

COURT FILE NUMBER 1701-03460

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF

DEFENDANT

ALBERTA ENERGY REGULATOR

LEXIN RESOURCES LTD., 1051393 B.C. LTD.,
0989 RESOURCE PARTNERSHIP, LR
PROCESSING LTD., and LR PROCESSING
PARTNERSHIP

DOCUMENT

SALE APPROVAL AND VESTING ORDER
(Sale by Receiver to HESC Energy Corporation)

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

Robyn Gurofsky
Borden Ladner Gervais LLP
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File No. 547730-000021

I hereby certify this to be a true copy of
the original Order

Dated this 4 day of Feb / 20

[Signature]
for Clerk of the Court



DATE ON WHICH ORDER WAS PRONOUNCED: February 4, 2020

LOCATION WHERE ORDER WAS PRONOUNCED: CALGARY, ALBERTA

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice G. Campbell

UPON THE APPLICATION by Grant Thornton Limited in its capacity as the Court-appointed receiver (the "Receiver") of the undertaking, property and assets of Lexin Resources Ltd., 1051393 B.C. Ltd., 0989 Resource Partnership, LR Processing Ltd. and LR Processing Partnership (collectively, the "Debtor") for an order approving the sale transaction (the "Transaction") contemplated by an agreement of purchase and sale (the "Sale Agreement") between the Receiver and HESC ENERGY CORPORATION (the "Purchaser") dated June 26, 2019, as amended, and vesting in the Purchaser (or its nominee) the Debtor's right, title and interest in and to the assets described in the Sale Agreement (the "Purchased Assets");

AND UPON HAVING READ the Receivership Order dated March 20, 2017 (the "Receivership Order"), the Fourteenth Report of the Receiver dated June 28, 2019, the Supplement to the Fourteenth

Report of the Receiver dated January 22, 2020 and the Affidavit of Service; **AND UPON HEARING** the submissions of counsel for the Receiver, the Purchaser and any other counsel or party appearing at the hearing of this Application;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this application and time for service of this application is abridged to that actually given.

APPROVAL OF TRANSACTIONS

2. The Transaction is hereby approved and execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for completion of the Transaction and conveyance of the Purchased Assets to the Purchaser (or its nominee), including but not limited to the authorization and empowerment to initiate the transfer of licenses subject to the Transaction on the Alberta Energy Regulator's ("**Energy Regulator**") Digital Data Submission system to the Purchaser (or its nominee).

VESTING OF PROPERTY

3. Subject only to approval by the Energy Regulator of transfer of any applicable licenses, permits and approvals pursuant to section 24 of the Oil and Gas Conservation Act (Alberta) and section 18 of the Pipeline Act (Alberta), upon delivery of a Receiver's certificate to the Purchaser (or its nominee) substantially in the form set out in **Schedule "A"** hereto (the "**Receiver's Closing Certificate**"), all of the Debtor's right, title and interest in and to the Purchased Assets listed in **Schedule "B"** hereto shall vest absolutely in the name of the Purchaser (or its nominee), free and clear of and from any and all caveats, security interests, hypothecs, pledges, mortgages, liens, trusts or deemed trusts, reservations of ownership, royalties, options, rights of pre-emption, privileges, interests, assignments, actions, judgements, executions, levies, taxes, writs of enforcement, charges, or other claims, whether contractual, statutory, financial, monetary or otherwise, whether

or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, "**Claims**") including, without limiting the generality of the foregoing:

- (a) any encumbrances or charges created by the Receivership Order;
- (b) any charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Alberta) or any other personal property registry system;
- (c) any liens or claims of lien under the *Builders' Lien Act* (Alberta); and
- (d) those Claims listed in **Schedule "C"** hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, caveats, interests, easements, and restrictive covenants listed in **Schedule "E"** (collectively, "**Permitted Encumbrances**")

and for greater certainty, this Court orders that all Claims including Encumbrances other than Permitted Encumbrances, affecting or relating to the Purchased Assets are hereby expunged, discharged and terminated as against the Purchased Assets.

4. Upon delivery of the Receiver's Closing Certificate, and upon filing of a certified copy of this Order, together with any applicable registration fees, all governmental authorities including those referred to below in this paragraph (collectively, "**Governmental Authorities**") are hereby authorized, requested and directed to accept delivery of such Receiver's Closing Certificate and certified copy of this Order as though they were originals and to register such transfers, interest authorizations, discharges and discharge statements of conveyance as may be required to convey

to the Purchaser or its nominee clear title to the Purchased Assets subject only to Permitted Encumbrances. Without limiting the foregoing:

(a) the Registrar of Land Titles ("**Land Titles Registrar**") for the lands defined below shall and is hereby authorized, requested and directed to forthwith:

- (i) cancel existing Certificates of Title listed pursuant to the Land Schedule, attached as **Schedule "D"** to this Order;
- (ii) issue a new Certificate of Title for the Lands in the name of the Purchaser (or its nominee), namely, HESC Energy Corporation;
- (iii) transfer to the New Certificate of Title the existing instruments listed in **Schedule "E"**, to this Order, and to issue and register against the New Certificate of Title such new caveats, utility rights of ways, easements or other instruments as are listed in **Schedule "E"**; and
- (iv) discharge and expunge the Encumbrances listed in **Schedule "C"** to this Order and discharge and expunge any Claims including Encumbrances (but excluding Permitted Encumbrances) which may be registered after the date of the Sale Agreement against the existing Certificate of Title to the Lands;

(b) Alberta Energy ("**Energy Ministry**") shall and is hereby authorized, requested and directed to forthwith:

- (i) cancel and discharge those Claims including builders' liens, security notices, assignments under section 426 (formerly section 177) of the Bank Act (Canada) and other Encumbrances (but excluding Permitted Encumbrances) registered (whether before or after the date of this Order) against the estate or interest of the

Debtor in and to any of the Purchased Assets located in the Province of Alberta;
and

- (ii) transfer all Crown leases listed in **Schedule "F"** to this Order standing in the name of the Debtor, to the Purchaser (or its nominee) free and clear of all Claims including Encumbrances but excluding Permitted Encumbrances;

(c) the Registrar of the Alberta Personal Property Registry (the "**PPR Registrar**") shall and is hereby directed to forthwith cancel and discharge any registrations at the Alberta Personal Property Registry (whether made before or after the date of this Order) claiming security interests (other than Permitted Encumbrances) in the estate or interest of the Debtor in any of the Purchased Assets which are of a kind prescribed by applicable regulations as serial-number goods.

5. In order to effect the transfers and discharges described above, this Court directs each of the Governmental Authorities to take such steps as are necessary to give effect to the terms of this Order and the Sale Agreement. Presentment of this Order and the Receiver's Closing Certificate shall be the sole and sufficient authority for the Governmental Authorities to make and register transfers of title or interest and cancel and discharge registrations against any of the Purchased Assets of any Claims including Encumbrances but excluding Permitted Encumbrances.
6. No authorization, approval or other action by and no notice to or filing with any governmental authority or regulatory body exercising jurisdiction over the Purchased Assets is required for the due execution, delivery and performance by the Receiver of the Sale Agreement, other than any required approval by the Energy Regulator referenced in paragraph 3 above.
7. Upon delivery of the Receiver's Closing Certificate together with a certified copy of this Order, this Order shall be immediately registered by the Land Titles Registrar notwithstanding the requirements of section 191(1) of the Land Titles Act, RSA 2000, c.L-7 and notwithstanding that the appeal period in respect of this Order has not elapsed. The Land Titles Registrar is hereby directed to accept all Affidavits of Corporate Signing Authority submitted by the Receiver in its capacity as Receiver of the Debtor and not in its personal capacity.
8. For the purposes of determining the nature and priority of Claims, net proceeds from sale of the Purchased Assets (to be held in an interest bearing trust account by the Receiver) shall stand in the place and stead of the Purchased Assets from and after delivery of the Receiver's Closing Certificate and all Claims including Encumbrances (but excluding Permitted Encumbrances) shall

not attach to, encumber or otherwise form a charge, security interest, lien, or other Claim against the Purchased Assets and may be asserted against the net proceeds from sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale. Unless otherwise ordered (whether before or after the date of this Order), the Receiver shall not make any distributions to creditors of net proceeds from sale of the Purchased Assets without further order of this Court, provided however the Receiver may apply any part of such net proceeds to repay any amounts the Receiver has borrowed for which it has issued a Receiver's Certificate pursuant to the Receivership Order.

9. Except as expressly provided for in the Sale Agreement or by section 5 of the Alberta Employment Standards Code, the Purchaser (or its nominee) shall not, by completion of the Transaction, have liability of any kind whatsoever in respect of any Claims against the Debtor.
10. Upon completion of the Transaction, the Debtor and all persons who claim by, through or under the Debtor in respect of the Purchased Assets, and all persons or entities having any Claims of any kind whatsoever in respect of the Purchased Assets, save and except for persons entitled to the benefit of the Permitted Encumbrances, shall stand absolutely and forever barred, estopped and foreclosed from and permanently enjoined from pursuing, asserting or claiming any and all right, title, estate, interest, royalty, rental, equity of redemption or other Claim whatsoever in respect of or to the Purchased Assets, and to the extent that any such persons or entities remain in the possession or control of any of the Purchased Assets, or any artifacts, certificates, instruments or

other indicia of title representing or evidencing any right, title, estate, or interest in and to the Purchased Assets, they shall forthwith deliver possession thereof to the Purchaser (or its nominee).

11. The Purchaser (or its nominee) shall be entitled to enter into and upon, hold and enjoy the Purchased Assets for its own use and benefit without any interference of or by the Debtor, or any person claiming by, through or against the Debtor.
12. Immediately upon closing of the Transaction, holders of Permitted Encumbrances shall have no claim whatsoever against the Receiver.
13. The Receiver is directed to file with the Court a copy of the Receiver's Closing Certificate forthwith after delivery thereof to the Purchaser (or its nominee).
14. Pursuant to clause 7(3)(c) of the Personal Information Protection and Electronic Documents Act (Canada) and section 20(e) of the Alberta Personal Information Protection Act, the Receiver is authorized and permitted to disclose and transfer to the Purchaser (or its nominee) all human resources and payroll information in the Debtor's records pertaining to the Debtor's past and current employees. The Purchaser (or its nominee) shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use (of such information) to which the Debtor was entitled.

