]	**352**	796
	60,130	38,042
Net income before income taxes	**7,974**	10,842
Taxes		
Deferred income tax expense	**2,388**	3,164
Net income and other comprehensive income	**5,586**	7,678
Net income per share ($/share) [Note 13]		
Basic	**0.04**	0.10
Diluted	**0.04**	0.09

See accompanying notes to financial statements

WHITECAP RESOURCES INC.
STATEMENT OF CHANGES IN EQUITY
For the three months ended March 31
(unaudited)

(CAD $000s)	**2013**	2012
Share Capital [Note 12(b)]		
Balance, beginning of year	**827,588**	354,857
Issued on exercise of options/warrants	**15,162**	167
Contributed surplus adjustment on exercise of options/warrants	**2,741**	55
Shares cancelled	**(253)**	-
Issued on the acquisition of Compass Petroleum Ltd.	**-**	106,020
Issued for cash through public prospectus offering	**-**	60,004
Share issue costs, net of deferred income tax	**-**	(3,573)
Balance, end of period	**845,238**	354,857
Contributed Surplus [Note 12(e)]		
Balance, beginning of year	**15,004**	10,480
Option-based awards	**1,224**	1,057
Option/warrant exercises	**(2,741)**	(55)
Shares cancelled	**1,070**	-
Balance, end of period	**14,557**	11,482
Retained earnings		
Balance, beginning of year	**67,497**	15,026
Net income	**5,586**	7,678
Cash dividends	**(19,510)**	-
Balance, end of period	**53,573**	22,704

See accompanying notes to financial statements

WHITECAP RESOURCES INC.
STATEMENT OF CASH FLOWS
For the three months ended March 31
(unaudited)

(CAD $000s)	**2013**	2012
Operating activities		
Net income for the period	**5,586**	7,678
Items not affecting cash:		
Depletion, depreciation and amortization	**32,290**	21,078
Deferred income tax expense	**2,388**	3,164
Stock-based compensation	**724**	781
Non-cash financing expense [Note 11]	**332**	169
Unrealized gain (loss) on risk management contracts [Note 5]	**22,833**	(163)
Settlement of decommissioning liabilities [Note 11]	**(66)**	(466)
	64,087	32,241
Net change in non-cash working capital items [Note 14]	**(4,747)**	2,679
	59,340	34,920
Financing Activities		
Increase in bank debt (decrease)	**25,195**	(20,435)
Option/Warrant exercises	**15,979**	-
Cash dividends	**(19,510)**	-
Issuance of share capital, net of share issue costs	**-**	55,401
Net change in non-cash working capital items [Note 14]	**6,523**	-
	28,187	34,966
Investing activities		
Expenditures on property, plant and equipment	**(74,615)**	(63,767)
Net expenditures on property acquisitions	**(2,139)**	(5,833)
Expenditures on corporate acquisitions	**-**	(9,304)
Net change in non-cash working capital items [Note 14]	**(10,767)**	9,016
	(87,521)	(69,888)
Increase (decrease) in cash, during the period	**6**	(2)
Cash, beginning of period	**12**	13
Cash, end of period	**18**	11

Cash interest paid	**3,487**	1,439

See accompanying notes to financial statements

1. NATURE OF BUSINESS

Whitecap Resources Inc. (also referred to herein as “Whitecap” or “the Company”) is engaged in the acquisition, development, optimization and production of crude oil and natural gas in western Canada. The registered office is located at 500, 222-3rd Avenue SW, Calgary, Alberta, Canada, T2P 0B4.

2. BASIS OF PRESENTATION

Statement of Compliance

These condensed interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles, specifically International Accounting Standard 34 Interim Financial Reporting as issued by the International Accounting Standards Board. They are condensed as they do not include all of the information required for full annual financial statements, and they should be read in conjunction with the financial statements for the year ended December 31, 2012.

The policies applied in these condensed interim financial statements are based on International Financial Reporting Standards (“IFRS”) issued and outstanding as at May 3, 2013, the date the Audit Committee approved these statements on behalf of the Board of Directors.

