

May 11, 2017

VIA EMAIL: *Service List (Schedule "A")***BORDEN LADNER GERVAIS LLP****Attention: Robyn Gurofsky**

Centennial Place, East Tower

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Calgary, AB T2P 0R3

*Counsel for the Receiver,**Grant Thornton Limited***JENSEN SHAWA SOLOMON DUGUID****HAWKES LLP****Attention: Christa Nicholson**800, 304-8th Ave. SW

Calgary, AB T2P 1C2

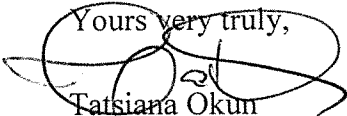
Counsel for the Alberta Energy Regulator

Dear Counsel:

**Re: In the matter of the Receivership of Lexin Resources Ltd.
 Court of Queen's Bench File No. 1701-03460**

Enclosed please find a copy of the Civil Notice of Appeal filed by Lexin Resources Ltd. in the above-referenced matter which is hereby served upon you pursuant to the *Alberta Rules of Court*.

Yours very truly,


Tatsiana Okun

TO/jr

Enclosure

COURT OF APPEAL OF ALBERTA

Form AP-1

[Rules 14.8 and 14.12]

COURT OF APPEAL FILE NUMBER: 1701-0137AC

Registrar's Stamp

TRIAL COURT FILE NUMBER: 1701-03460

REGISTRY OFFICE: CALGARY

PLAINTIFF/APPLICANT: ALBERTA ENERGY
REGULATOR

STATUS ON APPEAL: RESPONDENT

DEFENDANT/RESPONDENT: LEXIN RESOURCE LTD.

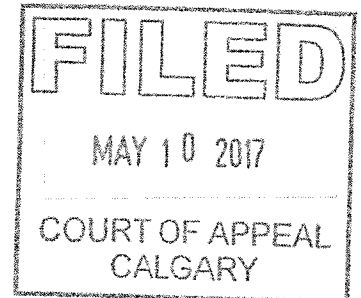
STATUS ON APPEAL: APPELLANT

DOCUMENT: CIVIL NOTICE OF APPEAL

APPELLANT'S ADDRESS FOR
SERVICE AND CONTACT
INFORMATION:

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WARNING

To the Respondent: If you do not respond to this appeal as provided for in the Alberta Rules of Court, the appeal will be decided in your absence and without your input.

1. Particulars of Judgment, Order or Decision Appealed From:

Date pronounced: May 8, 2017

Date entered:

Date served:

Official neutral citation of reasons for decision, if any:

(do not attach copy) N/A

2. Indicate where the matter originated:

☒ **Court of Queen's Bench of Alberta**

Judicial Centre: Calgary

Justice: The Honourable Justice P. R. Jeffrey

On appeal from a Queen's Bench Master or Provincial Court Judge:

Yes ☐ No ☒

Official neutral citation of reasons for decision, if any, of the Master or Provincial Court

Judge: (do not attach copy) N/A

3. Details of Permission to Appeal, if required (Rules 14.5 and 14.12(3)(a)).

☒ Permission not required, or ☐ Granted:

4. Portion being appealed (Rule 14.12(2)(c)):

Whole, or

☒ Only specific parts:

1) The decision granting an increase of the Receiver's borrowings charge from \$200,000 to \$1,200,000 with the condition that the Receiver cannot use any of the funds advanced by the Alberta Energy Regulator ("AER") to advance litigation against the AER; and

2) The decision granting the Receiver all of the powers of examination afforded to a trustee in bankruptcy pursuant to ss. 163-167 of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, amended and the process through which these extended examination powers may be exercised with respect to Michael Smith and other individuals identified at paragraph 90 of the

Receiver's Second Report, dated April 28, 2017 and any other person that may be affected by the extension of the Receiver's powers.

5. Provide a brief description of the issues:

Justice Jeffrey's decisions on the issues listed above in subsection 4 are incorrect in fact and law.

6. Provide a brief description of the relief claimed:

An order setting aside these portions of the Order.

