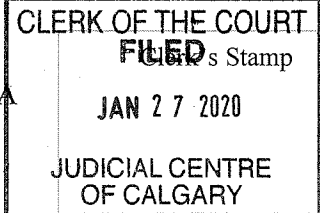


COURT FILE NUMBER 1701-03460
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary
APPLICANT ALBERTA ENERGY REGULATOR
RESPONDENT LEXIN RESOURCES LTD., 1051393 B.C.
LTD., 0989 RESOURCE PARTNERSHIP, LR
PROCESSING LTD. and LR PROCESSING
PARTNERSHIP
DOCUMENT APPLICATION BY RECEIVER



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

NOTICE TO RESPONDENTS: See Service List, Schedule "A" to this Application

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date February 4, 2020
Time ~~10:00 a.m.~~ 11:00am
Where Calgary Courts Centre, 601-5th Street SW, Calgary AB
Before Whom The Honourable G. Campbell

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. Capitalized terms not defined herein have the meaning ascribed to them in the Fourteenth Report of the Receiver dated June 28, 2019 (the “**Fourteenth Report**”) and the Supplement to the Fourteenth Report of the Receiver dated January 22, 2020 (the “**Supplemental Report**”).
2. Grant Thornton Limited, in its capacity as the court-appointed receiver (“**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**”), applies to revive the previously adjourned application to approve and authorize the sale of Lexin’s interest in certain oil and gas assets located in the Crossfield area to HESC Energy Corporation (“**HESC**”) and vesting such property to HESC pursuant to the order substantially in the form attached hereto as **Schedule “B”**; and
3. Such further and other relief as this Honourable Court may deem just in the circumstances.

Grounds for making this application:

4. The grounds for making this application are as set out in the Fourteenth Report and the Supplement to the Fourteenth Report. These grounds include, but are not limited to the following:

Background of Receivership Proceedings

- (a) On March 20, 2017, this Court granted the Alberta Energy Regulator’s (“**AER**”) application to petition Lexin into receivership (the “**Lexin Receivership Order**”). Subsequently, on June 13, 2017, this Court granted the Receiver’s application to petition 105, 0989, LR Ltd. and LR Processing into receivership pursuant to a consent receivership order (the “**Expanded Receivership Order**” and together with the Lexin Receivership Order the “**Receivership Orders**”). All capitalized terms used but not otherwise defined herein shall have the meaning given to them in the Receivership Orders.
- (b) The Receivership Orders appointed the Receiver over all of the Debtors’ Property, but provided that, while the Receiver may take possession and exercise control over the Property, the Receiver is not required to take possession or exercise physical control over any of the Debtors’ oil or gas wells, pipelines, facilities or sites regulated by the AER (the “**Sites**”).
- (c) The Sites for which the Debtors were the sole operator and owner are now under the care and custody of the Orphan Well Association; however, Sites operated by the Debtors (or any one of them) in which there are working interest participants (“**WIPs**”) have been placed under the care and custody of those WIPs.

- (d) While the Receiver cannot take physical possession of the Sites, the Receiver was authorized to conduct a sales and marketing process with respect to all of the Debtors' Property.

Sale Approval

- (e) On July 14, 2017, the Receiver obtained this Court's approval to engage in an extensive sales and solicitation process ("**Sales Process**") to market for sale all of the Lexin Group's assets. The Sales Process has been underway with the assistance of the Receiver's court-approved sales advisor, Sayer Energy Advisors. The Sales Process was extended in January 2019 to include certain additional assets, including but not limited to lands and mineral rights transferred back into the Lexin Group estate pursuant to a settlement agreement entered into with, *inter alia*, MFC Energy Finance Ltd. approved by the Court on November 27, 2018.
 - (f) The Receiver has negotiated a separate purchase and sale agreement for oil and gas assets located in the Crossfield area. The Crossfield area assets are subject to a PSA entered into with HESC, as amended. The application to approve the HESC sale was originally scheduled to be heard in July, 2019, however, the application was adjourned as HESC did not have the regulatory requirements to hold the Crossfield assets. The Receiver has now been advised by both HESC and the AER that HESC is eligible to hold the licenses associated with the Crossfield assets and as a result, it brings forward the previously adjourned sale approval application.
 - (g) As previously reported, the Receiver considers the HESC PSA, as amended, to be fair, reasonable and in the best interests of the Lexin Group's stakeholders.
5. Such further and other basis as Counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

- 6. The Fourteenth Report of the Receiver, dated June 28, 2019.
- 7. The Supplement to the Fourteenth Report of the Receiver dated January 22, 2020.
- 8. The pleadings and Receiver's Prior Reports previously filed in these proceedings.
- 9. Such further and other evidence as counsel may advise and this Honourable Court permit.