3. SIGNIFICANT ACCOUNTING POLICIES

The unaudited interim financial statements follow the same accounting policies as the most recent annual audited financial statements. The interim financial statements note disclosures do not include all of those required by IFRS applicable for annual financial statements. Accordingly, these interim financial statements should be read in conjunction with the Company’s audited financial statements for the period ended December 31, 2012.

4. DETERMINATION OF FAIR VALUES

A number of the Company’s accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

(i) PP&E and E&E assets:
The fair value of PP&E recognized in a business combination is based on market values. The market value of property, plant and equipment is the estimated amount for which PP&E could be exchanged on the acquisition date between a willing buyer and a willing seller in an arm’s length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The market value of oil and natural gas interests (included in PP&E) are estimated with reference to the discounted cash flows expected to be derived from oil and natural gas production based on externally prepared reserve reports. The market value of E&E assets are estimated with reference to the market values of current arm’s length transactions in comparable locations.

(ii) Cash, accounts receivable, bank debt, dividends payable, accounts payable and accrued liabilities:
The fair value of cash, accounts receivable, bank debt, dividends payable, accounts payable and accrued liabilities is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. As at March 31, 2013 and December 31, 2012, the fair value of these balances approximated their carrying value.

(iii) Derivatives:
The fair value of forward contracts and swaps are recurring measurements as at the balance sheet date and is determined by the difference between the contracted prices and published forward price curves using the remaining contracted oil and natural gas volumes.

(iv) Stock options:
The fair value of employee stock options is measured using a Black-Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility, weighted average expected life of the instruments, expected dividends, and the risk-free interest rate.

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The carrying value of cash, accounts receivable, bank debt, dividends payable, accounts payable and accrued liabilities included in the balance sheet approximate fair value due to the short-term nature of those instruments or the indexed rate of interest on the bank debt. The fair value measurement of the risk management contracts has a fair value hierarchy of Level 2.

5. FINANCIAL RISK MANAGEMENT

Credit Risk

Credit risk is the risk of financial loss to Whitecap if a partner or counterparty to a product sales contract or financial instrument fails to meet its contractual obligations. Whitecap is exposed to credit risk with respect to its cash, accounts receivable and risk management contracts. Most of Whitecap's accounts receivable relate to oil and natural gas sales or joint interest billings and are subject to typical industry credit risks. Whitecap manages this credit risk as follows:

- By entering into sales contracts with only established creditworthy counterparties as verified by a third party rating agency, through internal evaluation or by requiring security such as letters of credit;
- By limiting exposure to any one counterparty; and
- By restricting cash equivalent investments and risk management transactions to counterparties that, at the time of transaction, are not less than investment grade.

The maximum exposure to credit risk is as follows:

	March 31, 2013	December 31, 2012
Cash	18	12
Accounts receivable	51,341	45,820
Accounts receivable – other	924	1,000
	52,283	46,832

The majority of the credit exposure on accounts receivable at March 31, 2013 pertains to accrued revenue for March 2013 production volumes. Whitecap transacts with a number of oil and natural gas marketing companies and commodity end users (“commodity purchasers”). Commodity purchasers and marketing companies typically remit amounts to Whitecap by the 25th day of the month following production. Joint interest receivables are typically collected within one to three months following production. At March 31, 2013, no one counterparty accounted for more than 25 percent of the total accounts receivable balance.

Whitecap has not experienced any material credit loss in the collection of receivables during 2013.

When determining whether amounts that are past due are collectable, management assesses the creditworthiness and past payment history of the counterparty, as well as the nature of the past due amount. Whitecap considers all amounts greater than 90 days to be past due. As at March 31, 2013, there was $0.6 million (December 31, 2012 – $1.4 million) of receivables aged over 90 days. Subsequent to March 31, 2013, approximately $0.1 million (December 31, 2012 – $0.7 million) has been collected and the remaining balance is not considered to be a credit risk.