7. Is this appeal required to be dealt with as a fast track appeal? (Rule 14.14)

Yes ☒ No

8. Does this appeal involve the custody, access, parenting or support of a child?

(Rule 14.14(2)(b))

Yes ☒ No

9. Will an application be made to expedite this appeal?

Yes ☒ No

10. Is Judicial Dispute Resolution with a view to settlement or crystallization of issues appropriate? (Rule 14.60)

Yes ☒ No

11. Could this matter be decided without oral argument? (Rule 14.32(2))

Yes ☒ No

12. Are there any restricted access orders or statutory provisions that affect the privacy of this file? (Rules 6.29, 14.12(2)(e), 14.83)

Yes ☒ No

13. List respondent(s) or counsel for the respondent(s), with contact information:

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14. Attachments (check as applicable)

Order or judgment under appeal if available (not reasons for decision) (Rule 14.12(3))

Earlier order of Master, etc. (Rule 14.18(1)(c))

Order granting permission to appeal (Rule 14.12(3)(a))

Copy of any restricted access order (Rule 14.12(2)(e))

If any document is not available, it should be appended to the factum, or included elsewhere in the appeal record.

APPENDIX "A"

COURT OF APPEAL FILE
NUMBER: 1701-0137AC

TRIAL COURT FILE NUMBER: 1701-03460

REGISTRY OFFICE: CALGARY

PLAINTIFF/APPLICANT: ALBERTA ENERGY
REGULATOR

STATUS ON APPEAL: RESPONDENT

DEFENDANT/RESPONDENT: LEXIN RESOURCE LTD.

STATUS ON APPEAL: APPELLANT

DOCUMENT: SERVICE LIST

APPELLANT'S ADDRESS FOR
SERVICE AND CONTACT
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Taqa North	Attention: Doreen Brown 2100-308 4 Avenue SW Calgary, AB T2P 0H7	Doreen.brown@taqa.ca
Marquinn Industries Ltd.	Attention: Harvey Martin 7115 Sparrow Drive Leduc, AB T9E 7L1	harveymartin@marquinn.com
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Vulcan County	Greg Plester c/o Brownlee LLP 396 11 Ave SW Calgary, AB T2R OC3	gplester@brownleelaw.com
Enerflex Ltd.	10121 Barlow Trail NE Calgary, AB T3J 3C6	sali@enerflex.com
Municipal District of Willow Creek No. 26	Attention: Joanne Hannah 26 Highway 520 W Claresholm, AB TOL 0T0	Finance@mdwillowcreek.com
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President Ember Resources Inc. (A1H9)	800-400 3 Avenue SW Calgary, AB T2P 4H2	tzorro@emberresources.com

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President Husky Oil Operations Limited (OR46)	707 8 Avenue SW Calgary, AB T2P 3G7 PO Box 6525 Stn. D	Husky.regulatory@huskyenergy.ca
Penner Interwest Petroleums Ltd.	Ms. Nancy Penner c/o Parlee McLaws LLP 3400-150 6 Avenue SW Calgary, AB T2P 3Y7	<u>npenner@parlee.com</u> Spoke with Nancy Penner of Interwest Pet. And she advised on April 28, 2017 that the wish not to receive any documents unless asked.
President Lochwest Resources Ltd. (OMG8)	700 9 th Avenue SW, Suite 1900 Calgary, AB T2P 4B3	
President Murphy Canada Exploration Company (OMY7)	555 4 Avenue SW, Suite 2100 Calgary, AB T2P 3E7	Gaye_marshall@murphyoilcorp.com
President New North Resources Ltd. (OCZ4)	320-700 4 Avenue SW Calgary, AB T2P 3J4	Pradeep@new-north.com
President Omers Energy Inc. (A08E)	3000-520 3 Avenue SW Calgary, AB T2P OR3	Jessica.gregorash@omersenergy.com
Mr. Paul Bothwell Pengrowth Energy Corporation (A5R5)	2100-222 3 Avenue SW Calgary, AB T2P OB4	Paul.bothwell@pengrowth.com