MISCELLANEOUS MATTERS

15. Notwithstanding:
 - (a) the pendency of these proceedings and any declaration of insolvency made herein;
 - (b) the pendency of any applications for a bankruptcy order now or hereafter issued pursuant to the Bankruptcy and Insolvency Act, R.S.C. 1985, c.B-3, as amended (the "BIA"), in respect of the Debtor, and any bankruptcy order issued pursuant to any such applications;
 - (c) any assignment in bankruptcy made in respect of the Debtor; and
 - (d) the provisions of any federal or provincial statute:

the vesting of the Purchased Assets in the Purchaser (or its nominee) pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall

not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a transfer at undervalue, settlement, fraudulent preference, assignment, fraudulent conveyance, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

16. The Receiver, the Purchaser (or its nominee) and any other interested party, shall be at liberty to apply for further advice, assistance and direction as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing the Transaction.
17. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories or in any foreign jurisdiction, to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such order and to provide such assistance to the Receiver, as an officer of the Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.
18. Service of this Order shall be deemed good and sufficient by:
 - (a) Serving the same on:
 - (i) the persons listed on the service list created in these proceedings;
 - (ii) any other person served with notice of the application for this Order;
 - (iii) any other parties attending or represented at the application for this Order;
 - (iv) the Purchaser or the Purchaser's solicitors; and
 - (b) Posting a copy of this Order on the Receiver's website at: www.grantthornton.ca/lexin and service on any other person is hereby dispensed with.

19. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

"Justice Campbell"
Justice of the Court of Queen's Bench of Alberta

Schedule "A"

Form of Receiver's Certificate

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

Clerk's Stamp

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Robyn Gurofsky Borden Ladner Gervais LLP 1900, 520 3 Avenue SW Calgary, AB T2P 0R3 Telephone: (403) 232-9774 Facsimile: (403) 266-1395 Email: rgurofsky@blg.com File No. 547730-000021
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RECITALS

- A. Pursuant to an Order of the Honourable Justice P. 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 Lexin Resources Ltd., 1051393 B.C. Ltd., 0989 Resource Partnership, LR Processing Ltd., and LR Processing Partnership (the "**Debtor**").
- B. Pursuant to an Order of the Court dated February 4, 2020, the Court approved the agreement of purchase and sale made as of June 26, 2019 (the "**Sale Agreement**"), as amended, between the Receiver and HESC ENERGY CORPORATION (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); and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at **[Time]** on **[Date]**.

Grant Thornton Limited, in its capacity as Receiver of the undertaking, property and assets 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:

Title:

Schedule "B"

Purchased Assets

1. **Lands, Petroleum and Natural Gas Rights, Title Documents, Royalties and Permitted Encumbrances**

INSERT PDF

Report Date: Aug 16, 2017
Page Number: 4870

REPORTED IN HECTARES

MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper/Cont.	ROFR	DOI Code
File Status	Int Type / Lse No/Name		Gross			
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	Lease Description / Rights Held

(cont'd)

M03042

Sub: A

Status	Hectares	Net	Hectares	Net		C00832 A	JOA	Aug 04, 1978
NON-PRODUCING Prod:	0.000	0.000	NProd:	246.220	165.317	C00833 A	PURSAL	Aug 31, 2000 (I)
UNDEVELOPED Dev:	0.000	0.000	Undev:	246.220	165.317	C02342 A	TRUST	Mar 31, 2011
NONPROVEN Prov:	0.000	0.000	NProv:	246.220	165.317	P00349	PURSAL	Jul 13, 2001 (I)
						P00467 A	PURSAL	Aug 31, 2000 (I)

Total Rental: 861.77

Royalty / Encumbrances

Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
CROWN SLIDING SCALE	ALL PRODUCTS	Y	N	100.00000000 % of PROD
Roy Percent:				
Deduction:	YES			
Gas: Royalty:				Prod/Sales:
S/S OIL: Min:				Prod/Sales:
Other Percent:				Prod/Sales:

Paid to:	LESSOR (M)	Paid by:	BPO (C)
ADRD	100.00000000	0989 RESOURCE P	67.14200000
		HESCLIMITEDP	32.85800000

ROYALTY DEDUCTIONS - May 01, 2011

Deductions allowed as per Provincial Regulations

Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
GROSS OVERRIDING ROYALTY	ALL PRODUCTS	Y	Y	50.00000000 % of
Roy Percent:				
Deduction:	UNKNOWN			
Gas: Royalty:				Prod/Sales: PROD
S/S OIL: Min:	15.00000000			
		Min Pay:	0.08	

Province: ALBERTA

3

MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper. Cont.	ROFR	DOI Code	Lease Description / Rights Held
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	DOI Partner(s)	*	*	

(cont'd)

M03042	B	Gas: Royalty: 15.000000000	Min Pay: 0.08	Prod/Sales: PROD
		S/S OIL: Min: 5.000000000	Max: 15.000000000 Div: 1/150	Prod/Sales: PROD
		Other Percent:	Min:	Prod/Sales:
		Paid to: PAIDTO (R)	Paid by: BPO (C)	
		HESCLIMITEDP	0989 RESOURCE P	100.000000000
		PARAMOUNT RE		

GENERAL REMARKS - Nov 25, 2005
DETAILS OF ROYALTY DEDUCTIONS NOT AVAILABLE; UNABLE TO LOCATE COPY OF THE
AGREEMENT FROM WHICH ROYALTY IS DERIVED, IT MAYBE A PARTICIPATION AGREEMENT
DATED JUNE 11, 1979

Royalty / Encumbrances				
Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
CROWN SLIDING SCALE	ALL PRODUCTS	Y	N	100.00000000 % of PROD
Roy Percent:				
Deduction: YES				
Gas: Royalty:				Prod/Sales:
S/S OIL: Min:				Prod/Sales:
Other Percent:				Prod/Sales:
Paid to: LESSOR (M)				
ADRD	100.000000000			
		Paid by: BPO (C)		
		0989 RESOURCE P		100.000000000

ROYALTY DEDUCTIONS - Jan 10, 2006
Deductions allowed as per Provincial Regulations.

Report Date: Aug 16, 2017
Page Number: 4873

REPORTED IN HECTARES

MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	DOI Partner(s)	*	*	Lease Description / Rights Held

M03042	PNG	CR	246.220	C00832	D No	BPO	Area : CENTRON
Sub: C	WI	Eff: Aug 03, 1978	246.220	0989 RESOURCE P		67.142000000	TWP 23 RGE 28 W4M PTN N & S 14
A	0478080008	Exp: Aug 02, 1983	165.317	HESCLIMITEDP		32.858000000	PNG BELOW BASE
	ENCANA CORP	Ext: 15		EMBER		33.571000000	BELLY_RIVER_GROUP TO BASE
100.000000000	EMBER	Count Acreage = No					WABAMUN_GROUP

Total Rental: 0.00

Status	Hectares	Net	Hectares	Net
NON-PRODUCING Prod:	0.000	0.000	246.220	165.317
UNDEVELOPED Dev:	0.000	0.000	246.220	165.317
NONPROVEN Prov:	0.000	0.000	246.220	165.317

Related Contracts

C00832 D	JOA	Aug 04, 1978
C00833 A	PURSAL	Aug 31, 2000 (I)
C02342 C	TRUST	Mar 31, 2011
P00467 A	PURSAL	Aug 31, 2000 (I)

Royalty / Encumbrances

<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
C00832 D	GROSS OVERRIDING ROYALTY	ALL PRODUCTS	Y	Y	50.000000000 % of
Roy Percent:					
Deduction: UNKNOWN					
Gas: Royalty: 15.000000000					
S/S OIL: Min: 5.000000000					
Other Percent:					
Max: 15.000000000					
Min: 1/150					
Prod/Sales: PROD					
Prod/Sales: PROD					
Prod/Sales:					

Paid to:	PAIDTO (R)	Paid by:	BPO (C)
HESCLIMITEDP	50.000000000	0989 RESOURCE P	67.142000000
PARAMOUNT RE	50.000000000	HESCLIMITEDP	32.858000000

GENERAL REMARKS - Nov 25, 2005

DETAILS OF ROYALTY DEDUCTIONS NOT AVAILABLE, UNABLE TO LOCATE COPY OF THE AGREEMENT FROM WHICH ROYALTY IS DERIVED, IT MAYBE A PARTICIPATION AGREEMENT DATED JUNE 11, 1979

Report Date: Aug 16, 2017
Page Number: 4875

REPORTED IN HECTARES

MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	Lease Description / Rights Held
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	
(cont'd)							
M03043	NONPROVEN	Prov:	0.000	0.000	NProv:	4.892	3.285
Sub: A							
Royalty / Encumbrances							
Royalty Type			Product Type	Sliding Scale	Convertible	% of Prod/Sales	
LESSOR ROYALTY			ALL PRODUCTS	N	N	100.00000000 % of PROD	
Roy Percent: 30.000000000							
Deduction: NO							
Gas: Royalty:			Max:	Min Pay:			Prod/Sales:
S/S OIL: Min:				Div:			Prod/Sales:
Other Percent:				Min:			Prod/Sales:
Paid to: LESSOR (M)			Paid by: BPO (C)				
PRAIRIESKYRO			100.000000000	0989 RESOURCE P	67.142000000		
				HESCLIMITEDP	32.858000000		
Royalty Type			Product Type	Sliding Scale	Convertible	% of Prod/Sales	
GROSS OVERRIDING ROYALTY			ALL PRODUCTS	Y	Y	50.00000000 % of	
Roy Percent:							
Deduction: UNKNOWN							
Gas: Royalty: 15.000000000			Min Pay: 0.08				Prod/Sales: PROD
S/S OIL: Min: 5.000000000			Max: 15.000000000	Div: 1/150			Prod/Sales: PROD
Other Percent:				Min:			Prod/Sales:
Paid to: PAIDTO (R)			Paid by: BPO (C)				
PENN WEST PETRO			50.000000000	0989 RESOURCE P	67.142000000		
PARAMOUNT RE			50.000000000	HESCLIMITEDP	32.858000000		