Liquidity Risk

Liquidity risk is the risk that Whitecap will not be able to meet its financial obligations as they become due. Whitecap actively manages its liquidity through cash, debt and equity management strategies. Such strategies include continuously monitoring forecasted and actual cash flows from operating, financing and investing activities, available credit under existing banking arrangements and opportunities to issue additional common shares. Whitecap actively monitors its credit and working capital facilities to ensure that it has sufficient available funds to meet its dividend payments and financial requirements at a reasonable cost. Management believes that future funds generated from these sources will be adequate to settle Whitecap’s financial liabilities.

The following table details Whitecap’s financial liabilities as at March 31, 2013:

($000s)	<1 year	1 to 2 years	Total
Accounts payable and accrued liabilities	92,591	-	92,591
Dividends payable	6,523	-	6,523
Liabilities associated with assets held for sale	2,514		2,514
Bank debt	-	335,895	335,895
Risk management contracts	3,932	8,183	12,115
Total financial liabilities	105,560	344,078	449,638

The following table details Whitecap’s financial liabilities as at December 31, 2012:

($000s)	<1 year	1 to 2 years	Total
Accounts payable and accrued liabilities	102,393	-	102,393
Liabilities associated with assets held for sale	2,510	-	2,510
Bank debt	-	310,700	310,700
Total financial liabilities	104,903	310,700	415,603

Market Risk

Commodity Price Risk

The Company’s operational results and financial condition are largely dependent on the commodity price received for its oil and natural gas production. Commodity prices have fluctuated widely in recent years due to global and regional factors including supply and demand fundamentals, inventory levels, weather, economic and geopolitical factors.

Whitecap manages the risks associated with changes in commodity prices by entering into a variety of risk management contracts. Due to changes in the fair value of risk management contracts in place at March 31, 2013, the Company assesses the effects of movement in commodity prices on net income before tax, with all other variables held constant. When assessing the potential impact of these commodity price changes, the Company believes 10 percent volatility is a reasonable measure. A 10 percent increase in commodity price volatility would result in a negative impact of $50.9 million, whereas a 10 percent decrease would result in a positive impact of $50.0 million.

At March 31, 2013 the following light oil and natural gas risk management contracts were outstanding with a mark-to-market liability value of $10.2 million and $1.9 million, respectively.

Financial WTI Crude Oil Contracts

Term		Contract	Volume (bbl/d)	Sold Swap Price ($/bbl)	Index
01-Apr-13	30-Jun-13	Swap	500	102.52	C$WTI
01-Apr-13	30-Jun-13	Swap	1,000	97.50	C$WTI
01-Apr-13	31-Dec-13	Swap	500	106.38	C$WTI
01-Apr-13	31-Dec-13	Swap	500	95.18	C$WTI
01-Apr-13	31-Dec-13	Swap(1)	400	103.10	C$WTI
01-Apr-13	31-Dec-13	Swap	500	102.60	C$WTI
01-Apr-13	31-Dec-13	Swap(2)	1,000	100.85	C$WTI
01-Apr-13	31-Dec-13	Swap	500	97.10	C$WTI
01-Apr-13	31-Dec-13	Swap	500	97.00	C$WTI
01-Apr-13	31-Dec-13	Swap	1,000	92.00	C$WTI
01-Apr-13	31-Dec-13	Swap	500	91.00	C$WTI
01-Jul-13	31-Dec-13	Swap	500	95.00	C$WTI
01-Jul-13	31-Dec-13	Swap	1,000	95.05	C$WTI
01-Jul-13	31-Dec-13	Swap	500	91.00	C$WTI
01-Jan-14	30-Jun-14	Swap	1,000	94.10	C$WTI
01-Jan-14	30-Jun-14	Swap	1,000	97.12	C$WTI
01-Jan-14	31-Dec-14	Swap	1,000	92.22	C$WTI
01-Jan-14	31-Dec-14	Swap	1,000	91.00	C$WTI
01-Jan-14	31-Dec-14	Swap	2,000	91.82	C$WTI
01-Jan-14	31-Dec-14	Swap	1,000	93.12	C$WTI
01-Jan-14	31-Dec-14	Swap	750	95.02	C$WTI
01-Jan-14	31-Dec-14	Swap	250	95.05	C$WTI
01-Jan-15	31-Dec-15	Swap	1,000	90.00	C$WTI
01-Jan-15	31-Dec-15	Swap	1,000	91.05	C$WTI

Notes:
(1) Concurrent with entering into the swap, the Company sold a put at C$74.60 WTI for 400 bbls/d in 2013.
(2) The counterparty has the option on November 30, 2013 to extend the risk management contract to December 31, 2014.

