



COURT FILE NUMBER 1701-03460
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF ALBERTA ENERGY REGULATOR
DEFENDANTS LEXIN RESOURCES LTD., 1051393 B.C. LTD., 0989
RESOURCE PARTNERSHIP, LR PROCESSING LTD., and LR
PROCESSING PARTNERSHIP

DOCUMENT **AMENDING ORDER**
(Sale by Receiver)

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT Cassels Brock & Blackwell LLP
Barristers & Solicitors
Suite 3810, Bankers Hall West
888 – 3rd Street SW
Calgary, Alberta T2P 5S5

I hereby certify this to be a true copy of
the original Order
dated this 10 day of July 20 19
P. Petron
for Clerk of the Court

Attention: Keith Templeton
Telephone: (403) 351-2925
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File No: 49153-1

DATE ON WHICH ORDER WAS PRONOUNCED: July 10, 2019
LOCATION WHERE ORDER WAS PRONOUNCED: CALGARY
NAME OF JUSTICE WHO MADE THIS ORDER: JUSTICE ROMAINE

WHEREAS on December 19, 2018, Grant Thornton Limited, in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of Lexin Resources Ltd., 1051393 B.C. Ltd., 0989 Resource Partnership, LR Processing Ltd. and LR Processing Partnership (collectively, the "**Debtor**"), obtained an Order (the "**Approval and Vesting Order**") approving the sale transaction (the "**Transaction**") contemplated by an agreement of purchase and sale (the "**Sale Agreement**") between the Receiver and Tamarack Acquisition Corp. (the "**Purchaser**") dated December 4, 2018; and appended to the Eleventh Report of the Receiver dated December 6, 2018, the vesting in the Purchaser (or its nominee) the Debtor's right, title and interest in and to the assets described in the Sale Agreement.,

AND WHEREAS the Approval and Vesting Order was filed on December 20, 2018;

AND WHEREAS Schedule "E" to the Approval and Vesting Order was inaccurate and incomplete;

AND WHEREAS an Amending Order, attaching an amended Schedule "E" to the Approval and Vesting Order was obtained and filed on February 7, 2019;

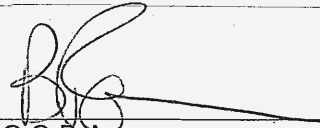
AND WHEREAS the Land Titles Office rejected the Document Registration Request to effect the transfers set forth in Schedule "E" to the Approval and Vesting Order, as amended, as a result of an error found therein;

AND WHEREAS Schedule "E" to the Approval and Vesting Order must be further corrected and amended;

AND UPON THE APPLICATION of the Purchaser, **AND UPON HEARING** the submissions of counsel for the Purchaser;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The Approval and Vesting Order, as amended, is hereby further amended by replacing Schedule "E" to the Approval and Vesting Order with the Schedule "E" attached hereto;
2. This Order shall be registered by the Registrar notwithstanding the requirements of section 191(1) of the *Land Titles Act*, RSA 2000, c.L-7 and notwithstanding that the appeal period in respect of this Order has not elapsed, which appeal period is expressly waived.


J.C.C.Q.B.A.

Schedule "E"

Permitted Encumbrances, Caveats, Easements and Restrictive Covenants

CAVEATS – EASEMENTS

To be transferred into the name of the Purchaser or its Nominee

COMPANY FILE NO.	LANDS	TITLE NO.	REGISTRATION NO.
Nil.			

SURFACE LEASE CAVEATS

To be transferred into the name of the Purchaser or its Nominee

LANDS	TITLE NO.	REGISTRATION NO.
8-2-W5M: NW 34	971 059 921	081 063 707
9-2-W5M: NE 16	811 220 940	061 145 944
9-3-W5M: NE 35	001 225 182	061 329 269
9-3-W5M: NE 26	181 232 032	101 277 134
9-3-W5M: NE 26	181 232 032	101 285 493
9-3-W5M: NW 25	181 232 031	101 314 589
9-3-W5M: NW 25	181 232 031	091 012 954

SURFACE RIGHTS BOARD ORDERS – EASEMENTS

To be transferred into the name of the Purchaser or its Nominee

COMPANY FILE NO.	REGISTRATION DATE	LEGAL DESCRIPTION	INSTRUMENT NO.
Nil.			

UTILITY-RIGHT-OF-WAYS - EASEMENTS

To be transferred into the name of the Purchaser or its Nominee

LANDS	TITLE NO.	INSTRUMENT NO.
8-2-W5M: NE 34	891 082 098	061 051 237
8-2-W5M: NW 34	971 059 921	061 039 408
8-2-W5M: NE 33	081 369 530	061 039 871
8-2-W5M: NW 33	101 224 136	061 107 930
8-2-W5M: NE 32	881 080 002	061 107 930
8-2-W5M: NW 21	821 167 659 A	061 039 868
9-2-W5M: SW 33	1511189	061 039 409
9-2-W5M: NW 30	021 353 788	081 459 711
9-2-W5M: NW 29	021 054 908	091 011 753
9-2-W5M: SW 29	021 054 908	091 011 753
9-2-W5M: SW 28	881 097 210	051 006 936
9-2-W5M: NW 28	181 236 556	061 039 870
9-2-W5M: NW 20	091 384 418	081 455 670
9-2-W5M: NE 20	131 072 174	091 011 743
9-2-W5M: SE 20	061 271 963	081 455 692
9-2-W5M: NE 16	811 220 940	061 039 409
9-2-W5M: NE 16	811 220 940	081 455 697
9-2-W5M: NW 15	811 220 939	061 039 409
9-2-W5M: NE 15	811 220 938	061 039 409
9-2-W5M: NE 10	151 058 502+2	061 039 869
9-2-W5M: SE 10	151 058 502	061 039 869
9-2-W5M: E 3	741 064 771	061 039 408
9-3-W5M: SW 35	991 311 711	081 459 691
9-3-W5M: NW 26	991 311 713	081 459 700

9-3-W5M: NE 26	181 232 032	081 459 687
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