Report Date: Aug 16, 2017
Page Number: 4876

MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

REPORTED IN HECTARES

File Number	Lse Type	Lessor Type	Exposure	Oper. Cont.	ROFR	DOI Code	Lease Description / Rights Held
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	DOI Partner(s)	*	*	
M03043	PNG PC	Eff: Aug 30, 1978	4.892	C00832 E No		BPO	Area : CENTRON
Sub: C	WI	Exp: Aug 29, 1979	4.892	0989 RESOURCE P		67.14200000	TWP 23 RGE 28 W4M PTN NE 14
A	AB55-21635	Ext: PROD	3.285	HESCLIMITEDP		32.85800000	PET IN VIKING;
	ENCANA CORP						PET IN MANNVILLE_GROUP;
100.00000000	EMBER	Count Acreage = No		Total Rental: 0.00			PET IN GLAUCONITIC_SANDSTONE;
							PET IN BASAL_QUARTZ_SANDSTONE
Status	Hectares	Net	Hectares	Net			Related Contracts -----
NON-PRODUCING Prod:	0.000	0.000	NProd:	4.892		3.285	C00832 E JOA Aug 04, 1978
UNDEVELOPED Dev:	0.000	0.000	Undev:	4.892		3.285	C00833 A PURSAL Aug 31, 2000 (I)
NONPROVEN Prov:	0.000	0.000	NProv:	4.892		3.285	C02357 A TRUST Mar 31, 2011
							P00349 PURSAL Jul 13, 2001 (I)
							P00467 A PURSAL Aug 31, 2000 (I)

Royalty / Encumbrances

<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
C00832 E	GROSS OVERRIDING ROYALTY	ALL PRODUCTS	Y	Y	50.00000000 % of
Roy Percent:					
Deduction: UNKNOWN					
Gas: Royalty: 15.00000000					
S/S OIL: Min: 5.00000000					
Other Percent:					
Max: 15.00000000 Div: 1/150					
Min:					
Paid to: PAIDTO (R)					
HESCLIMITEDP 50.00000000					
PARAMOUNT RE 50.00000000					
Paid by: BPO (C)					
0989 RESOURCE P 67.14200000					
HESCLIMITEDP 32.85800000					
Prod/Sales: PROD					
Prod/Sales: PROD					
Prod/Sales:					

GENERAL REMARKS - Nov 25, 2005

DETAILS OF ROYALTY DEDUCTIONS NOT AVAILABLE, UNABLE TO LOCATE COPY OF THE AGREEMENT FROM WHICH ROYALTY IS DERIVED, IT MAYBE A PARTICIPATION AGREEMENT DATED JUNE 11, 1979

Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
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Report Date: Aug 16, 2017
Page Number: 4877

REPORTED IN HECTARES

MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	Lease Description / Rights Held
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	

(cont'd)

LESSOR ROYALTY							
M03043			ALL PRODUCTS		N	N	100.000000000 % of PROD
			Roy Percent:	30.000000000			
			Deduction:	NO			
			Gas Royalty:		Min Pay:		Prod/Sales:
			S/S OIL: Min:		Div:		Prod/Sales:
			Other Percent:		Min:		Prod/Sales:
			Max:				
			Paid to: LESSOR (M)		Paid by: BPO (C)		
			PRAIRIESKYRO	100.000000000	0989 RESOURCE P	67.142000000	
					HESCLIMITEDP	32.858000000	

M03044	PNG	PC	Eff: Aug 30, 1978	4.888	C00832	C No	BPO	RENTAL	Area : CENTRON
Sub: A	WI		Exp: Aug 29, 1979	4.888	0989 RESOURCE P		67.142000000	33.571000000	TWP 23 RGE 28 W4M PTN NW 14
A	AB55-21636		Ext: PROD	3.282	HESCLIMITEDP		32.858000000	32.858000000	PET IN BELLY_RIVER_GROUP
0989 RESOURCE P					EMBER			33.571000000	
100.000000000									
			Status	Hectares	Net	Hectares	Net		
			NON-PRODUCING Prod:	0.000	0.000	NProd:	3.282		
			UNDEVELOPED Dev:	0.000	0.000	Undev:	3.282		
			NONPROVEN Prov:	0.000	0.000	NProv:	3.282		
			Total Rental:	12.22					
			----- Related Contracts -----						
			C00832 C	JOA			Aug 04, 1978		
			C00833 A	PURSAL			Aug 31, 2000 (I)		
			C02358 A	TRUST			Mar 31, 2011		
			P00349	PURSAL			Jul 13, 2001 (I)		
			P00467 A	PURSAL			Aug 31, 2000 (I)		

Royalty / Encumbrances

Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
LESSOR ROYALTY	ALL PRODUCTS	N	N	100.000000000 % of PROD
Roy Percent:	30.000000000			

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MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper. Cont.	ROFR	DOI Code	Lease Description / Rights Held
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	

(cont'd)

M03044 A Deduction: NO
Gas: Royalty: Min Pay: Prod/Sales:
S/S OIL: Min: Div: Prod/Sales:
Other Percent: Min: Prod/Sales:

Paid to: LESSOR (M) Paid by: BPO (C)
PRAIRIESKYRO 100.000000000 0989 RESOURCE P 67.142000000
HESCLIMITDP 32.858000000

Royalty / Encumbrances

Royalty Type Product Type Sliding Scale Convertible % of Prod/Sales
GROSS OVERRIDING ROYALTY ALL PRODUCTS Y 50.000000000 % of
Roy Percent:
Deduction: UNKNOWN Prod/Sales: PROD
Gas: Royalty: 15.000000000 Min Pay: 0.08 Prod/Sales: PROD
S/S OIL: Min: 5.000000000 Max: 15.000000000 Div: 1/150 Prod/Sales: PROD
Other Percent: Min: Prod/Sales:
Paid to: PAIDTO (R) Paid by: BPO (C)
PENN WEST PETRO 50.000000000 0989 RESOURCE P 67.142000000
PARAMOUNT RE 50.000000000 HESCLIMITDP 32.858000000

M03044 PNG PC Eff: Aug 30, 1978 4.888 C00832 E No BPO
Sub: C WI Exp: Aug 29, 1979 4.888 0989 RESOURCE P 67.142000000
A AB55-21636 Ext: PROD 3.282 HESCLIMITDP 32.858000000
ENCANA CORP
100.000000000 EMBER Count Acreage = No Total Rental: 0.00
Area : CENTRON
TWP 23 RGE 28 W4M PTN NW 14
PET IN VIKING;
PET IN MANNVILLE GROUP;
PET IN GLAUCONITIC_SANDSTONE;
PET IN BASAL_QUARTZ_SANDSTONE

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MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code
File Status	Int Type / Lse No/Name		Gross			
Mineral Int	Operator / Payor		Net	DOI Partner(s)	*	Lease Description / Rights Held

(cont'd)

M03044

Sub: C

Status	Hectares	Net	Hectares	Net	Related Contracts
NON-PRODUCING Prod:	0.000	0.000	NPProd:	4.888	3.282
DEVELOPED Dev:	4.888	3.282	Undev:	0.000	0.000
NONPROVEN Prov:	0.000	0.000	NPProv:	4.888	3.282

					C00832 E JOA Aug 04, 1978
					C00833 A PURSAL Aug 31, 2000 (I)
					C02358 A TRUST Mar 31, 2011
					P00349 PURSAL Jul 13, 2001 (I)
					P00467 A PURSAL Aug 31, 2000 (I)

Royalty / Encumbrances

<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
C00832 E	GROSS OVERRIDING ROYALTY	ALL PRODUCTS	Y	Y	50.00000000 % of
	Roy Percent:				
	Deduction:	UNKNOWN			
	Gas: Royalty:	15.00000000	Min Pay:	0.08	Prod/Sales: PROD
	S/S OIL: Min:	5.00000000	Max:	15.00000000 Div: 1/150	Prod/Sales: PROD
	Other Percent:		Min:		Prod/Sales:

Paid to:	PAIDTO (R)	Paid by:	BPO (C)
HESCLIMITEDP	50.00000000	0989 RESOURCE P	67.14200000
PARAMOUNT RE	50.00000000	HESCLIMITEDP	32.85800000

GENERAL REMARKS - Nov 25, 2005

DETAILS OF ROYALTY DEDUCTIONS NOT AVAILABLE, UNABLE TO LOCATE COPY OF THE AGREEMENT FROM WHICH ROYALTY IS DERIVED, IT MAYBE A PARTICIPATION AGREEMENT DATED JUNE 11, 1979

Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
LESSOR ROYALTY	ALL PRODUCTS	N	N	100.00000000 % of PROD
Roy Percent:	30.00000000			
Deduction:	NO			
Gas: Royalty:		Min Pay:		Prod/Sales:
S/S OIL: Min:				

REPORTED IN HECTARES

MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code
File Status	Int Type / Lse No/Name		Gross			
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	Lease Description / Rights Held

(cont'd)

Other Percent:

Paid to: LESSOR (M) 100.00000000
PRAIRIESKYRO
Paid by: BPO (C) 67.14200000
0989 RESOURCE P
HESCLIMITEDP 32.85800000

Max: Div: Prod/Sales:
Min: Prod/Sales:

M02936	PNG	CR	Eff: Jun 08, 1995	182.268	C01092	A	No	PREPOOL	Area : CROSSFIELD
Sub:	WI		Exp: Jun 07, 2000	182.268	0989 RESOURCE P			97.50000000	TWP 23 RGE 28 W4M NE 16, PTN S
A	0495000015		Ext: 15	177.894	INTERWEST			2.50000000	16
100.00000000	0989 RESOURCE P								(LYING OUTSIDE ROW OF THE CPR, AS SHOWN ON PLAN RY11)
	0989 RESOURCE P								NG IN EDMONTON_GROUP
Total Rental: 637.94									
Status									
PRODUCING	Hectares	Net	Prod:	182.268	177.894	NProd:	0.000	Hectares	Net
DEVELOPED	182.268	177.894	Dev:	182.268	177.894	Undev:	0.000	0.000	0.000
PROVEN	182.268	177.894	Prov:	182.268	177.894	NProv:	0.000	0.000	0.000
Royalty / Encumbrances									
Product Type Sliding Scale Convertible % of Prod/Sales									
<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales				
C02881 A	HERITAGE GROSS OVER RIDEING RALL PRODUCTS	N	N	100.00000000	% of PROD				
Roy Percent:	0.00000000								
Deduction:	YES								
Gas: Royalty:									
S/S Oil Min:									
Other Percent:									
Max:	Min Pay:								
Div:	Div:								
Min:	Min:								
Prod/Sales:									
Prod/Sales:									
Prod/Sales:									

Related Contracts									
C00768 A	JV								Aug 01, 1997 (I)
C00840 B	JOARON								Dec 15, 1995
C01092 A	PO								Mar 01, 2005
C02256 B	ROYALT								Apr 04, 1995
C02269 B	ROYALT								Apr 04, 1995
C02881 A	ORR								Jun 24, 2010
P00349	PURSAL								Jul 12, 2001 (I)
P00520 A	PURSAL								Jun 01, 2006 (I)
P00632 A	PURSAL								Aug 13, 2007 (I)
P00692 A	PURSAL								Nov 02, 2007 (I)