Financial Natural Gas Derivative Contracts

Term		Contract	Volume (GJ/d)	Sold Swap Price ($/GJ)	Index
01-Apr-13	31-Dec-13	Swap	1,250	2.77	AECO
01-Apr-13	31-Dec-13	Swap	1,250	2.76	AECO
01-Apr-13	31-Dec-13	Swap	5,000	3.08	AECO
01-Apr-13	31-Dec-13	Swap	2,000	3.24	AECO
01-Apr-13	31-Dec-13	Swap	2,000	3.40	AECO
01-Apr-13	31-Oct-13	Swap	2,000	3.00	AECO
01-Apr-13	31-Oct-13	Swap	2,000	2.98	AECO
01-Apr-13	31-Dec-13	Swap	2,000	3.45	AECO
01-Jan-14	31-Dec-14	Swap	5,000	3.50	AECO

Financial Power Derivative Contracts

Term		Volume (MWh)	Average Swap Price ($/MWh)	Index
01-Apr-13	31-Dec-13	18,396	62.99	AESO
01-Jan-14	31-Dec-14	18,396	55.24	AESO

Interest Rate Risk

The Company is exposed to fluctuations in interest rates on its bank debt. Changes to interest rates would impact the Company's future cash flows. Interest rate risk is mitigated through short-term fixed rate borrowings using banker's acceptances and interest rate swaps. If interest rates applicable to floating rate debt at March 31, 2013 were to have increased by 25 basis points (0.25 percent) it is estimated that the Company's annual cash flows would decrease approximately $0.8 million (2012 - $0.3 million).

When assessing the potential impact of interest rate changes on the Company's interest rate swaps, the Company believes one percent interest rate volatility is a reasonable measure. A one percent increase or decrease in interest rate volatility would result in an impact of $0.1 million.

Interest Rate Contracts

Term		Amount ($000s)	Fixed Rate (%)	Index
01-Apr-13	31-Oct-13	100,000	1.06	CDOR

Foreign Exchange Risk

The Company is exposed to the risk of changes in the Canadian/U.S. dollar exchange rate on sales of commodities that are denominated in U.S. dollars or directly influenced by U.S. dollar benchmark prices. Foreign exchange risk is mitigated by entering into Canadian dollar denominated commodity risk management contracts.

Capital Management

The Company's policy is to maintain a strong capital base for the objectives of maintaining financial flexibility, creditor and market confidence and to sustain the future development of the business. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying petroleum and natural gas assets. The Company considers its capital structure to include shareholders' equity, bank debt and working capital.

The following is a breakdown of the Company's capital structure:

($000s)	March 31, 2013	December 31, 2012
Current assets	76,770	71,609
Current liabilities	(101,628)	(104,903)
Working capital deficit[1]	(24,858)	(33,294)
Bank debt	335,895	310,700
Shareholders' equity	913,368	910,089

Note:
(1) Excluding risk management contracts

6. ACQUISITIONS

Property acquisitions

The Company acquired strategic properties and working interests that complement the existing assets in the west central area of Alberta and west central area of Saskatchewan. The property acquisitions were accounted for as business combinations under IFRS 3. Had the properties been acquired as of January

1, 2013, an additional $0.1 million in revenue (net of royalties) would have been recognized. Net income is not readily determinable.

The income or loss relating to the properties acquired since their acquisition dates included in the statement of comprehensive income has not been disclosed separately as it is not determinable.

