

COURT FILE NUMBER 1701-03460

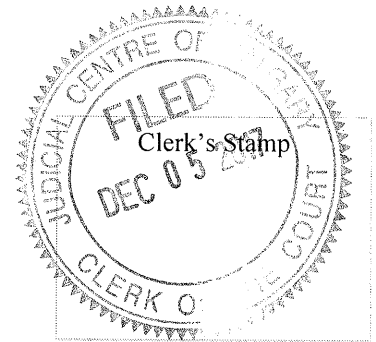
COURT COURT OF QUEEN'S BENCH OF ALBERTA

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 SEALING ORDER



I hereby certify this to be a true copy of
the original order
Dated this 5 day of Dec 2017
Karen Shun
for Clerk of the Court

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT Robyn Gurofsky/Jessica L. Cameron
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
Calgary, AB T2P 0R3
Telephone: (403) 232-9774/9715
Facsimile: (403) 266-1395
Email:
rgurofsky@blg.com/jcameron@blg.com
File No. 547730/000021

DATE ON WHICH ORDER WAS PRONOUNCED: December 4, 2017

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 Sixth Report of the Receiver, dated November 27, 2017 (the "Sixth Report"), the Supplement to the Receiver's Sixth Report, dated December 1, 2017 (the "Supplemental Sixth Report"), the Confidential Supplement to the Receiver's Supplemental Sixth Report, dated December 1, 2017 (the "Confidential Supplement"), the Second Confidential Supplement to the Receiver's Supplemental Sixth Report, dated December 4, 2017 (the "Second Confidential Supplement"), the Affidavit of Service of Stella Kim, filed, and the pleadings

and Receiver's reports previously filed herein, including the Fifth Report of the Receiver dated October 12, 2017 (the "**Fifth Report**") and together with the Sixth Report, the Supplemental Sixth Report, the Confidential Supplement and the Second Confidential Supplement the "**Receiver's Reports**"), 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**"); 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.

Sealing Order

2. Confidential Appendices 8 and 9 to the Sixth Report, the Confidential Supplement and the Second Confidential Supplement, together with any and all appendices and attachments thereto (collectively the "**Confidential Material**") shall all respectively be sealed on the Court file, kept confidential and not form part of the public record. The Clerk of the Court shall file the Confidential Material in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states that:

THIS ENVELOPE CONTAINS THE CONFIDENTIAL APPENDICES TO THE RECEIVER'S SIXTH REPORT, DATED NOVEMBER 27, 2017, THE CONFIDENTIAL SUPPLEMENT TO THE RECEIVER'S SUPPLEMENTAL SIXTH REPORT, DATED DECEMBER 1, 2017, AND THE SECOND CONFIDENTIAL SUPPLEMENT TO THE RECEIVER'S SUPPLEMENTAL SIXTH REPORT, DATED DECEMBER 4, 2017, EACH FILED IN COURT FILE NO. 1701-03460, WHICH SHALL BE SEALED FOR A PERIOD OF THREE (3) MONTHS FOLLOWING THE CLOSING OF THE SALE OF THE CARBON CREDITS (AS DEFINED IN THE SIXTH REPORT), PURSUANT TO AN ORDER ISSUED BY THE HONOURABLE JUSTICE B.E. ROMAINE ON DECEMBER 4, 2017, AND IS NOT TO BE PLACED ON THE PUBLIC RECORD OR MADE PUBLICLY ACCESSIBLE.

3. The Receiver is empowered and authorized, but not directed, to provide the Confidential Material (or any portion thereof, or information contained therein) to any interested party, entity or person that the Receiver considers reasonable in the circumstances, subject to confidentiality arrangements satisfactory to the Receiver.
4. Leave is hereby granted to any person or party affected by this Order to apply to this Honourable Court for a further order modifying or varying the terms of this Order, with such Application to be brought on no less than 7 days' notice to the Receiver and any other affected party pursuant to the Alberta Rules of Court.

"B.E. Romaine"

Justice of the Court of Queen's Bench of Alberta