

COURT FILE NUMBER 1701-03460

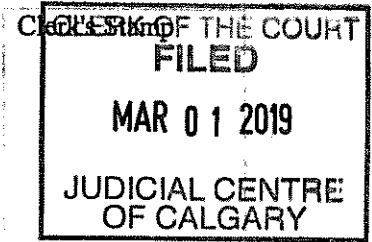
COURT COURT OF QUEEN'S BENCH OF ALBERTA

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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RECITALS

- A. Pursuant to an Order of the Honourable Justice P.R. 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, *inter alia*, Lexin Resources Ltd. and 0989 Resource Partnership (the "Debtor").
- B. Pursuant to an Order of the Court dated November 27, 2018 (the "Sale Approval Order"), the Court approved the agreement of purchase and sale made as of November 16, 2018 (the "Sale Agreement") between the Receiver and Long Term Asset Management Ltd. (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

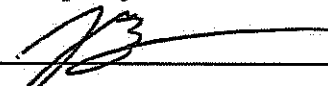
Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in Article 3 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

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);
3. The conditions set out in paragraph 3 of the Sale Approval Order have been satisfied or waived by the Receiver, the Purchaser (or its nominee) and Midstream Canada Ltd.; and
4. The Transaction has been completed to the satisfaction of the Receiver.
5. This Certificate was delivered by the Receiver at 2PM on February 27, 2019.

Grant Thornton Limited, in its capacity as Receiver of the undertaking, property and assets of Lexin Resources Ltd. and 0989 Resource Partnership, and not in its personal capacity.

Per; 

Name: Andrew Basi

Title: Senior Vice-President