Net assets acquired ($000s):	
Petroleum and natural gas properties	2,163
Decommissioning liability	(80)
	2,083

Cash consideration:	
Total consideration	**2,083**

7. PROPERTY, PLANT AND EQUIPMENT

Net book value ($000s)	March 31, 2013	December 31, 2012
Petroleum and natural gas properties	1,543,415	1,466,861
Other assets	812	783
Property, plant and equipment, at cost	1,544,227	1,467,644
Less: accumulated depletion, depreciation and amortization	(206,616)	(174,678)
Total net carrying amount	1,337,611	1,292,966

Cost ($000s)	Oil and natural gas properties	Other assets	Total
Balance at December 31, 2012	1,466,861	783	1,467,644
Additions	75,041	29	75,070
Property acquisitions	728	-	728
Transfer from E&E	302	-	302
Transfer from assets held for sale	633	-	633
Disposals	(150)	-	(150)
Balance at March 31, 2013	1,543,415	812	1,544,227

Depletion, depreciation and amortization ($000s)	Oil and natural gas properties	Other assets	Total
Balance at December 31, 2012	174,338	340	174,678
Depletion, depreciation and amortization	31,880	58	31,938
Balance at March 31, 2013	206,218	398	206,616

At March 31, 2013, $24.3 million of salvage value (2012 – $13.0 million) was excluded from the depletion calculation. Future development costs of $513.1 million (2012 – $254.5 million) were included in the depletion calculation. The Company capitalized $1.1 million (2012 - $1.0 million) of administrative costs directly relating to development activities which includes $0.5 million (2012 - $0.3 million) of stock-based compensation.

8. EXPLORATION AND EVALUATION

($000s)	March 31, 2013	December 31, 2012
Exploration and evaluation assets	40,396	37,503
Less: accumulated land expiries and write-offs	(4,755)	(4,403)
Total net carrying amount	35,641	33,100

($000s)	Undeveloped Land
Balance at December 31, 2012	37,503
Additions	1,860
Property acquisitions	1,435
Disposal	(100)
Transfers to property, plant and equipment	(302)
Balance at March 31, 2013	40,396

Land expiries and write-offs ($000s)	Total
Balance at December 31, 2012	4,403
Land expiries and write-offs	352
Balance at March 31, 2013	4,755

E&E assets consist of the Company's exploration projects which are pending the determination of proven or probable reserves. Additions represent the Company's share of costs acquired or incurred on E&E assets during the period.

9. ASSETS HELD FOR SALE

The Company has committed to selling a portion of its non-core assets and has initiated an active marketing program to complete the sale. The designated assets classified as held for sale represent the lower of its carrying amount and the fair value less costs to sell of these assets. The associated liabilities relating to asset retirement obligation of $2.5 million have been reclassified to current liabilities.

10. CREDIT FACILITIES

As at March 31, 2013, the Company had a $450 million 364-day revolving credit facility with a syndicate of Canadian banks. The facility is available on a revolving basis for a period until May 30, 2013 and then for a further year under the term out provisions. Such initial term out date may be extended for further 364-day periods at the request of the Company, subject to approval by the banks. The credit facility provides that advances may be made by way of direct advances, banker's acceptances or letters of credit/guarantees. Direct advances bear interest at the bank's prime lending rate plus an applicable margin for Canadian dollar advances. The applicable margin charged by the bank is dependent upon the Company's net debt to annualized most recent quarter's funds from operations ratio. The banker's acceptances bear interest at the applicable banker's acceptance rate plus an explicit stamping fee based upon the Company's net debt to annualized most recent quarter's funds from operations ratio. The credit facilities are secured by a fixed and floating charge debenture on the assets of the Company. As of March 31, 2013, the Company was compliant with all covenants provided for in the lending agreement.

