

COURT FILE NUMBER **1701-03460**

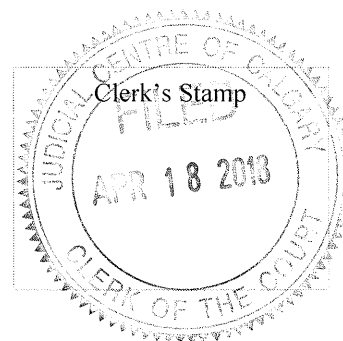
COURT COURT OF QUEEN'S BENCH OF
ALBERTA

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 **ORDER**



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

I hereby certify this to be a true copy of
the original order
Dated this 18 day of April 2018

for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: April 18, 2018

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice B.E. Romaine

UPON the Application of Grant Thornton Limited in its capacity as the court-appointed receiver (the “**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**”); **AND UPON** having read the Seventh Report of the Receiver, dated April 9, 2018 (the “**Seventh Report**”) and the Confidential Appendix to the Seventh Report (the “**Confidential Appendix**”) and the Affidavit of Service of Stella Kim, filed, and the pleadings and Receiver’s reports previously filed herein, including the receivership order granted on March 20, 2017 (the “**Lexin Receivership Order**”) and the consent receivership order granted on June 13, 2017 (the “**Expanded Receivership Order**”, sometimes referenced herein with the Lexin Receivership Order as

the “**Receivership Orders**”); **AND UPON** having heard submissions from counsel for the Receiver, and any other counsel in attendance at this Application,

IT IS HEREBY ORDERED AND DECLARED THAT:

Service

1. The time for service of this Application together with all supporting materials is hereby declared to be good and sufficient and no other person is required to have been served with such documents, and this hearing is properly returnable before this Honourable Court today and further service thereof is dispensed with.

Authorization to Initiate DDS Transfer

2. Notwithstanding that the Receiver is not in possession or physical control of the licensed oil and gas properties, the Receiver is hereby authorized and empowered to take all such steps as may be necessary to initiate the transfer of well licenses W0407159 and W0364935, and pipeline license segment P000047239 Segment 7 on the Alberta Energy Regulator’s Digital Data Submission system to Tamarack Acquisition Corp.

Increase to Aggregate Sales without Court Approval

3. Paragraphs 3(j)(i) of the Lexin Receivership Order and 5(j)(i) of the Expanded Receivership Order are hereby amended to increase the aggregate consideration threshold for all transactions authorized without Court approval, from \$150,000 to \$300,000.

Amendment to Receivership Orders

4. The Receivership Orders are hereby amended, *nunc pro tunc*, to empower and authorize the Receiver to disclaim, resiliate, abandon or renounce the Lexin Group’s interest in any contract or other Property. For greater clarity, there shall be added to the Lexin Receivership Order, paragraph 3(s) and to the Expanded Receivership Order, paragraph 5(s) the following: “to disclaim, resiliate, abandon or renounce the Debtors interest in and to any contract or other Property”.
5. Nothing in this Order affects the claims of EPCOR Utilities Inc., EPCOR Energy Alberta Limited Partnership and EPCOR Energy Alberta GP Inc. (together with all of their respective affiliates, collectively referred to as “**EPCOR**”) for payment of such post-receivership amounts to which it may be entitled, which issues are adjourned to a future date to be determined. Further this Order

is without prejudice to the ability of the Receiver or EPCOR to lead evidence or make submissions to this Honourable Court in respect of the foregoing, and all of the rights of the Receiver and EPCOR in respect of the foregoing are expressly preserved.

Partial Discharge

6. The Receiver is partially discharged from any and all obligations derived from the Receivership Orders or otherwise in respect of the licenses set out in Appendix 7 of the Seventh Report (the “**Licenses**”).
7. The Receiver shall not be liable for any act or omission on its part in respect of the Licenses, including without limitation, any act or omission pertaining to the discharge of its duties in respect of the Licenses in the within proceedings, save and except for any liability arising out of any gross negligence or wilful misconduct on its part, or with leave of the Court. Subject to the foregoing, any claims against the Receiver in respect of the Licenses, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission of the Receiver in any way relating to or arising out of or in respect of the performance of its duties regarding the Licenses, are hereby stayed, released, extinguished and forever barred.
8. No action or other proceeding shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver of the Licenses, except with prior leave of this Court on notice to the Receiver and upon such terms and this Court may direct.
9. Nothing in this order shall derogate from the terms or protections ordered with respect to the Receiver in the Receivership Orders, including but not limited to the fact that the Receiver is neither in possession or physical control of the Licenses.

Approval of Activities & Fees

10. The Receiver’s activities as set out in the Seventh Report are hereby approved.
11. The Receiver’s accounts for fees and disbursements, as set out in the Seventh Report, are hereby approved without the necessity of a formal passing of its accounts.

12. The accounts of the Receiver's legal counsel, Borden Ladner Gervais LLP, for its legal fees and disbursements, as set out in the Seventh Report, are hereby approved without the necessity of a formal passing of its accounts.

" Justice Romaine "

Justice of the Court of Queen's Bench of Alberta