Applicable rules:

- 10. Alberta *Rules of Court*, AR 124/2010, and in particular, Rules 1.3, 3.75, 6.3, 6.4, 11.27, 11.29 and 13.5
- 11. *Bankruptcy and Insolvency General Rules*, and in particular Rules 3, 6 and 11.

12. Such further and other rules as counsel may advise and this Honourable Court permit.

Applicable Acts and regulations:

13. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended, and in particular Part XI thereof.
14. *Judicature Act*, RSA 2000, c J-2.

Any irregularity complained of or objection relied on:

15. None.

How the application is proposed to be heard or considered:

16. In person before the Honourable Justice G. Campbell, with some or all of the parties present.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

Schedule “A” Service List

COURT FILE NUMBER	1701-03460
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	Calgary
APPLICANT	ALBERTA ENERGY REGULATOR
RESPONDENT	LEXIN RESOURCES LTD.
DOCUMENT	SERVICE LIST
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Prospex Resources Ltd. (A120) c/o Paramount Resources Ltd. (04W4) 4700-888 3 Street SW Calgary AB T2P 5C5		Westhill Petroleum Ltd. (0EX2) 3300, 421 7 th Ave SW Calgary, AB T2P 4K9
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Schedule “B” Form of Order: HESC Sale Approval and Vesting Order

COURT FILE NUMBER	1701-03460
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	ALBERTA ENERGY REGULATOR
DEFENDANT	LEXIN RESOURCES LTD., 1051393 B.C. LTD., 0989 RESOURCE PARTNERSHIP, LR PROCESSING LTD., and LR PROCESSING PARTNERSHIP
DOCUMENT	SALE APPROVAL AND VESTING ORDER (Sale by Receiver to HESC Energy Corporation)
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Robyn Gurofsky Borden Ladner Gervais LLP 1900, 520 3 Avenue SW Calgary, AB T2P 0R3 Telephone: (403) 232-9774 Facsimile: (403) 266-1395 Email: rgurofsky@blg.com File No. 547730-000021

Clerk's Stamp

DATE ON WHICH ORDER WAS PRONOUNCED: February 4, 2020

LOCATION WHERE ORDER WAS PRONOUNCED: CALGARY, ALBERTA

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice G. Campbell

UPON THE APPLICATION by 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**”) for an order approving the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale (the “**Sale Agreement**”) between the Receiver and HESC ENERGY CORPORATION (the “**Purchaser**”) dated June 26, 2019, as amended, and vesting in the Purchaser (or its nominee) the Debtor’s right, title and interest in and to the assets described in the Sale Agreement (the “**Purchased Assets**”);

AND UPON HAVING READ the Receivership Order dated March 20, 2017 (the “**Receivership Order**”), the Fourteenth Report of the Receiver dated June 28, 2019, the Supplement to the Fourteenth

Report of the Receiver dated January 22, 2020 and the Affidavit of Service; **AND UPON HEARING** the submissions of counsel for the Receiver, the Purchaser and any other counsel or party appearing at the hearing of this Application;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this application and time for service of this application is abridged to that actually given.

APPROVAL OF TRANSACTIONS

2. The Transaction is hereby approved and execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for completion of the Transaction and conveyance of the Purchased Assets to the Purchaser (or its nominee), including but not limited to the authorization and empowerment to initiate the transfer of licenses subject to the Transaction on the Alberta Energy Regulator's ("**Energy Regulator**") Digital Data Submission system to the Purchaser (or its nominee).

VESTING OF PROPERTY

3. Subject only to approval by the Energy Regulator of transfer of any applicable licenses, permits and approvals pursuant to section 24 of the Oil and Gas Conservation Act (Alberta) and section 18 of the Pipeline Act (Alberta), upon delivery of a Receiver's certificate to the Purchaser (or its nominee) substantially in the form set out in **Schedule "A"** hereto (the "**Receiver's Closing Certificate**"), all of the Debtor's right, title and interest in and to the Purchased Assets listed in **Schedule "B"** hereto shall vest absolutely in the name of the Purchaser (or its nominee), free and clear of and from any and all caveats, security interests, hypothecs, pledges, mortgages, liens, trusts or deemed trusts, reservations of ownership, royalties, options, rights of pre-emption, privileges, interests, assignments, actions, judgements, executions, levies, taxes, writs of enforcement, charges, or other claims, whether contractual, statutory, financial, monetary or otherwise, whether

or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, “**Claims**”) including, without limiting the generality of the foregoing:

- (a) any encumbrances or charges created by the Receivership Order;
- (b) any charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Alberta) or any other personal property registry system;
- (c) any liens or claims of lien under the *Builders’ Lien Act* (Alberta); and
- (d) those Claims listed in **Schedule “C”** hereto (all of which are collectively referred to as the “**Encumbrances**”, which term shall not include the permitted encumbrances, caveats, interests, easements, and restrictive covenants listed in **Schedule “E”** (collectively, “**Permitted Encumbrances**”))

and for greater certainty, this Court orders that all Claims including Encumbrances other than Permitted Encumbrances, affecting or relating to the Purchased Assets are hereby expunged, discharged and terminated as against the Purchased Assets.

4. Upon delivery of the Receiver’s Closing Certificate, and upon filing of a certified copy of this Order, together with any applicable registration fees, all governmental authorities including those referred to below in this paragraph (collectively, “**Governmental Authorities**”) are hereby authorized, requested and directed to accept delivery of such Receiver’s Closing Certificate and certified copy of this Order as though they were originals and to register such transfers, interest authorizations, discharges and discharge statements of conveyance as may be required to convey

to the Purchaser or its nominee clear title to the Purchased Assets subject only to Permitted Encumbrances. Without limiting the foregoing:

(a) the Registrar of Land Titles ("**Land Titles Registrar**") for the lands defined below shall and is hereby authorized, requested and directed to forthwith:

- (i) cancel existing Certificates of Title listed pursuant to the Land Schedule, attached as **Schedule "D"** to this Order;
- (ii) issue a new Certificate of Title for the Lands in the name of the Purchaser (or its nominee), namely, HESC Energy Corporation;
- (iii) transfer to the New Certificate of Title the existing instruments listed in **Schedule "E"**, to this Order, and to issue and register against the New Certificate of Title such new caveats, utility rights of ways, easements or other instruments as are listed in **Schedule "E"**; and
- (iv) discharge and expunge the Encumbrances listed in **Schedule "C"** to this Order and discharge and expunge any Claims including Encumbrances (but excluding Permitted Encumbrances) which may be registered after the date of the Sale Agreement against the existing Certificate of Title to the Lands;

(b) Alberta Energy ("**Energy Ministry**") shall and is hereby authorized, requested and directed to forthwith:

- (i) cancel and discharge those Claims including builders' liens, security notices, assignments under section 426 (formerly section 177) of the Bank Act (Canada) and other Encumbrances (but excluding Permitted Encumbrances) registered (whether before or after the date of this Order) against the estate or interest of the

Debtor in and to any of the Purchased Assets located in the Province of Alberta;
and

- (ii) transfer all Crown leases listed in **Schedule “F”** to this Order standing in the name of the Debtor, to the Purchaser (or its nominee) free and clear of all Claims including Encumbrances but excluding Permitted Encumbrances;

(c) the Registrar of the Alberta Personal Property Registry (the “**PPR Registrar**”) shall and is hereby directed to forthwith cancel and discharge any registrations at the Alberta Personal Property Registry (whether made before or after the date of this Order) claiming security interests (other than Permitted Encumbrances) in the estate or interest of the Debtor in any of the Purchased Assets which are of a kind prescribed by applicable regulations as serial-number goods.

5. In order to effect the transfers and discharges described above, this Court directs each of the Governmental Authorities to take such steps as are necessary to give effect to the terms of this Order and the Sale Agreement. Presentment of this Order and the Receiver’s Closing Certificate shall be the sole and sufficient authority for the Governmental Authorities to make and register transfers of title or interest and cancel and discharge registrations against any of the Purchased Assets of any Claims including Encumbrances but excluding Permitted Encumbrances.
6. No authorization, approval or other action by and no notice to or filing with any governmental authority or regulatory body exercising jurisdiction over the Purchased Assets is required for the due execution, delivery and performance by the Receiver of the Sale Agreement, other than any required approval by the Energy Regulator referenced in paragraph 3 above.
7. Upon delivery of the Receiver’s Closing Certificate together with a certified copy of this Order, this Order shall be immediately registered by the Land Titles 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. The Land Titles Registrar is hereby directed to accept all Affidavits of Corporate Signing Authority submitted by the Receiver in its capacity as Receiver of the Debtor and not in its personal capacity.
8. For the purposes of determining the nature and priority of Claims, net proceeds from sale of the Purchased Assets (to be held in an interest bearing trust account by the Receiver) shall stand in the place and stead of the Purchased Assets from and after delivery of the Receiver’s Closing Certificate and all Claims including Encumbrances (but excluding Permitted Encumbrances) shall