Well U.W.I. Status/Type
100/14-16-023-28-W4M/04 P/GAS

MFC RESOURCE PARTNERSHIP
Mineral Property Report

REPORTED IN HECTARES

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper. Cont.	ROFR	DOI Code	Lease Description / Rights Held
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payer	Net	DOI Partner(s)	*	*		
(cont'd)							
M02936	A	Paid to: RECR CALEDONIAN	100.00000000	Paid by: PAYR 0989 RESOURCE P	(C)	100.00000000	
GENERAL REMARKS -							
*****IMPORTANT*****							
5% ROYALTY ON 100% PRODUCTION PERTAINS TO "COMPTON'S SHARE OF PRODUCTION ONLY"							

ROYALTY DEDUCTIONS -							
CLAUSE 2.4 - GRANTOR'S ALLOWED DEDUCTIONS							
UNIQUE DEDUCTIONS PLEASE REFER TO CLAUSE 2.4 OF THE AGREEMENT AS STANDARD DEDUCTIONS DO NOT APPLY.							
Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales			
CROWN SLIDING SCALE	ALL PRODUCTS	Y	N	100.00000000	% of PROD		
Roy Percent:							
Deduction:							
Gas: Royalty:							
S/S OIL: Min:							
Other Percent:							
Paid to: LESSOR (M)	Max:	Min Pay:	Prod/Sales:				
ADR	100.00000000	Div:	Prod/Sales:				
		Min:	Prod/Sales:				
			Paid by: PREPOOL (C)				
			0989 RESOURCE P			97.50000000	
			INTERWEST			2.50000000	
ROYALTY DEDUCTIONS - Jan 05/2006							
Deductions allowed as per Provincial Regulations.							

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MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper. Cont.	ROFR	DOI Code
File Status	Int Type / Lse No/Name		Gross			
Mineral Int	Operator / Payor	Net	DOI Partner(s)			
M02936	PNG	CR	Eff: Jun 08, 1995	182.268	C00840 Q Yes	WI
Sub: B	WI		Exp: Jun 07, 2000	182.268	0989 RESOURCE P	97.50000000
A	0495060015		Ext: 15	177.711	INTERWEST PET	2.50000000
000.00000000	0989 RESOURCE P					
000.00000000	0989 RESOURCE P		Count Acreage = No	Total Rental: 0.00		
Status	Hectares	Net	Hectares	Net		
NON-PRODUCING PROD:	0.000	0.000	NPProd:	182.268		177.711
UNDEVELOPED Dev:	0.000	0.000	Undev:	182.268		177.711
NONPROVEN Prov:	0.000	0.000	NPProv:	182.268		177.711
Royalty / Encumbrances						
<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales	
C02256 B	GROSS OVERRIDING ROYALTY	ALL PRODUCTS	N	N	5.00000000	% of PROD
Roy Percent:	2.00000000					
Deduction:	NO					
Gas Royalty:						
S/S OIL: Min:						
Other Percent:						
Paid to:	PAIDTO (R)					
WESTHILL PETRO						
100.00000000						
100.00000000						
PAIDBY (R)						
0989 RESOURCE P						
100.00000000						
GENERAL REMARKS -						
AGREEMENT GOVERNS ROYALTY ORIGINALLY PAYABLE TO WESTHILLS BY JAY-TWO (NOW COMPTON)						
<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales	
C02256 Q	GROSS OVERRIDING ROYALTY	ALL PRODUCTS	N	N	5.00000000	% of PROD
Roy Percent:	2.00000000					

Lease Description / Rights Held

Area : CROSSFIELD
TWP 23 RGE 28 W4M NE 16, PTN S
16
(LYING OUTSIDE ROW OF THE
CPR, AS SHOWN ON PLAN RY141)
PNG BELOW BASE
BELLY_RIVER_GROUP TO BASE
TURNER_VALLEY

Related Contracts

C00768 A	JV	Aug 01, 1997 (I)
C00840 Q	COAROY	Dec 15, 1995
C02256 B	ROYALT	Apr 04, 1995
C02256 Q	ROYALT	Apr 04, 1995
C02269 B	ROYALT	Apr 04, 1995
C02269 Q	ROYALT	Apr 04, 1995
C02881 A	ORR	Jun 24, 2010
P00349	PURSAL	Jul 13, 2001 (I)
P00520 A	PURSAL	Jun 01, 2006 (I)
P00682 A	PURSAL	Aug 13, 2007 (I)
P00692 A	PURSAL	Nov 02, 2007 (I)

MFC RESOURCE PARTNERSHIP
Mineral Property Report

REPORTED IN HECTARES

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	Lease Description / Rights Held
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	
(cont'd)							
M02936	B	Deduction: NO Gas: Royalty: S/S OIL: Min: Other Percent:	Max: 100.000000000	Min Pay: Div: Min:	Paid by: PAIDBY (R) 0989 RESOURCE P	100.000000000	Prod/Sales: Prod/Sales: Prod/Sals:
		Paid to: PAIDTO (R) WESTHILL PETRO					
		GENERAL REMARKS - AGREEMENT GOVERNS ROYALTY ORIGINALLY PAYABLE TO WESTHILLS BY JAY-TWO. (NOW COMPTON)					
		Royalty / Encumbrances					
<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales		
C02881 A	HERITAGE GROSS OVERRIDING R/L PRODUCTS	N	N	N	100.000000000 % of PROD		
	Roy Percent: 5.000000000						
	Deduction: YES						
	Gas: Royalty:						Prod/Sales:
	S/S OIL: Min:						Prod/Sales:
	Other Percent:						Prod/Sales:
	Paid to: RECR (C) CALEDONIAN		Max: 100.000000000	Min Pay: Div: Min:	Paid by: PAYR (C) 0989 RESOURCE P	100.000000000	
		GENERAL REMARKS - *****IMPORTANT***** 5% ROYALTY ON 100% PRODUCTION PERTAINS TO "COMPTON'S SHARE OF PRODUCTION ONLY" *****					

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MFC RESOURCE PARTNERSHIP
Mineral Property Report

Province: ALBERTA

CS*EXPLORER Version: 9.10.04

CS*EXPLORER Version: 9 10.04

MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

REPORTED IN HECTARES

File Number	Lse Type	Lessor Type	Exposure	Oper. Cont.	ROFR	DOI Code	Lease Description / Rights Held
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	DOI Partner(s)	*	*	
(cont'd)							
M02936	C						
Royalty Type CROWN SLIDING SCALE Roy Percent: YES Deduction: YES Gas: Royalty: S/S OIL: Min: Other Percent: Paid to: LESSOR (M) ADR Paid by: WI 0989 RESOURCE P INTERWEST PET Product Type: ALL PRODUCTS Sliding Scale: Y Convertible: N % of Prod/Sales: 100.00000000 % of PROD Prod/Sales: Prod/Sales: Prod/Sales:							
ROYALTY DEDUCTIONS - Jan 05, 2006 Deductions allowed as per Provincial Regulations. Royalty Type GROSS OVERRIDING ROYALTY Roy Percent: 2.00000000 Deduction: NO Gas: Royalty: S/S OIL: Min: Other Percent: Paid to: PAIDTO (R) WESTHILL PETRO Paid by: PAIDBY (R) 0989 RESOURCE P Product Type: ALL PRODUCTS Sliding Scale: N Convertible: N % of Prod/Sales: 5.00000000 % of PROD Prod/Sales: Prod/Sales: Prod/Sales:							

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MFC RESOURCE PARTNERSHIP Mineral Property Report

REPORTED IN HECTARES

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	DOI Partner(s)	*	*	Lease Description / Rights Held

(cont'd)

XXXXXXXXXX A ROYALTY DEDUCTIONS: XX
M02654 CAUSE 24 GRANT FOR ALLOWED DEDUCTIONS XX
XXXXXXXXXX UNIQUE DEDUCTIONS PLEASE REFER TO CLAUSE 24 OF THE AGREEMENT AS STANDARD XX
XXXXXXXXXX DEDUCTIONS DO NOT APPLY XX
XXXXXXXXXX ROYALTY TYPE XX
XXXXXXXXXX GROWING SCALE XX
XXXXXXXXXX Roy Percent: XX
XXXXXXXXXX Deduction: YES XX
XXXXXXXXXX Gas Royalty: XX
XXXXXXXXXX \$/SOL Min: XX
XXXXXXXXXX OTHER PERCENT: XX
XXXXXXXXXX Paid to: LESSOR (M) XX
XXXXXXXXXX Paid by: (M) XX
XXXXXXXXXX 100.00000000 100.00000000 100.00000000 XXXXXXXXXXXXXXXXXXXXXXXX
XXXXXXXXXX ROYALTY DEDUCTIONS - Dec 19, 2005 XX
XXXXXXXXXX Deductions allowed as per Provincial Regulations. XX

M02940	PNG	CR	Eff: Jun 18, 1959	192.000	C01115	A	No	POOLED	Area : CROSSFIELD
Sub: A	WRR		Exp: Jun 17, 1980	192.000	0989 RESOURCE P			100.000000000	TWP 23 RGE 28 W4M N & SW 28
A	116502		Ext: 15	192.000					PNG TO BASE BELLY_RIVER_GROUP
100.000000000	0989 RESOURCE P								
	BONAVISTA ENERG								
Total Rental: 672.00									----- Related Contracts -----
Status	PRODUCING	Prod:	Hectares	Net	NProd:	Hectares	Net		C00768 A JV Aug 01, 1997 (I)
			192.000	192.000		0.000	0.000		C00841 A FOP Mar 10, 1998
									C00845 A PA Apr 27, 1998 (I)

MFC RESOURCE PARTNERSHIP
Mineral Property Report

REPORTED IN HECTARES

Province: ALBERTA

File Number	Lse Type	Lessor Type	DOI Code
File Status	Int Type / Lse No/Name	Exposure Gross	Oper.Cont. ROFR
Mineral Int	Operator / Payor	Net	Doi Partner(s)
			*
			*

(cont'd)

M02940

Sub: A

[illegible]

Royalty / Encumbrances

<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
C00641 A	GROSS OVERRIDING ROYALTY	ALL PRODUCTS	Y	N	75.00000000
Roy Percent:					
Deduction: YES					
Gas: Royalty:		Min Pay:		6.32/MCM	
S/S OIL: Min:		Max:		Div: 23.8365	
Other Percent:		15		Min:	
				Prod/Sales: PROD	
				Prod/Sales: PROD	
				Prod/Sales: PROD	

