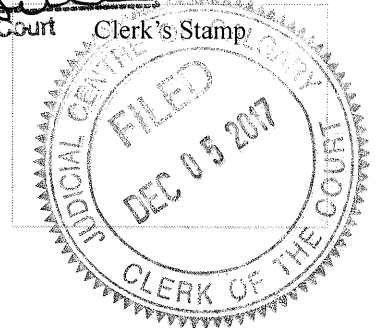


I hereby certify this to be a true copy of
the original Order
Dated this 5 day of Dec 2017
Karen Quinn
for Clerk of the Court Clerk's Stamp



COURT FILE NUMBER 1701-03460
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary
APPLICANT ALBERTA ENERGY REGULATOR
RESPONDENT LEXIN RESOURCES LTD., 1051393 B.C. LTD., 0989 RESOURCE PARTNERSHIP, LR PROCESSING LTD. and LR PROCESSING PARTNERSHIP
DOCUMENT ORDER: INCREASE RECEIVER'S BORROWINGS CHARGE & APPROVAL OF ACTIVITIES

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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File No. 547730/000021

DATE ON WHICH ORDER WAS PRONOUNCED: December 4, 2017

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice B.E. Romaine

UPON the Application of Grant Thornton Limited in its capacity as the court-appointed receiver (the "Receiver") of Lexin Resources Ltd. ("Lexin"), 1051393 B.C. Ltd. ("105"), 0989 Resource Partnership ("0989"), LR Processing Ltd. ("LR Ltd.") and LR Processing Partnership ("LR Processing" and collectively with Lexin, 105, 0989 and LR Ltd. the "Lexin Group"); AND UPON having read the Sixth Report of the Receiver, dated November 27, 2017 (the "Sixth Report"), the Supplement to the Receiver's Sixth Report, dated December 1, 2017 (the "Supplemental Sixth Report"), the Confidential Supplement to the Receiver's Supplemental Sixth Report, dated December 1, 2017 (the "Confidential Supplement"),

the Second Confidential Supplement to the Receiver's Supplemental Sixth Report, dated December 4, 2017 (the "**Second Confidential Supplement**"), the Affidavit of Service of Stella Kim, filed, and the pleadings and Receiver's reports previously filed herein, including the Fifth Report of the Receiver dated October 12, 2017 (the "**Fifth Report**" and together with the Sixth Report, the Supplemental Sixth Report, the Confidential Supplement and the Second Confidential Supplement the "**Receiver's Reports**"), the receivership order granted on March 20, 2017 (the "**Lexin Receivership Order**") and the consent receivership order granted on June 13, 2017 (the "**Expanded Receivership Order**"); AND UPON having heard submissions from counsel for the Receiver, and any other counsel in attendance at this Application,

IT IS HEREBY ORDERED AND DECLARED THAT:

Service

1. The time for service of this Application together with all supporting materials is hereby declared to be good and sufficient and no other person is required to have been served with such documents, and this hearing is properly returnable before this Honourable Court today and further service thereof is dispensed with.

Borrowings Charge

2. The Receiver's Borrowings Charge provided by paragraph 24 of the Expanded Receivership Order, as amended by the Order of this Court granted July 14, 2017, is hereby increased from \$2,100,000 to \$2,600,000 and the Receiver shall be authorized to borrow, by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$2,600,000.

Approval of Activities & Fees

3. The Receiver's activities as set out in the Receiver's Reports, each filed herein are hereby ratified and approved.
4. The Receiver's accounts for fees and disbursements, as set out in the Sixth Report, are hereby approved and ratified without the necessity of a formal passing of its accounts.
5. The accounts of the Receiver's legal counsel, Borden Ladner Gervais LLP, for its legal fees and disbursements, as set out in the Sixth Report, are hereby approved and ratified without the necessity of a formal passing of its accounts.

"B. E. Romaine"

Justice of the Court of Queen's Bench of Alberta