not attach to, encumber or otherwise form a charge, security interest, lien, or other Claim against the Purchased Assets and may be asserted against the net proceeds from sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale. Unless otherwise ordered (whether before or after the date of this Order), the Receiver shall not make any distributions to creditors of net proceeds from sale of the Purchased Assets without further order of this Court, provided however the Receiver may apply any part of such net proceeds to repay any amounts the Receiver has borrowed for which it has issued a Receiver's Certificate pursuant to the Receivership Order.

9. Except as expressly provided for in the Sale Agreement or by section 5 of the Alberta Employment Standards Code, the Purchaser (or its nominee) shall not, by completion of the Transaction, have liability of any kind whatsoever in respect of any Claims against the Debtor.
10. Upon completion of the Transaction, the Debtor and all persons who claim by, through or under the Debtor in respect of the Purchased Assets, and all persons or entities having any Claims of any kind whatsoever in respect of the Purchased Assets, save and except for persons entitled to the benefit of the Permitted Encumbrances, shall stand absolutely and forever barred, estopped and foreclosed from and permanently enjoined from pursuing, asserting or claiming any and all right, title, estate, interest, royalty, rental, equity of redemption or other Claim whatsoever in respect of or to the Purchased Assets, and to the extent that any such persons or entities remain in the possession or control of any of the Purchased Assets, or any artifacts, certificates, instruments or

other indicia of title representing or evidencing any right, title, estate, or interest in and to the Purchased Assets, they shall forthwith deliver possession thereof to the Purchaser (or its nominee).

11. The Purchaser (or its nominee) shall be entitled to enter into and upon, hold and enjoy the Purchased Assets for its own use and benefit without any interference of or by the Debtor, or any person claiming by, through or against the Debtor.
12. Immediately upon closing of the Transaction, holders of Permitted Encumbrances shall have no claim whatsoever against the Receiver.
13. The Receiver is directed to file with the Court a copy of the Receiver's Closing Certificate forthwith after delivery thereof to the Purchaser (or its nominee).
14. Pursuant to clause 7(3)(c) of the Personal Information Protection and Electronic Documents Act (Canada) and section 20(e) of the Alberta Personal Information Protection Act, the Receiver is authorized and permitted to disclose and transfer to the Purchaser (or its nominee) all human resources and payroll information in the Debtor's records pertaining to the Debtor's past and current employees. The Purchaser (or its nominee) shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use (of such information) to which the Debtor was entitled.

MISCELLANEOUS MATTERS

15. Notwithstanding:
 - (a) the pendency of these proceedings and any declaration of insolvency made herein;
 - (b) the pendency of any applications for a bankruptcy order now or hereafter issued pursuant to the Bankruptcy and Insolvency Act, R.S.C. 1985, c.B-3, as amended (the "BIA"), in respect of the Debtor, and any bankruptcy order issued pursuant to any such applications;
 - (c) any assignment in bankruptcy made in respect of the Debtor; and
 - (d) the provisions of any federal or provincial statute:

the vesting of the Purchased Assets in the Purchaser (or its nominee) pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall

not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a transfer at undervalue, settlement, fraudulent preference, assignment, fraudulent conveyance, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

16. The Receiver, the Purchaser (or its nominee) and any other interested party, shall be at liberty to apply for further advice, assistance and direction as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing the Transaction.
17. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories or in any foreign jurisdiction, to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such order and to provide such assistance to the Receiver, as an officer of the Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.
18. Service of this Order shall be deemed good and sufficient by:
 - (a) Serving the same on:
 - (i) the persons listed on the service list created in these proceedings;
 - (ii) any other person served with notice of the application for this Order;
 - (iii) any other parties attending or represented at the application for this Order;
 - (iv) the Purchaser or the Purchaser's solicitors; and
 - (b) Posting a copy of this Order on the Receiver's website at: www.granthornton.ca/lexin

and service on any other person is hereby dispensed with.
19. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

Schedule "A"

Form of Receiver's Certificate

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

Clerk's Stamp

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Robyn Gurofsky Borden Ladner Gervais LLP 1900, 520 3 Avenue SW Calgary, AB T2P 0R3 Telephone: (403) 232-9774 Facsimile: (403) 266-1395 Email: rgurofsky@blg.com File No. 547730-000021
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RECITALS