----- Well U.W.I.	Status/Type -----
102/10-28-023-28-W4/00 P/GAS	

Paid to:	PAIDTO	(R)	Paid by:	PAIDBY	(R)
	PRAIRIESKYRO			0989 RESOURCE P	100.00000000
	FH ROYALTY				
				66.67000000	
				33.33000000	

ROYALTY DEDUCTIONS - Dec 03, 2003

crude oil & condensate - transportation costs to market connection, where sales not made f.o.b. the tanks serving the Royalty Lands, deductions not to reduce royalty to less than 50% of gross proceeds of sale

NG - gathering, compressing, treating, processing and transportation costs, deductions not to exceed those permitted by Alberta GCA. Depreciation of the cost of gathering, compressing, treating, processing and transporting facilities owned and utilized by grantor shall be charged on a unit of throughput basis over the economic life of facilities, provided that Grantor's investment in such facilities, as depreciated, shall not exceed prime plus 1% of Grantor's bank., deductions not to reduce royalty to less than 50%

<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales

MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

REPORTED IN HECTARES

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	Lease Description / Rights Held
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	

(cont'd)

C01115 A GROSS OVERRIDING ROYALTY ALL PRODUCTS Y N 25.000000000 % of PROD

Roy Percent:

Deduction: YES

Gas: Royalty: 15.000000000

S/S OIL: Min: 5.000000000

Other Percent: 15

Max: 15.000000000

Min Pay: 1/23.8365

Prod/Sales: 100.000000000

Prod/Sales: 100.000000000

Prod/Sales: 100.000000000

Paid to: PAIDTO (R)

FH ROYALTY 100.000000000

Paid by: PAIDBY (R)

0989 RESOURCE P 100.000000000

ROYALTY DEDUCTIONS - Oct 06, 2005

FREE OF ANY DEDUCTIONS FOR COSTS AND EXPENSES INCURRED BY ROYALTY PAYOR TO AND INCLUDING THE ROYALTY DETERMINATION POINT.
CRUDE OIL AND LIQUID PRODUCTS EXTRACTED FROM NG AT THE WELLHEAD - ANY ASSOCIATED FACILITY FEES AND ANY TRANSPORTATION COSTS TO TRANSPORT THOSE PETROLEUM SUBSTANCES FROM THE ROYALTY DETERMINATION POINT TO THE POINT OF SALE.

OTHER PETROLEUM SUBSTANCES - THE ASSOCIATED FACILITY FESS.
DEDUCTIONS MUST NOT EXCEED THOSE PERMITTED BY CROWN AND MUST NOT BE GREATER THAN 40% OF MARKET PRICE RECEIVED BY ROYALTY PAYOR FROM THE SALE OF THE ROYALTY OWNERS ORR SHARE OF THOSE PETROLEUM SUBSTANCES.

Royalty / Encumbrances

<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
C02881 A	HERITAGE GROSS OVERRIDING RIALL PRODUCTS	N	N	100.000000000	% of PROD
	Roy Percent: 5.000000000				
	Deduction: YES				
	Gas: Royalty:				Prod/Sales:
	S/S OIL: Min:				Prod/Sales:
	Other Percent:				Prod/Sales:
	Max:				
	Min Pay:				
	Div:				
	Min:				

Province: ALBERTA

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REPORTED IN HECTARES

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper. Cont.	ROFR	DOI Code	Lease Description / Rights Held
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	DOI Partner(s)	*	*	

M02940 PNG CR Eff: Jun 18, 1959 64.000 C01115 A No POOLED
Sub: B WRR Exp: Jun 17, 1980 64.000 0989 RESOURCE P 100.000000000
A 116502 Ext: 15 64.000
0989 RESOURCE P
100.000000000 BONAVIDA ENERG

Total Rental: 224.00

Area : CROSSFIELD
TWP 23 RGE 28 W4M SE 28
PNG TO BASE BELLY_RIVER_GROUP

Related Contracts	Status	Well U.W.I.	Status/Type
C00768 A	JV	Aug 01, 1997 (I)	
C00841 B	FOP	Mar 10, 1998	
C00845 B	PA	Apr 27, 1998 (I)	
C00846 A	PA	Apr 24, 1998 (I)	
C01115 B	PPAFO	Jan 09, 2004	
C02881 A	ORR	Jun 24, 2010	
P00349	PURSAL	Jul 13, 2001 (I)	
P00520 A	PURSAL	Jun 01, 2006 (I)	
P00682 A	PURSAL	Aug 13, 2007 (I)	
P00692 A	PURSAL	Nov 02, 2007 (I)	
C01115 A	PPAFO	Jan 09, 2004	

Status	Hectares	Net	Hectares	Net
PRODUCING	64.000	Prod: 64.000	NPProd: 0.000	0.000
DEVELOPED	64.000	Dev: 64.000	Undev: 0.000	0.000
PROVEN	64.000	Prov: 64.000	NPProv: 0.000	0.000

Royalty / Encumbrances

<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
C00841 B	GROSS OVERRIDING ROYALTY	ALL PRODUCTS	Y	N	75.000000000 % of
Roy Percent:					
Deduction: YES					
Gas: Royalty: 15.000000000					
S/S OIL: Min: 5.000000000					
Other Percent: 15					
Min Pay: 6.32/MCM					
Max: 15.000000000 Div: 23.8365					
Min:					
Paid by: PAIDBY (R)					
0989 RESOURCE P 100.000000000					
Prod/Sales: PROD					
Prod/Sales: PROD					
Prod/Sales:					

Paid to: PAIDTO (R)
PRAIRIESKYRO 66.670000000
FH ROYALTY 33.330000000

ROYALTY DEDUCTIONS - Dec 03, 2003

crude oil & condensate - transportation costs to market connection, where sales not made
f.o.b. the tanks serving the Royalty Lands, deductions not to reduce royalty to less than 50% of
gross proceeds of sale
NG - gathering, compressing, treating, processing and transportation costs, deductions not to
exceed those permitted by Alberta GCA. Depreciation of the cost of gathering, compressing,

MFC RESOURCE PARTNERSHIP
Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code
File Status	Int Type / Lse No/Name		Gross			
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*

Lease Description / Rights Held

(cont'd)

M02940	B	treating, processing and transporting facilities owned and utilized by grantor shall be charged on a unit of throughput basis over the economic life of facilities, provided that Grantor's investment in such facilities, as depreciated, shall not exceed prime plus 1% of Grantor's bank., deductions not to reduce royalty to less than 50%						
<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales			
C01115 B	GROSS OVERRIDING ROYALTY	ALL PRODUCTS	Y	N	25.00000000	% of PROD		
Roy Percent:								
Deduction: YES								
Gas: Royalty: 15.00000000								
S/S OIL: Min: 5.00000000								
Other Percent: 15								
Min Pay: 1/23.8365								
Prod/Sales:								
Prod/Sales:								
Prod/Sales:								
Paid to: PAIDTO (R)								
FH ROYALTY 100.00000000								
Paid by: PAIDBY (R)								
0989 RESOURCE P 100.00000000								

ROYALTY DEDUCTIONS - Oct 06, 2005
FREE OF ANY DEDUCTIONS FOR COSTS AND EXPENSES INCURRED BY ROYALTY PAYOR TO AND INCLUDING THE ROYALTY DETERMINATION POINT.
CRUDE OIL AND LIQUID PRODUCTS EXTRACTED FROM NG AT THE WELLHEAD - ANY ASSOCIATED FACILITY FEES AND ANY TRANSPORTATION COSTS TO TRANSPORT THOSE PETROLEUM SUBSTANCES FROM THE ROYALTY DETERMINATION POINT TO THE POINT OF SALE.
OTHER PETROLEUM SUBSTANCES - THE ASSOCIATED FACILITY FESS.
DEDUCTIONS MUST NOT EXCEED THOSE PERMITTED BY CROWN AND MUST NOT BE GREATER THAN 40% OF MARKET PRICE RECEIVED BY ROYALTY PAYOR FROM THE SALE OF THE ROYALTY OWNERS ORR SHARE OF THOSE PETROLEUM SUBSTANCES.

<Linked> Royalty Type						
C02881 A	HERITAGE GROSS OVERRIDING R/ALL PRODUCTS	N	Convertible	N	100.00000000 % of PROD	
Roy Percent: 5.00000000						

REPORTED IN HECTARES

MFC RESOURCE PARTNERSHIP
Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	Lease Description / Rights Held
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	

(cont'd)

M02940 B Deduction: YES
Gas: Royalty: Min Pay: Prod/Sales:
S/S OIL: Min: Div: Prod/Sales:
Other Percent: Min: Prod/Sales:

Paid to: RECR (C) Paid by: PAYR (C)
CALEDONIAN 100.00000000 0989 RESOURCE P 100.00000000

GENERAL REMARKS -
*****IMPORTANT*****
5% ROYALTY ON 100% PRODUCTION PERTAINS TO "COMPTON'S SHARE OF PRODUCTION ONLY"

ROYALTY DEDUCTIONS -
CLAUSE 2.4 - GRANTOR'S ALLOWED DEDUCTIONS
UNIQUE DEDUCTIONS PLEASE REFER TO CLAUSE 2.4 OF THE AGREEMENT AS STANDARD DEDUCTIONS DO NOT APPLY.

Royalty / Encumbrances			
Royalty Type	Product Type	Sliding Scale	Convertible % of Prod/Sales
CROWN SLIDING SCALE	ALL PRODUCTS	Y	N 100.00000000 % of PROD
Roy Percent:			
Deduction: YES			
Gas: Royalty:			Prod/Sales:
S/S OIL: Min:			Prod/Sales:
Other Percent:			Prod/Sales:

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MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code
File Status	Int Type / Lse No/Name		Gross			
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	Lease Description / Rights Held

(cont'd)

M02940 B Paid to: LESSOR (M) Paid by: POOLED (C)
ADR 100.00000000 0989 RESOURCE P 100.00000000

ROYALTY DEDUCTIONS - Jan 05, 2006

Deductions allowed as per Provincial Regulations.