President Penn West Petroleum Ltd. (OBP8)		regulatory@pennwest.com
President ConocoPhillips Canada Resources Corp. Formerly Phillips Petroleum Canada Ltd. (0945)	1600-401 9 Avenue SW Calgary, AB T2P 2H7	Attention: Sally (Executive Assistant) Sally.rotlisberger@conocophillips.com
President Pine Cliff Energy Ltd. (A1GR)	850-1015 4 Street SW Calgary, AB T2R 1J4	tmcneill@pinecliffenergy.com hisidoro@pinecliffenergy.com
R.W. Berry Canada, Inc.	Pat Maguire c/o Bennett Jones LLP 840 7 Avenue SW, 1255 Calgary, AB T2P 3G2	
President Sanling Energy Ltd. (A7AZ)	1700-250 2 Street SW Calgary, AB T2P OC1	Kate.ramage@sanlingenergy.com Stuart.widmer@sanlingenergy.com
President Prospex Resources Ltd. (A120)	c/o Paramount Resources Ltd. (04W4) 4700-888 3 Street SW Calgary, AB T2P 5C5	
President Signalta Resources Limited (OR89)	700-840 6 Avenue SW Calgary, AB T2P 3E5 Angela.meister@signalta.com	Angela.meister@signalta.com
President Southern Pacific Energy Ltd. (A5A6)	Rick Osuna 550 6 Avenue SW, 430 Calgary, AB T2P 0S2	rick.f.osuna@ca.owc.com
President Stockwork Properties Ltd. (OEN3)	501-888 4 Avenue SW Calgary AB T2P OV2	dmdixon@telus.net
President Sutton Energy Ltd. (OM9E)	450-736 8 Avenue SW Calgary, AB T2P 1H4	B_gough@shaw.ca
Michael Bolianatz TAQA North Ltd. (A2TG)	2100-308 4 Avenue SW Calgary, AB T2P OH7	regulatoryaffairs@taqa.ca
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President Westhill Petroleum Ltd. (OEX2)	260-435 4 Avenue SW Calgary, AB T2P 3A8	
President Zargon Oil & Gas Ltd. (OMP9)	700-333 5 Avenue SW Calgary, AB T2P 3B6	rdoetzel@zargon.ca
President 6058931 Canada Inc.	1650-801 6, Avenue SW Calgary, AB T2P 3W2	6058931_operations@questerre.com
President Dauntless Energy Inc. (A6H3)	1410-606 4 Street SW Calgary, AB T2P 1T1	
President Freehold Royalty Trust	400-144 4 Avenue SW Calgary, AB T2P 3N4	reception@rife.com
President Bounty Developments Ltd. (OHP8)	1250-340 12 Avenue SW Calgary, AB T2R 1L5	Kelly@bountydev.com
President The Paddon Hughes Development Co. Ltd. (OD74)	940-1122 4 Street SW Calgary, AB T2R 1M1	waldyk@paddonhughes.com
President Bears paw Petroleum Ltd. (ONL1)	5309-333 96 Avenue NE Calgary, AB T3K OS3	gschermers@bears pawpet.com
President Canadian Freehold Consulting (1991) Ltd.	Ron Radies 47 Edgehill Crescent NW Calgary, AB T3A 2X5	cndfree@telusplanet.net
President Chessor Holdings Ltd.	460 30 Ave Avenue NW Calgary, AB T2M 2N4	Greg Chessor – on April 28, 2017, doesn't want to receive documents in this matter as they sold and wish to be removed, as he was just an investor (5%) in the well.
President Copper Creek Gold Corp.	710 750 West Pender Street Vancouver, BC V6C 2T7	Spoke with Stan Loh on April 28, 2017, he doesn't want to receive any documents pertaining to this matter.

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President Long Term Asset Management Inc. (A6JF)		925 Veterans Boulevard NW Airdrie, AB T4A 2G6 maugust@ltam.ca	
President Newbert Petroleum Engineering Ltd. (OZ8W)		840 6 Ave Sw 300 Calgary, AB T2P 3E5	
President Scotia Oils Limited (ODK9)		1164-7620 Elbow Drive SW, Calgary, AB T2V 1K2	
President Roseland Development Ltd. (OM21)		602 25 Avenue SW Calgary, AB T2S OL6	
President Westhill Resources Limited (OT49)		300 5 Richard Way SW Calgary, AB T3E 7M8 wrltd@telus.net	
President 264646 Alberta Ltd.		4943 50 Street, 4th Floor Red Deer AB T4N 1Y1	
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Counsel for Alberta Energy Regulator	c/o JSS Barristers & Solicitors 304 – 8 Avenue SW, Suite 800 Calgary, Alberta T2P 1C2 Attention: Christa Nicholson		
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