

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

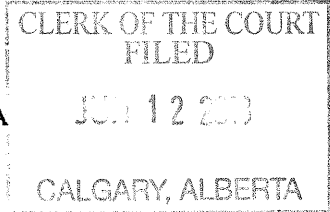
ADDRESS FOR SERVICE AND

CONTACT INFORMATION OF

PARTY FILING THIS

DOCUMENT

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File No. 547730/000021



RECITALS:

- A. Pursuant to an Order of the Honourable Justice P.R. Jeffrey of the Court of Queen's Bench of Alberta (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. ("**Lexin**").
- B. Pursuant to an Order of the Honourable Justice K.M. Eidsvik of the Court dated June 13, 2017, the Receiver was appointed receiver of the undertaking, property and assets of 1051393 B.C. Ltd., 0989 Resource Partnership, LR Processing Ltd. and LR Processing Partnership (collectively with Lexin, the "**Debtors**").
- C. Pursuant to an Order of the Honourable B.E. Romaine dated April 18, 2018, the Court approved the agreement of purchase and sale (the "**Sale Agreement**") made between the Receiver and Davilin Energy Corp. (the "**Purchaser**") and provided for the vesting in the Purchaser of the Debtors' right, title and interest in and to the Assets as defined in the Sale Agreement, which vesting is to be effective 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 Assets; and

- (ii) the Transaction contemplated pursuant to the Sale Agreement has been completed to the satisfaction of the Receiver, subject only to the post-closing obligations provided for in the Sale Agreement.

D. Unless otherwise indicated herein, capitalized terms not otherwise defined have the meaning attributed to them in the Sale Agreement.

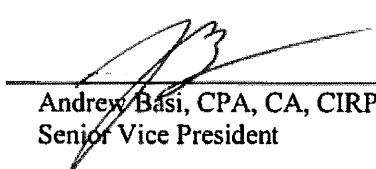
THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Assets, payable at Closing pursuant to the Sale Agreement;
2. Any conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and/or the Buyer where applicable; and
3. The Transaction contemplated by the Sale Agreement has been completed, subject to the post-closing obligations provided for therein.

This Certificate was delivered by the Receiver at Calgary, Alberta on May 10, 2018.

GRANT THORNTON LIMITED in its capacity as court appointed receiver of the assets, undertakings and properties of LEXIN RESOURCES LIMITED, 1051393 B.C. LTD., 0989 RESOURCE PARTNERSHIP, LR PROCESSING LTD. and LR PROCESSING PARTNERSHIP, and not in its personal or corporate capacity.

Per: _____


Andrew Basi, CPA, CA, CIRP, LIT
Senior Vice President