M02940	PNG	CR	Eff: Jun 18, 1959	192.000	C00841	C No	WI
Sub: C	WRR		Exp: Jun 17, 1980	192.000	0989 RESOURCE P		75.000000000
A	116502		Ext: 15	144.000	BONAVISTA ENERG		25.000000000
100.00000000	0989 RESOURCE P						
	BONAVISTA ENERG	Count Acreage = No	Total Rental: 0.00				
Area : CROSSFIELD							
TWP 23 RGE 28 W4M N & SW 28							
PNG BELOW BASE							
BELLY_RIVER_GROUP TO BASE ELKTON							
EXCL PNG IN							
BASAL_QUARTZ_SANDSTONE							
----- Related Contracts -----							
C00768 A	JV		Aug 01, 1997 (I)				
C00841 A	FOP		Mar 10, 1998				
C00841 C	FOP		Mar 10, 1998				
C00845 C	PA		Apr 27, 1998 (I)				
C00846 A	PA		Apr 24, 1998 (I)				
C02881 A	ORR		Jun 24, 2010				
P00349	PURSAL		Jul 13, 2001 (I)				
P00520 A	PURSAL		Jun 01, 2006 (I)				

Royalty / Encumbrances

<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
C00841 C	GROSS OVERRIDING ROYALTY	ALL PRODUCTS	Y	N	75.00000000 % of
Roy Percent:					
Deduction: YES					
Gas: Royalty: 15.00000000					
S/S OIL: Min: 5.00000000					
Other Percent: 15					
Min Pay: 6.32/MCM					
Max: 15.00000000 Div: 23.8365					
Prod/Sales: PROD					
Prod/Sales: PROD					
Prod/Sales: PROD					

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MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held

(cont'd)

M02940	C	Paid to: PAIDTO (R)		Paid by: PAIDBY (R)	
		PRAIRIESKYRO	66.67000000	0989 RESOURCE P	100.00000000
		FH ROYALTY	33.33000000		

ROYALTY DEDUCTIONS - Dec 03, 2003

crude oil & condensate - transportation costs to market connection, where sales not made f.o.b. the tanks serving the Royalty Lands, deductions not to reduce royalty to less than 50% of gross proceeds of sale

NG - gathering, compressing, treating, processing and transportation costs, deductions not to exceed those permitted by Alberta GCA. Depreciation of the cost of gathering, compressing, treating, processing and transporting facilities owned and utilized by grantor shall be charged on a unit of throughput basis over the economic life of facilities, provided that Grantor's investment in such facilities, as depreciated, shall not exceed prime plus 1% of Grantor's bank., deductions not to reduce royalty to less than 50%

<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
C02881 A	HERITAGE GROSS OVERRIDING R/L	PRODUCTS	N	N	100.00000000 % of PROD
	Roy Percent:	5.00000000			
	Deduction:	YES			
	Gas: Royalty:				
	S/S OIL: Min:	Max:	Min Pay:	Div:	Prod/Sales:
	Other Percent:		Min:		Prod/Sales:
	Paid to: RECR (C)	100.00000000	Paid by: PAYR (C)		Prod/Sales:
	CALEDONIAN		0989 RESOURCE P		100.00000000

GENERAL REMARKS -

*****IMPORTANT*****
5% ROYALTY ON 100% PRODUCTION PERTAINS TO "COMPTON'S SHARE OF PRODUCTION ONLY"

MFC RESOURCE PARTNERSHIP
Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held

(cont'd)

M02940 C

ROYALTY DEDUCTIONS -

CLAUSE 2.4 - GRANTOR'S ALLOWED DEDUCTIONS
UNIQUE DEDUCTIONS PLEASE REFER TO CLAUSE 2.4 OF THE AGREEMENT AS STANDARD
DEDUCTIONS DO NOT APPLY.

Royalty Type
CROWN SLIDING SCALE
Product Type
ALL PRODUCTS
Sliding Scale
Y
Convertible
N
% of Prod/Sales
100.00000000 % of PROD
Roy Percent:
Deduction: YES
Gas: Royalty:
S/S OIL: Min:
Other Percent:
Max:
Min Pay:
Div:
Min:
Prod/Sales:
Prod/Sales:
Prod/Sales:

Paid to: LESSOR (M)
ADR
100.00000000
Paid by: WI (C)
0989 RESOURCE P
BONAVISTA ENERG
75.00000000
25.00000000

ROYALTY DEDUCTIONS - Jan 05, 2006

Deductions allowed as per Provincial Regulations.

M02940 PNG CR Eff: Jun 18, 1959 64.000 C00841 D No WI
Sub: D WRR Exp: Jun 17, 1980 64.000 0989 RESOURCE P 75.00000000
A 116502 Ext: 15 48.000 BONAVISTA ENERG 25.00000000
100.00000000 BONAVISTA ENERG Count Acreage = No Total Rental: 0.00
Area : CROSSFIELD
TWP 23 RGE 28 W4M SE 28
PNG BELOW BASE
BELLY_RIVER_GROUP TO BASE ELKTON
EXCL PNG IN
BASAL_QUARTZ_SANDSTONE

MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code
File Status	Int Type / Lse No/Name		Gross			
Mineral Int	Operator / Payer		Net	DOI Partner(s)	*	*
						Lease Description / Rights Held

(cont'd)

M02940

Sub: D

Status	Hectares	Net	Hectares	Net
PRODUCING	64.000	48.000	NProd:	0.000
DEVELOPED	64.000	48.000	Undev:	0.000
PROVEN	64.000	48.000	NProv:	0.000

Royalty / Encumbrances

<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
C00841 D	GROSS OVERRIDING ROYALTY	ALL PRODUCTS	Y	N	75.00000000 % of
	Roy Percent:				
	Deduction:	YES			
	Gas: Royalty:	15.00000000	Min Pay:	6.32/MCM	Prod/Sales: PROD
	S/S OIL: Min:	5.00000000	Max:	15.00000000 Div: 23.8365	Prod/Sales: PROD
	Other Percent:	15	Min:		Prod/Sales:

Paid to:	PAIDTO (R)	Paid by:	PAIDBY (R)
PRAIRIESKYRO	66.67000000	0989 RESOURCE P	100.00000000
FH ROYALTY	33.33000000		

ROYALTY DEDUCTIONS - Dec 03, 2003

crude oil & condensate - transportation costs to market connection, where sales not made
f.o.b. the tanks serving the Royalty Lands, deductions not to reduce royalty to less than 50% of
gross proceeds of sale

NG - gathering, compressing, treating, processing and transportation costs, deductions not to
exceed those permitted by Alberta GCA. Depreciation of the cost of gathering, compressing,
treating, processing and transporting facilities owned and utilized by grantor shall be
charged on a unit of throughput basis over the economic life of facilities, provided that
Grantor's investment in such facilities, as depreciated, shall not exceed prime plus 1% of
Grantor's bank., deductions not to reduce royalty to less than 50%

Related Contracts	Status/Type
C00768 A JV	Aug 01, 1997 (I)
C00841 D FOP	Mar 10, 1998
C00845 B PA	Apr 27, 1998 (I)
C00846 A PA	Apr 24, 1998 (I)
C02881 A ORR	Jun 24, 2010
P00349 PURSAL	Jul 13, 2001 (I)
P00520 A PURSAL	Jun 01, 2006 (I)

----- Well U.W.I. Status/Type -----
100/02-28-023-28-W4/00 P/OIL

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Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	Lease Description / Rights Held
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	

(cont'd)

M02940 D _____ Royalty / Encumbrances _____

<Linked> Royalty Type Product Type Sliding Scale Convertible % of Prod/Sales
C02881 A HERITAGE GROSS OVERRIDING R/ALL PRODUCTS N 100.00000000 % of PROD
Roy Percent: 5.00000000
Deduction: YES
Gas: Royalty: Min Pay: Prod/Sales:
S/S OIL: Min: Div: Prod/Sales:
Other Percent: Min: Prod/Sales:
Paid to: RECR (C) Paid by: PAYR (C)
CALEDONIAN 100.00000000 0989 RESOURCE P 100.00000000

GENERAL REMARKS -

*****IMPORTANT*****
5% ROYALTY ON 100% PRODUCTION PERTAINS TO "COMPTON'S SHARE OF PRODUCTION ONLY"

ROYALTY DEDUCTIONS -

CLAUSE 2.4 - GRANTOR'S ALLOWED DEDUCTIONS
UNIQUE DEDUCTIONS PLEASE REFER TO CLAUSE 2.4 OF THE AGREEMENT AS STANDARD DEDUCTIONS DO NOT APPLY.

Royalty Type Product Type Sliding Scale Convertible % of Prod/Sales
CROWN SLIDING SCALE ALL PRODUCTS Y 100.00000000 % of PROD
Roy Percent:
Deduction: YES

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MFC RESOURCE PARTNERSHIP Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	Lease Description / Rights Held
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	

(cont'd)

M02940	D	Gas: Royalty: S/S OIL: Min: Other Percent:	Max:	Min Pay: Div: Min:	Prod/Sales: Prod/Sales: Prod/Sales:
		Paid to: LESSOR (M)	100.000000000	Paid by: WI (C)	
	ADRD			0989 RESOURCE P	75.000000000
				BONAVISTA ENERG	25.000000000

ROYALTY DEDUCTIONS - Jan 05, 2006

Deductions allowed as per Provincial Regulations.

M02940	PNG	CR	Eff: Jun 18, 1959	192.000	C00841 E	No	WI
Sub: E	WRR		Exp: Jun 17, 1980	192.000	0989 RESOURCE P		75.000000000
A	116502		Ext: 15	144.000	BONAVISTA ENERG		25.000000000
	0989 RESOURCE P						
100.000000000	BONAVISTA ENERG	Count Acreage =	No	Total Rental:	0.00		

Status	Hectares	Net	Hectares	Net
NON-PRODUCING Prod:	0.000	0.000	NProd:	144.000
UNDEVELOPED Dev:	0.000	0.000	Undev:	144.000
NONPROVEN Prov:	0.000	0.000	NProv:	144.000

Area : CROSSFIELD	Related Contracts
TWP 23 RGE 28 W4M N & SW 28	C00841 E FOP Mar 10, 1998
PNG IN BASAL_QUARTZ_SANDSTONE	C00845 C PA Apr 27, 1998 (I)
	C00846 A PA Apr 24, 1998 (I)
	C02881 A ORR Jun 24, 2010
	P00520 A PURSAL Jun 01, 2006 (I)

Royalty / Encumbrances			
<Linked> Royalty Type	Product Type	Sliding Scale	Convertible
C00841 E GROSS OVERRIDING ROYALTY	ALL PRODUCTS	Y	N
Roy Percent:			% of
Deduction: YES			75.000000000

MFC RESOURCE PARTNERSHIP
Mineral Property Report

REPORTED IN HECTARES

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor	Net	Doi Partner(s)	*	*		Lease Description / Rights Held

(cont'd)

