

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 PROCEDURAL ORDER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

Robyn Gurofsky/Jessica L. Cameron
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
Calgary, AB T2P 0R3
Telephone: (403) 232-9774/9715
Facsimile: (403) 266-1395
Email: rgurofsky@blg.com/jcameron@blg.com
File No. 547730/000021
Box 11



hereby certify this to be a true copy of
the original Weller
dated this 27 day of OCT 20 17
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: October 25, 2017

NAME OF JUSTICE WHO MADE THE ORDER: B.E. Romaine

LOCATION OF HEARING: Calgary, Alberta

UPON the application of Grant Thornton Limited, in its capacity as the court-appointed receiver (the "Receiver") of Lexin Resources Ltd., 1051393 B.C. Ltd., 0989 Resource Partnership, LR Processing Ltd. and LR Processing Partnership (collectively the "Debtors") for the advice and direction of this Court respecting, amongst other things, the validity of the secured loan (the "Finance Loan") asserted by MFC Energy Finance Inc. ("Finance"); AND UPON having read the Fifth Report of the Receiver, dated October 12, 2017, filed (the "Fifth Report"), the Confidential Supplement to the Receiver's Fifth Report, dated October 18, 2017 (the "Confidential Report"), the Affidavits of Service of Vanessa Vu and Kristal Bolton, respectively, each filed, and the pleadings and proceedings filed herein, including the Lexin Receivership Order granted on March 20, 2017 and the Expanded Receivership Order granted on June 13, 2017; AND UPON determining that it is in the best interests of the Debtors' stakeholders that a procedure be established by which Finance is required to prove the validity of the Finance Loan; AND UPON hearing from counsel for the Receiver, the Alberta Energy Regulator and counsel for any other interested parties appearing at the

hearing of this application:

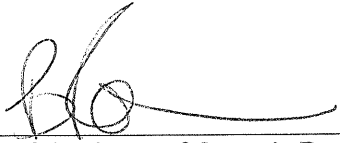
IT IS HEREBY ORDERED AND DECLARED THAT:

1. Finance shall provide any further information to substantiate the Finance Loan, in the form of affidavit evidence, and Finance shall file and serve such affidavit evidence on the Service List established in respect of these proceedings on or before November 10, 2017.
2. If either the Receiver or any other interested party requests that an affiant who swears an affidavit in accordance with paragraph 1 of this Order be produced for cross-examinations, Finance shall produce such affiant for cross-examinations by no later than November 17, 2017.
3. Responses to any undertakings given as a result of cross-examinations in accordance with paragraph 2 hereof shall be delivered by Finance to the Receiver and any other party who conducted cross-examinations on or before November 24, 2017.
4. The Receiver shall advise Finance whether the Receiver is approving or disallowing Finance's claim pursuant to the Finance Loan on or before November 29, 2017. The Receiver's determination shall be based solely upon the information contained in the Fifth Report and additional information provided in accordance with the terms of this Order.
5. In the event the Receiver advises Finance that its claim pursuant to the Finance Loan has been disallowed by the Receiver,
 - a) Finance shall file and serve its brief of law in support of the validity of its claim on or before December 4, 2017;
 - b) Any interested party, including the Receiver, who wishes to file a brief in response to the Finance Brief shall file and serve their respective briefs of law on or before December 7, 2017; and
 - c) An Application to resolve the issue of the validity of the Finance Loan shall be heard by the Honourable Madam Justice B.E.C. Romaine on December 11, 2017, commencing at 10:00 a.m. for a full day hearing.

Miscellaneous Matters

6. Service of this Order shall be deemed good and sufficient by serving the same on:

- a) the persons listed on the service list (attached as Schedule "A" to the Application); and
 - b) by posting a copy of this Order on the Receiver's website at: www.grantthornton.ca/lexin
7. No other persons are entitled to be served with a copy of this Order.
8. Service of this Order shall be deemed good and sufficient regardless of whether service is effected by PDF copy attached to email, facsimile, courier, personal deliver or ordinary mail.



Justice of the Court of Queen's Bench of Alberta