

AMENDING AND RATIFICATION AGREEMENT

THIS AGREEMENT dated this 23th day of June, 2020.

BETWEEN:

GRANT THORNTON LIMITED, solely in its capacity as the court-appointed receiver and manager of the assets, undertaking and property of each of **LEXIN RESOURCES LTD., 1051393 B.C. LTD., 0989 RESOURCE PARTNERSHIP, LR PROCESSING LTD. AND LR PROCESSING PARTNERSHIP**, and not in its personal capacity

(hereinafter referred to as “**Vendor**”)

-and-

HESC ENERGY CORPORATION, a corporation incorporated under the laws of the Province of Alberta

(hereinafter referred to as “**Purchaser**”)

WITNESSETH THAT:

WHEREAS Vendor and Purchaser are parties to that certain Asset Purchase Agreement made as of June 26, 2019 (as amended by the Amending and Ratification Agreements dated July 22, 2019 and January 15, 2020, hereinafter called the “**APA**”).

NOW THEREFORE in consideration of the premises and the mutual covenants herein contained, the parties hereto agrees as follows:

1. The following wells are removed from Schedule “B” of the APA as permitted under Clause 2.1 (b) of the APA:

00/04-21-023-28W4	License # 0179609
00/07-21-023-28W4	License # 0256890
02/10-21-023-28W4	License #0203704

2. The following two Riser Site surface leases, which were unintentionally omitted from the resulting Schedule “E” to the Sale Approval and Vesting Order granted on February 4, 2020, are added to the APA;
 - i) Surface Lease dated June 20, 2000
23—28-W4M: SE4
Gary Sutherland
Caveat 001 189 839
File MP0490

ii) Surface Lease dated June 1, 2000
23—28-W4M: SE16
1288943 Alberta Ltd.
Caveat 001 189 838
File MP0490

3. Except as otherwise amended herein, the APA is in all respects ratified and confirmed and all terms, provisions and covenants thereof shall remain in full force and effect.
4. This Amending and Ratification Agreement shall be supplementary to the APA and shall be read and construed with the APA as if this Amending and Ratification Agreement and the APA constituted an agreement.
5. The effective date of the Amending and Ratification Agreement shall be June 15, 2020.
6. This Amending and Ratification Agreement shall be binding upon and enure to the benefit of the parties hereto and their respective successors and assigns.
7. This Amending and Ratification Agreement shall be construed in accordance with the laws of the Province of Alberta and parties thereto do hereby irrevocably attorn to the jurisdiction of the Courts of Alberta.
8. This Amending and Ratification Agreement may be executed and delivered in counterpart and transmitted by facsimile or other electronic means and all such executed counterparts, including electronically transmitted copies of such counterparts, shall together constitute one and the same agreement.

IN WITNESS WHEREOF the parties hereto have executed the Amending and Ratification Agreement on the day and year first written above.

GRANT THORNTON LIMITED, solely in its capacity as receiver and manager of the assets, undertaking and property of **LEXIN RESOURCES LTD., 1051393 B.C.LTD., 0989 RESOURCE PARTNERSHIP, LR PROCESSING LTD. AND LR PROCESSING PARTNERSHIP**, and not in its personal capacity

Per: 
Name: **Andrew Basi**
Title: **Senior Vice-President**

HESC ENERGY CORPORATION


Per: _____
Name: **Graham Kwan**
Title: **President**