M02940	E	Gas: Royalty: 15.000000000	Min Pay: 6.32/MCM			Prod/Sales: PROD
		S/S OIL: Min: 5.000000000	Max: 15.000000000	Div: 23.8365		Prod/Sales: PROD
		Other Percent: 15	Min:			Prod/Sales:
		Paid to: PAIDTO (R)	Paid by: PAIDBY (R)			
		HARVEST 33.335000000	0989 RESOURCE P	100.000000000		
		FH ROYALTY 33.330000000				
		BREEZE 33.335000000				

ROYALTY DEDUCTIONS - Dec 03, 2003

crude oil & condensate - transportation costs to market connection, where sales not made
f.o.b. the tanks serving the Royalty Lands, deductions not to reduce royalty to less than 50% of
gross proceeds of sale

NG - gathering, compressing, treating, processing and transportation costs, deductions not to
exceed those permitted by Alberta GCA. Depreciation of the cost of gathering, compressing,
treating, processing and transporting facilities owned and utilized by grantor shall be
charged on a unit of throughput basis over the economic life of facilities, provided that
Grantor's investment in such facilities, as depreciated, shall not exceed prime plus 1% of
Grantor's bank., deductions not to reduce royalty to less than 50%

Royalty / Encumbrances

<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
C02881 A	HERITAGE GROSS OVERRIDING R/L	PRODUCTS	N	N	100.00000000 % of PROD
	Roy Percent: 5.00000000				
	Deduction: YES				
	Gas: Royalty:	Min Pay:			Prod/Sales:
	S/S OIL: Min:	Div:			Prod/Sales:
	Other Percent:	Min:			Prod/Sales:
	Paid to: RECR (C)	Paid by: PAYR (C)			

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MFC RESOURCE PARTNERSHIP
Mineral Property Report

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	Lease Description / Rights Held
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	

(cont'd)

M02940	E	CALEDONIAN	100.00000000	0989 RESOURCE P		100.00000000	
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GENERAL REMARKS -

*****IMPORTANT*****
5% ROYALTY ON 100% PRODUCTION PERTAINS TO "COMPTON'S SHARE OF PRODUCTION ONLY"

ROYALTY DEDUCTIONS -

CLAUSE 2.4 - GRANTOR'S ALLOWED DEDUCTIONS
UNIQUE DEDUCTIONS PLEASE REFER TO CLAUSE 2.4 OF THE AGREEMENT AS STANDARD DEDUCTIONS DO NOT APPLY.

Royalty Type CROWN SLIDING SCALE	Product Type ALL PRODUCTS	Sliding Scale Y	Convertible N	% of Prod/Sales 100.00000000 % of PROD
Roy Percent: Deduction: YES	Max:	Min Pay:	Prod/Sales:	
Gas Royalty:		Div:	Prod/Sales:	
S/S OIL: Min:		Min:	Prod/Sales:	
Other Percent:				
Paid to: LESSOR (M)	Paid by: WI (C)			
ADRD	100.00000000	0989 RESOURCE P	75.00000000	
		BONAVISTA ENERG	25.00000000	

ROYALTY DEDUCTIONS - Jan 05, 2006

Deductions allowed as per Provincial Regulations.

MFC RESOURCE PARTNERSHIP Mineral Property Report

REPORTED IN HECTARES

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	DOI Partner(s)	*	*	Lease Description / Rights Held
M02940	PNG	CR	Eff: Jun 18, 1959	64,000	C00841 F No	WI	
Sub: F	WRR		Exp: Jun 17, 1980	64,000	0989 RESOURCE P	75,000,000,000	Area : CROSSFIELD
A	116502		Ext: 15	48,000	BONAVISTA ENERG	25,000,000,000	TWP 23 RGE 28 W4M SE28
	0989 RESOURCE P						PNG IN BASAL_QUARTZ_SANDSTONE
100,000,000,000	BONAVISTA ENERG	Count Acreage = No	Total Rental: 0.00				

Status	Hectares	Net	Hectares	Net	Related Contracts
NON-PRODUCING	0.000	0.000	64,000	48,000	C00841 F FOP Mar 10, 1998
UNDEVELOPED	0.000	0.000	64,000	48,000	C00845 B PA Apr 27, 1998 (I)
NONPROVEN	0.000	0.000	64,000	48,000	C00846 A PA Apr 24, 1998 (I)
					C02881 A ORR Jun 24, 2010
					P00520 A PURSAL Jun 01, 2006 (I)

Royalty / Encumbrances

<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
C00841 F	GROSS OVERRIDING ROYALTY	ALL PRODUCTS	Y	N	75,000,000,000 % of
	Roy Percent:				
	Deduction: YES				
	Gas: Royalty: 15,000,000,000				
	S/S OIL: Min: 5,000,000,000				
	Other Percent: 15				
	Paid to: PAIDTO (R)				
	HARVEST 33,335,000,000				
	FH ROYALTY 33,330,000,000				
	BREEZE 33,335,000,000				
	Paid by: PAIDBY (R)				
	0989 RESOURCE P 100,000,000,000				
	Min Pay: 6.32/MCM				
	Max: 15,000,000,000				
	Div: 23.8365				
	Prod/Sales: PROD				
	Prod/Sales: PROD				
	Prod/Sales:				

ROYALTY DEDUCTIONS - Dec 03, 2003

crude oil & condensate - transportation costs to market connection, where sales not made
f.o.b. the tanks serving the Royalty Lands, deductions not to reduce royalty to less than 50% of
gross proceeds of sale
NG - gathering, compressing, treating, processing and transportation costs, deductions not to

MFC RESOURCE PARTNERSHIP
Mineral Property Report

REPORTED IN HECTARES

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held

(cont'd)

M02940 F exceed those permitted by Alberta GCA. Depreciation of the cost of gathering, compressing, treating, processing and transporting facilities owned and utilized by grantor shall be charged on a unit of throughput basis over the economic life of facilities, provided that Grantor's investment in such facilities, as depreciated, shall not exceed prime plus 1% of Grantor's bank., deductions not to reduce royalty to less than 50%

<Linked> Royalty Type Product Type Sliding Scale Convertible % of Prod/Sales
C02881 A HERITAGE GROSS OVERRIDING RALL PRODUCTS N N 100.00000000 % of PROD
Roy Percent: 5.00000000
Deduction: YES
Gas: Royalty: Min Pay: Prod/Sales:
S/S OIL: Min: Max: Div: Prod/Sales:
Other Percent: Min: Min: Prod/Sales:
Paid to: RECR (C) Paid by: PAYR (C)
CALEDONIAN 100.00000000 0989 RESOURCE P 100.00000000

GENERAL REMARKS -
*****IMPORTANT*****
5% ROYALTY ON 100% PRODUCTION PERTAINS TO "COMPTON'S SHARE OF PRODUCTION ONLY"

ROYALTY DEDUCTIONS -
CLAUSE 2.4 - GRANTOR'S ALLOWED DEDUCTIONS
UNIQUE DEDUCTIONS PLEASE REFER TO CLAUSE 2.4 OF THE AGREEMENT AS STANDARD DEDUCTIONS DO NOT APPLY.

Royalty Type Product Type Sliding Scale Convertible % of Prod/Sales

Province: ALBERTA

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MFC RESOURCE PARTNERSHIP Mineral Property Report

REPORTED IN HECTARES

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held

(cont'd)

M05652

Sub: A

Status	Hectares	Net	Hectares	Net	
NON-PRODUCING	0.000	0.000	192.000	106.675	Mar 31, 2011
UNDEVELOPED	0.000	0.000	192.000	106.675	Jun 24, 2010
NONPROVEN	0.000	0.000	192.000	106.675	Jan 01, 2005 (I)

Royalty / Encumbrances

<Linked>	Royalty Type	Product Type	Sliding Scale	Convertible	% of Prod/Sales
C02881 A	HERITAGE GROSS OVERRIDING R/ALL PRODUCTS	N	N	100.00000000	% of PROD
	Roy Percent: 5.00000000				
	Deduction: YES				
	Gas: Royalty:	Min Pay:			Prod/Sales:
	S/S OIL: Min:	Div:			Prod/Sales:
	Other Percent:	Min:			Prod/Sales:
	Paid to: RECR (C)	Paid by: PAYR (C)			
	CALEDONIAN	0989 RESOURCE P		100.00000000	

GENERAL REMARKS -

*****IMPORTANT*****
5% ROYALTY ON 100% PRODUCTION PERTAINS TO "COMPTON'S SHARE OF PRODUCTION ONLY"

ROYALTY DEDUCTIONS -

CLAUSE 2.4 - GRANTOR'S ALLOWED DEDUCTIONS
UNIQUE DEDUCTIONS PLEASE REFER TO CLAUSE 2.4 OF THE AGREEMENT AS STANDARD DEDUCTIONS DO NOT APPLY.

MFC RESOURCE PARTNERSHIP
Mineral Property Report

Province: ALBERTA

REPORTED IN HECTARES

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code
File Status	Int Type / Lse No/Name		Gross			
Mineral Int	Operator / Payor		Net	DOI Partner(s)	*	Lease Description / Rights Held

(cont'd)

M05652	A	
Royalty Type	Product Type	% of Prod/Sales
CROWN SLIDING SCALE	ALL PRODUCTS	
Roy Percent:	Sliding Scale	Convertible
	Y	N
Deduction:		100.00000000 % of PROD
Gas: Royalty:	Min Pay:	Prod/Sales:
S/S OIL: Min:	Div:	Prod/Sales:
Other Percent:	Min:	Prod/Sales:
Paid to:	Paid by:	
ADRD	WI	(C)
	0989 RESOURCE P	55.56000000
	TAQA	44.44000000

ROYALTY DEDUCTIONS - Feb 15, 2006

Deductions allowed as per Provincial Regulations.

