

COURT FILE NUMBER **1701-03460**

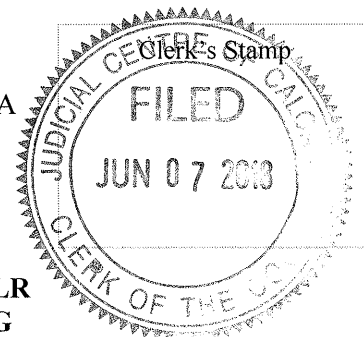
COURT COURT OF QUEEN'S BENCH OF ALBERTA

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 DOCUMENT

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File No. 547730/000021

I hereby certify this to be a true copy of the original Order dated this 7 day of June 20 18
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: June 7, 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 Eighth Report of the Receiver, dated May 28, 2018 (the “Eighth Report”), the Confidential Appendices to the Eighth Report (the “Confidential Appendices”) 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.

Sealing Order

1. The Confidential Appendices shall 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 Report 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 APPENDIX TO THE RECEIVER'S EIGHTH REPORT, DATED May 28, 2018, FILED IN COURT FILE NO. 1701-03460, WHICH SHALL BE SEALED UNTIL FURTHER ORDER OF THE COURT, PURSUANT TO AN ORDER ISSUED BY THE HONOURABLE JUSTICE B.E. ROMAINE ON JUNE 7, 2018, AND IS NOT TO BE PLACED ON THE PUBLIC RECORD OR MADE PUBLICLY ACCESSIBLE.

2. The Receiver is empowered and authorized, but not directed, to provide the Confidential Appendices (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.
3. 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.

Partial Discharge

2. 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 3 of the Eighth Report (the "**Licenses**").

3. 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.
4. 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.
5. 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.

Engagement and Listing Agreements

6. The Millenia Engineering engagement letter, appended to the Eighth Report at Appendix 4 (the unredacted version being Confidential Appendix 9), is hereby approved and the Receiver is authorized and directed to engage Millenia Engineering and to take all such necessary steps to complete such engagement, in accordance with the terms of the engagement letter and pursuant to paragraph 5(d) of the Expanded Receivership Order.
7. The Energy Auctions engagement letter, appended to the Eighth Report at Appendix 5 (the unredacted version being Confidential Appendix 10), is hereby approved and the Receiver is authorized and directed to engage Energy Auctions and to take all such necessary steps to complete such engagement, in accordance with the terms of the engagement letter and pursuant to paragraph 3(d) of the Lexin Receivership Order.
8. The Remax Southern Realty Listing Agreement, appended to the Eight Report at Appendix 6 is hereby approved and the Receiver is authorized and directed to engage Remax Southern Realty and to take all such necessary steps to complete such engagement in accordance with the listing agreement and pursuant to paragraph 5(d) of the Expanded Receivership Order.

Approval of Activities & Fees

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

" Justice B.E. Romaine "
Justice of the Court of Queen's Bench of Alberta