11. DECOMMISSIONING LIABILITY

($000s)	
Balance, December 31, 2012	54,513
Liabilities incurred	1,770
Liabilities acquired	217
Liabilities settled	(66)
Transfer to assets held for sale	(4)
Revision in estimates	(398)
Accretion expense	332
Balance, March 31, 2013	56,364

The Company's decommissioning liability results from its ownership interest in oil and natural gas assets including well sites and gathering systems. The total decommissioning liability is estimated based on the Company's net ownership interest in all wells and facilities, estimated costs to reclaim and abandon these wells and facilities and the estimated timing of the costs to be incurred in future years. Revision in estimates is mainly attributed to the change in discount rate used in the accounting for the decommissioning liabilities in the purchase price allocation. The key assumptions, on which the carrying amount of the decommissioning liability is based, include a risk-free rate of 2.3 percent and inflation rate of 2.0 percent. The total undiscounted amount of the estimated cash flows required to settle the obligations was $75.0 million (2012 – $40.0 million). The expected timing of payment of the cash flows required for settling the obligations extends up to 43 years.

12. SHARE CAPITAL

a) Authorized

Unlimited number of common shares without nominal or par value.

b) Issued and outstanding

(000s)	Shares	$
Balance, December 31, 2012	127,900	827,588
Issued on exercise of options/warrants	2,596	15,162
Shares cancelled[1]	(36)	(253)
Contributed surplus adjustment on exercise of options/warrants	-	2,741
Balance, March 31, 2013	130,460	845,238

c) Option-based awards

Under the Stock Option Plan, the Board of Directors may grant to any director, officer, employee or consultant, options to acquire common shares of the Company. Stock options granted under the stock option plan have a term of four years to expiry. Vesting is determined by the Company's Board of Directors. Currently, all of the options granted vest equally over a three year period commencing on the first anniversary date of the grant. Each stock option granted permits the holder to purchase one common share of the Company at the stated exercise price.

(000s except per share amounts)	Number of Options	Weighted Average Exercise Price ($)
Balance, December 31, 2012	5,150	5.76
Exercised	(1,224)	3.10
Balance, March 31, 2013	3,926	6.61

Exercise Price ($)	Number Outstanding	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise price ($/share)	Number Exercisable	Weighted Average Exercise Price ($/share)
2.00-3.49	216	1.0	2.85	76	2.57
3.50-5.99	699	2.3	5.46	85	5.30
6.00-10.00	3,011	2.8	7.14	277	7.92
2.00 – 10.00	3,926	2.6	6.61	438	6.49

d) Warrants

The outstanding performance warrants were granted to certain employees in conjunction with the reverse take-over of Spitfire in June 2010. A total of 1.6 million performance warrants were issued, entitling the holders thereof to purchase one common share at a price of $2.50 for a period of 5 years following the date of issuance. All performance warrants met their vesting requirements in 2010. Pursuant to the performance warrant agreement, each warrant shall be subject to adjustment if the Company issues dividends to common shareholders. In the first quarter of 2013, the Company declared $0.15 cash dividends and the exercise price of the performance warrant has been adjusted to $2.46 to reflect the dividends declared.

(000s except per share amounts)	Number of Warrants	Weighted Average Exercise Price ($)
Balance, December 31, 2012	2,930	5.24
Exercised[(2)]	(1,361)	8.33
Expired[(2)]	(18)	8.33
Balance, March 31, 2013	1,551	2.46

Exercise Price ($)	Number Outstanding	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price ($/share)	Number Exercisable	Weighted Average Exercise Price ($/share)
2.46	1,551	2.2	2.46	1,551	2.46

e) Contributed Surplus

($000s)	
Balance, December 31, 2012	15,004
Stock-based compensation	1,224
Option exercises	(1,551)
Warrant exercises[(2)]	(1,190)
Shares cancelled[(1)]	1,070
Balance, March 31, 2013	14,557

Notes:

(1) The arrangement agreement of Spry Energy Ltd. ("Spry") and Golden Eagle Energy Inc. in 2007 included a "sunset clause" which provided that untendered shares and cash positions would be surrendered to the Company after four years from the closing date of the transaction. On January 29, 2013, 36,296 common shares of the Company previously held in trust for untendered shareholders were cancelled and $0.8 million of cash was returned to Whitecap. The cancellation of the 36,296 common shares was recorded as a reduction of capital stock and an increase in contributed surplus. The amount represents the cash portion which was returned and cancelled shares valued as of the transaction close with Spry on April 20, 2011.