- A. Pursuant to an Order of the Honourable Justice P. Jeffrey of the Court of Queen's Bench of Alberta, Judicial District of Calgary (the "Court") dated March 20, 2017, Grant Thornton Limited was appointed as the 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 (the "**Debtor**").
- B. Pursuant to an Order of the Court dated February 4, 2020, the Court approved the agreement of purchase and sale made as of June 26, 2019 (the "**Sale Agreement**"), as amended, between the Receiver and HESC ENERGY CORPORATION (the "**Purchaser**") and provided for the vesting in the Purchaser of the Debtor's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to

the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in Article 3 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

- C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser (or its nominee) has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in Article 3 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser (or its nominee); and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at **[Time]** on **[Date]**.

Grant Thornton Limited, in its capacity as 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, and not in its personal capacity.

Per;_____

—

Name:

Title:

Schedule "B"

Purchased Assets

1. **Lands, Petroleum and Natural Gas Rights, Title Documents, Royalties and Permitted Encumbrances**

INSERT PDF

2. Wells, Pipelines and Facilities

Wells

Location	Licence	Vendor Interest
00/04-10-023-28W4	0189985	100%
00/04-21-023-28W4	0179609	97.5%
00/07-21-023-28W4	0256890	97.2678%
00/10-21-023-28W4	0177460	97.5%
02/10-21-023-28W4	0203704	97.5%
00/12-21-023-28W4	0181274	97.5%
00/02-28-023-28W4	0214266	75%
00/07-33-023-28W4	0031415	100%
02/10-28-023-28W4	0327717	100%
00/05-34-023-28W4	0037686	100%

Pipelines

From	To	Licence (Line)
6-34-23-28-W4M	7-33-23-28-W4M	28351 (1)
7-33-23-28-W4M	4-10-23-28-W4M	24493 (2)
7-33-23-28-W4M	10-21-23-28-W4M	28709 (1)
11-28-23-28-W4M	10-21-23-28-W4M	46191
3-28-23-28-W4M	10-21-23-28-W4M	34879
10-21-23-28-W4M	6-29-22-28-W4M	34425 (1)

Facilities

Location	Type	Licence
7-33-23-28-W4M	Crude Oil Multi-Well Proration Battery	F3379
10-21-23-28-W4M	Gas Multi-well Effluent Battery, Gas Gathering System and Compressor Station	F3377
10-21-23-28-W4M	Oil Satellite, Crude Oil Multi- Well Group Battery and Gas Multi-well Group Battery	F3378

Schedule "C"

Encumbrances – Not Permitted

NIL

Schedule "D"

CERTIFICATES OF TITLE

LAND TITLE CERTIFICATE NUMBER	LAND TITLES DESCRIPTION	REGISTRATION NUMBER	REGISTRATION DATE	PARTICULARS
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Nil

Schedule "E"

Permitted Encumbrances, Caveats, Easements and Restrictive Covenants

UTILITY-RIGHT-OF-WAYS - EASEMENTS

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

COMPANY FILE NO.	LANDS	TITLE NO.	REGISTRATION NO.	REGISTRATION DATE
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SURFACE LEASE CAVEATS

To be transferred in to the name of the Purchaser or its Nominee

COMPANY FILE NO.	LANDS	TITLE NO.	REGISTRATION NO.	REGISTRATION DATE
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(Excluding the 33-23-28 W4M Surface Leases)

SURFACE RIGHTS BOARD ORDERS – EASEMENTS

NIL

CAVEATS – EASEMENTS

NIL

Schedule "F"

CROWN LEASES

Vendor File #	Title Document	Legal Description
M03042	Cr P&NG Lease 0478080008	23-28-W4M:Ptn. 14
M03042	Cr P&NG Lease 0478080008	23-28-W4M:Ptn. 14
M02940	Cr P&NG Lease 116502	23-28-W4M:28
M02940	Cr P&NG Lease 116502	23-28-W4M:28
M05652	Cr P&NG Lease 127056A	23-28-W4M:N&SE34
M05653	Cr P&NG Lease 127056B	23-28-W4M:SW34

FREEHOLD MINERAL LEASES

M03043 PrairieSky Lease dated August 29, 1978 23-28-W4M:Ptn. NE14

M03044 PrarieSky Lease dated August 29, 1978 23-28-W4M;Ptn. NW14