M05653	PNG	CR	Eff: Jan 24, 1963	64.000		WI
Sub: A	WI		Exp: Jan 23, 1984	64.000	0989 RESOURCE P	100.000000000
A	127056B		Ext: 15	64.000		
	0989 RESOURCE P				Total Rental:	224.00
100.000000000	0989 RESOURCE P					
----- Related Contracts -----						
C02881 A	ORR				JUN 24, 2010	
P00454 A	PURSAL				JAN 01, 2005 (I)	
----- Well U.W.I. Status/Type -----						
100/05-34-023-28-W/02 DRAIN/A						
100/05-34-023-28-W/03 P/OIL						

MFC RESOURCE PARTNERSHIP
Mineral Property Report

REPORTED IN HECTARES

Province: ALBERTA

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held

(cont'd)

M05653 A Royalty / Encumbrances 100/06-34-023-28-W4/00 ABA/OIL

<Linked> Royalty Type Product Type Sliding Scale Convertible % of Prod/Sales
C02881 A HERITAGE GROSS OVERRIDING R/ALL PRODUCTS N N 100.00000000 % of PROD

Roy Percent: 5.00000000

Deduction: YES

Gas: Royalty:

S/S OIL: Min:

Other Percent:

Min Pay:

Div:

Min:

Prod/Sales:

Prod/Sales:

Prod/Sales:

Paid to: RECR (C) Paid by: PAYR (C)
CALEDONIAN 0989 RESOURCE P 100.00000000

GENERAL REMARKS -

*****IMPORTANT*****
5% ROYALTY ON 100% PRODUCTION PERTAINS TO "COMPTON'S SHARE OF PRODUCTION ONLY"

ROYALTY DEDUCTIONS -

CLAUSE 2.4 - GRANTOR'S ALLOWED DEDUCTIONS
UNIQUE DEDUCTIONS PLEASE REFER TO CLAUSE 2.4 OF THE AGREEMENT AS STANDARD DEDUCTIONS DO NOT APPLY.

Royalty Type Product Type Sliding Scale Convertible % of Prod/Sales
CROWN SLIDING SCALE ALL PRODUCTS Y N 100.00000000 % of PROD
Roy Percent:
Deduction: YES

MFC RESOURCE PARTNERSHIP
Mineral Property Report

Province: ALBERTA

REPORTED IN HECTARES

[illegible]

2. Wells, Pipelines and Facilities

Wells

Location	Licence	Vendor Interest
00/04-10-023-28W4	0189985	100%
00/04-21-023-28W4	0179609	97.5%
00/07-21-023-28W4	0256890	97.2678%
00/10-21-023-28W4	0177460	97.5%
02/10-21-023-28W4	0203704	97.5%
00/12-21-023-28W4	0181274	97.5%
00/02-28-023-28W4	0214266	75%
00/07-33-023-28W4	0031415	100%
02/10-28-023-28W4	0327717	100%
00/05-34-023-28W4	0037686	100%

Pipelines

From	To	Licence (Line)
6-34-23-28-W4M	7-33-23-28-W4M	28351 (1)
7-33-23-28-W4M	4-10-23-28-W4M	24493 (2)
7-33-23-28-W4M	10-21-23-28-W4M	28709 (1)
11-28-23-28-W4M	10-21-23-28-W4M	46191
3-28-23-28-W4M	10-21-23-28-W4M	34879
10-21-23-28-W4M	6-29-22-28-W4M	34425 (1)

Facilities

Location	Type	Licence
7-33-23-28-W4M	Crude Oil Multi-Well Proration Battery	F3379
10-21-23-28-W4M	Gas Multi-well Effluent Battery, Gas Gathering System and Compressor Station	F3377
10-21-23-28-W4M	Oil Satellite, Crude Oil Multi- Well Group Battery and Gas Multi-well Group Battery	F3378

Schedule "C"

Encumbrances – Not Permitted

NIL

Schedule "D"

CERTIFICATES OF TITLE

LAND TITLE CERTIFICATE NUMBER	LAND TITLES DESCRIPTION	REGISTRATION NUMBER	REGISTRATION DATE	PARTICULARS
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Nil

Schedule "E" to a Sale Approval and Vesting Order dated ***

Permitted Encumbrances, Caveats, Easements and Restrictive Covenants

UTILITY-RIGHT-OF-WAYS - EASEMENTS

To be transferred into the name of the Purchaser or its Nominee

COMPANY FILE NO.	LANDS	TITLE NO.	REGISTRATION NO.	REGISTRATION DATE
E05756-01	Twp.23 Rge.28 W4M: SW34	091 147 601 761 006 055 761 006 055 B 761 006 055 C 761 006 055 D 761 006 055 E		
E05756-02	Twp.23 Rge.28 W4M: SE33	111 294 755	961 162 692	19/07/21996
E05000-01	Twp.23 Rge.28 W4M: SE33	111 294 755	971 192 226	04/07/1997
E05000-02	Twp.23 Rge.28 W4M: SW33	081 417 805	971 192 221	04/07/1997
E05000-03	Twp.23 Rge.28 W4M: NW28	161 100 053	971 130 477	09/05/1997
E05000-04	Twp.23 Rge.28 W4M: SW28	161 100 053 +1	971 130 399	09/05/1997
E05000-05	Twp.23 Rge.28 W4M: NW21	071 486 334 121 008 510	971 130 482	09/05/1997
E05000-06	Twp.23 Rge.28 W4M: NE21	201 001 422 151 160 104 +2	971 160 243	05/06/1997
E05000-07	Twp.23 Rge.28 W4M: SE21	991 034 003	971 124 160	05/05/1997
E05000-08	Twp.23 Rge.28 W4M: E16	111 315 112	971 119 693	01/05/1997
E05000-09	Twp.23 Rge.28 W4M: SE16	131 200 430 +2	971 131 662	10/05/1997
E05000-10	Twp.23 Rge.28 W4M: SW15	151 119 595	971 155 332	31/05/1997
E05000-11	Twp.23 Rge.28 W4M: NW10	061 001 760	971 188 465	02/07/1997
E05000-12	Twp.23 Rge.28 W4M: SW10	031 192 585	971 188 472	02/07/1997
E002070	Twp.23 Rge.28 W4M: S33	111 294 755	951 281 623	08/12/1995
E002069	Twp.23 Rge.28 W4M: NW28	161 100 053	951 281 624	08/12/1995

E002069	Twp.23 Rge.28 W4M: SW28	161 100 053 +1	951 281 624	08/12/1995
E002067	Twp.23 Rge.28 W4M: E of NW 21	931 247 423	951 257 384	09/11/1995
E002068	Twp.23 Rge.28 W4M: NE21	201 001 422 151 160 104 +2	951 257 385	09/11/1995
E004304-01	Twp.23 Rge.28 W4M: NW28	161 100 053	051 288 036	10/08/2005
E004304-02	Twp.23 Rge.28 W4M: SW28	161 100 053 +1	051 288 035	10/08/2005
E004304-03	Twp.23 Rge.28 W4M: Ptn NW21 (lot 1)	121 008 510	051 218 264	20/06/2005
E004304-04	Twp.23 Rge.28 W4M: Ptn NW21 (lot 2)	071 486 334	051 218 265	20/06/2005
E004304-05	Twp.23 Rge.28 W4M: NE21	201 001 422 151 160 104 2	051 288 266	20/06/2005
E002094	Twp.23 Rge.28 W4M: SW28	161 100 053 +1	981 343 830	03/11/1998
E002095	Twp.23 Rge.28 W4M: NW21 Lot 1	121 008 510	001 239 511	25/08/2000
E002096	Twp.23 Rge.28 W4M: NW21 Lot 2	071 486 334	001 239 512	25/08/2000
MP0497	Twp.23 Rge.28 W4M: SE21	991 034 003	001 187 089	07/07/2000
MP0498	Twp.23 Rge.28 W4M: SW21	041 297 322 +2 041 297 322 +3 111 145 684 +2 111 145 692 +2 181 029 134 +2 791 077 845 791 077 845 D 881 123 384	001 342 247	29/11/2000
MP0492	Twp.23 Rge.28 W4M:SE16	131 200 430 +2	001 187 084	07/07/2000
MP0493	Twp.23 Rge.28 W4M: NW16	961 252 355 +1	001 085 238	01/04/2000
MP0495-01	Twp.23 Rge.28 W4M: SW16	127F249 131 086 511 131 086 511 +1 171 087 305	001 187 087	07/07/2000

MP0496	Twp.23 Rge.28 W4M: SW16	021207824 +5	001 187 088	07/07/2000
MP0499-01	Twp.23 Rge.28 W4M: SE4	131 033 966 +1	001 187 090	07/07/2000
MP0499-02	Twp.23 Rge.28 W4M: 3,4,E9,W10		Indemnity Agreement	
MP0500	Twp.22 Rge.28 W4M:W32	071 295 590	001 187 091	07/07/2000
MP0491	Twp.22 Rge.28 W4M:W29	031 208 030 031 303 934 031 342 646 031 358 581 +1 031 358 663 +1 031 365 518 +1 031 365 583 +1 031 365 699 031 365 789 +1 031 365 794 161 050 074	001 187 083	07/07/2000
E002077	Twp.23 Rge.28 W4M:NE21	201 001 422 151 160 104 +2	981 343 831	03/11/1998
E002078	Twp.23 Rge.28 W4M:NW21	121 008 510	981 318 891	14/10/1998
E002079	Twp.23 Rge.28 W4M:SW28	161 100 053 +1	981 343 830	03/11/1998

SURFACE LEASE CAVEATS

To be transferred in to the name of the Purchaser or its Nominee

COMPANY NO.	FILE	LANDS	TITLE NO.	REGISTRATION NO.	REGISTRATION DATE
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S5002	23-28-W4M:SW10	031 192 585	961 182 073	12/08/1996
S2055	23-28-W4M:NE21	201 001 422 151 106 104 +2	951 108 313	15/05/1995
S2059	23-28-W4M:NE21	201 001 422 151 106 104 +2	971 168 591	12/06/1997
S2058	23-28-W4M:SW28	161 100 053 +1	981 271 488	04/09/1998
S4179	23-28-W4M:NW28	161 100 053	051 079 145	09/03/2005
S5778	23-28-W4M:SW34	091 147 601	210LL	23/03/1972

		761 006 055 761 006 055 B 761 006 055 C 761 006 055 D 761 006 055 E		
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SURFACE RIGHTS BOARD ORDERS – EASEMENTS

NIL

CAVEATS – EASEMENTS

NIL

Schedule "F"

CROWN LEASES

Vendor File #	Title Document	Legal Description
M03042	Cr P&NG Lease 0478080008	23-28-W4M:Ptn. 14
M03042	Cr P&NG Lease 0478080008	23-28-W4M:Ptn. 14
M02940	Cr P&NG Lease 116502	23-28-W4M:28
M02940	Cr P&NG Lease 116502	23-28-W4M:28
M05652	Cr P&NG Lease 127056A	23-28-W4M:N&SE34
M05653	Cr P&NG Lease 127056B	23-28-W4M:SW34

FREEHOLD MINERAL LEASES

M03043 PrairieSky Lease dated August 29, 1978 23-28-W4M:Ptn. NE14

M03044 PrarieSky Lease dated August 29, 1978 23-28-W4M;Ptn. NW14