(2) In connection with the acquisition of Midway, Whitecap entered into a supplemental warrant indenture whereby it assumed the obligations of Midway in respect of 3.0 million outstanding share purchase warrants that were issued in connection with a private placement completed in February 2012. As a result, each previously outstanding warrant to acquire a class A common share of Midway entitled the holder thereof to acquire 0.4802 of a Whitecap common share at a price of $4.00 per 0.4802 of a common share ($8.33 per whole Whitecap common share). In the first quarter of 2013, 2.8 million purchase warrants were exercised resulting in 1.4 million Whitecap common shares. The remaining purchase warrants expired on February 15, 2013.

13. PER SHARE RESULTS

	Three months ended March 31,	
(000s except per share amounts)	2013	2012
Per share income		
Basic	0.04	0.10
Diluted	0.04	0.09
Weighted average shares outstanding		
Basic	129,701	78,971
Diluted	131,695	81,693

14. SUPPLEMENTAL CASH FLOW INFORMATION

Changes in non-cash working capital, excluding bank debt:

	March 31, 2013	2012
Accounts receivable	(5,269)	13,015
Prepaid and deposits	(443)	(49)
Accounts payable and accrued liabilities	(3,279)	(1,271)
Change in non-cash working capital	8,991	11,695
Related to:		
Operating activities	(4,747)	2,679
Financing activities	6,523	-
Investing activities	(10,767)	9,016

15. COMMITMENTS

The Company is committed to future payments under the following agreements:

($000s)	2013	2014	2015	2016+	Total
Operating lease - office building	1,354	1,806	1,494	1,563	6,217

16. RELATED PARTY TRANSACTIONS

In October 2012, the Company advanced $1.0 million as loans to certain officers and employees, excluding the Chief Executive Officer, to finance the purchase of Whitecap common shares through the facilities of the Toronto Stock Exchange. The loans are non-interest bearing. 50% of the amount of each loan is repayable on April 1, 2014 and the balance is repayable on October 1, 2014. If the employee's employment is terminated for any reason, the full amount of the loan is due and payable within 30 days. Each loan is secured by the common shares acquired with the loan proceeds and Whitecap has full recourse to the other assets of the employee for the amount outstanding.

17. SUBSEQUENT EVENTS

Acquisition of Dodsland Viking light oil property

On April 29, 2013, the Company entered into an agreement to purchase an existing Viking light oil waterflood asset in the Dodsland area of west central Saskatchewan for total consideration of $110.0 million, before closing adjustments. On the same date, the Company entered into an agreement for a $90.0 million financing pursuant to which the underwriters have agreed to purchase for resale to the public, on a bought deal basis, 9,279,000 common shares of Whitecap at a price of $9.70 per common share for gross proceeds of approximately $90.0 million. The Company has also granted the underwriters an over-allotment option, exercisable at the option of the underwriters, on, or for a period of up to 30 days following, the closing date of the offering, to purchase up to an additional 1,114,000 common shares at a price of $9.70 per common share, for further gross proceeds of $10.8 million, which would increase the total gross proceeds of the bought deal financing to $100.8 million, if fully exercised. In conjunction with the bought deal common share financing, the Company has also agreed to issue 1,875,000 common shares on a CDE flow through basis at a price of $10.67 per flow-through common share on a non-brokered, private placement basis for additional gross proceeds of approximately $20.0 million. The gross proceeds from the bought deal financing will be used to partially fund the purchase price of the property acquisition. The remaining funds required to finance the purchase price of the acquisition will be drawn from Whitecap's credit facility. The proceeds from the flow through common share financing will be used to incur eligible Canadian development expenditures that will be renounced to subscribers effective on or before December 31, 2013. Both financings are expected to close on or about May 16, 2013.

Acquisition of Invicta Energy Corp. (“Invicta”)

On April 30, 2013, the Company completed the acquisition of Invicta for consideration of $0.2 million in cash, the issuance of an aggregate of 4.8 million common shares of Whitecap and the assumption of Invicta’s net debt.