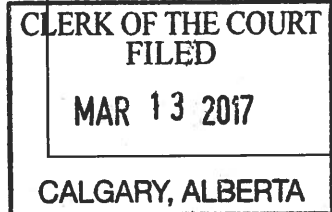


Clerk's stamp

**FORM 27
[RULE 6.3]**



COURT FILE NUMBER 1701 - 03460

COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

PLAINTIFF/APPLICANT ALBERTA ENERGY REGULATOR

DEFENDANT/RESPONDENT LEXIN RESOURCES LTD.

DOCUMENT **AFFIDAVIT OF LAURA CHANT**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT **JENSEN SHAWA SOLOMON DUGUID HAWKES LLP**
Barristers
800, 304 - 8 Avenue SW
Calgary, Alberta T2P 1C2

Christa Nicholson
Phone: 403 571 1520
Fax: 403 571 1528
File: 13817.001

**AFFIDAVIT OF LAURA CHANT
SWORN ON March 11, 2017**

**EXHIBITS
(Volume 1 of 2 – Exhibit "A – T")**

This is Exhibit "A" referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

Government of Alberta ■ Corporation/Non-Profit Search

Corporate Registration System

Date of Search: 2017/03/09
Time of Search: 09:30 AM
Search provided by: ALBERTA ENERGY AND UTILITIES BOARD

Service Request Number: 26673386
Customer Reference Number:

Corporate Access Number: 2117942876
Legal Entity Name: LEXIN RESOURCES LTD.

Name History:

Previous Legal Entity Name	Date of Name Change (YYYY/MM/DD)
COMPTON PETROLEUM CORPORATION	2014/03/11
MFC ENERGY CORPORATION	2016/02/02

Legal Entity Status: Active
Extra-Provincial Type: Other Prov/Territory Corps
Registration Date: 2014/01/07 YYYY/MM/DD
Date Of Formation in Home Jurisdiction: 2013/12/23 YYYY/MM/DD
Home Jurisdiction: BRITISH COLUMBIA
Home Jurisdiction CAN: BC0989353

Primary Attorney:

Last Name	First Name	Middle Name	Firm Name	Street	City	Province	Postal Code
SQUIBB	BRADLEY	G.	STIKEMAN ELLIOTT LLP	4300 BANKERS HALL WEST, 888 - 3RD STREET S.W.	CALGARY	ALBERTA	T2P5C5

Head Office Address:

Street: 1000 CATHEDRAL PLACE, 925 WEST GEORGIA STREET
City: VANCOUVER
Province: BRITISH COLUMBIA
Postal Code: V6C3L2

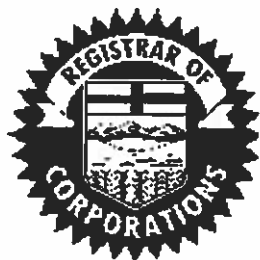
Country: CANADA

Other Information:

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2014/01/07	Register Extra-Provincial Profit / Non-Profit Corporation
2016/02/02	Name Change Extra-Provincial
2016/02/19	Change Attorney
2016/02/19	Change Attorney

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.





BC Company Summary

For
LEXIN RESOURCES LTD.

Date and Time of Search: February 21, 2017 07:01 AM Pacific Time

Currency Date: December 05, 2016

ACTIVE

Incorporation Number: BC0989353

Name of Company: LEXIN RESOURCES LTD.

Recognition Date and Time: December 23, 2013 02:58 PM Pacific Time as a result of an Amalgamation In Liquidation: No

Last Annual Report Filed: December 23, 2015

Receiver: No

COMPANY NAME INFORMATION

Previous Company Name

Date of Company Name Change

MFC ENERGY CORPORATION

February 02, 2016

COMPTON PETROLEUM CORPORATION

March 11, 2014

AMALGAMATING CORPORATION(S) INFORMATION

Name of Amalgamating Corporation

Incorporation Number in BC

COMPTON PETROLEUM CORPORATION

C0958817

MFC ACQUISITION INC.

BC0945224

REGISTERED OFFICE INFORMATION

Mailing Address:

1000 CATHEDRAL PLACE
925 WEST GEORGIA STREET
VANCOUVER BC V6C 3L2
CANADA

Delivery Address:

1000 CATHEDRAL PLACE
925 WEST GEORGIA STREET
VANCOUVER BC V6C 3L2
CANADA

RECORDS OFFICE INFORMATION

Mailing Address:

1000 CATHEDRAL PLACE
925 WEST GEORGIA STREET
VANCOUVER BC V6C 3L2
CANADA

Delivery Address:

1000 CATHEDRAL PLACE
925 WEST GEORGIA STREET
VANCOUVER BC V6C 3L2
CANADA

DIRECTOR INFORMATION

Last Name, First Name, Middle Name:

Cezek, Jasmina

Mailing Address:

UNIT 1-2, 9/FL, TECHNOLOGY PLAZA
651 KINGS ROAD
QUARRY BAY, HONG KONG SAR
CHINA

Delivery Address:

UNIT 1-2, 9/FL, TECHNOLOGY PLAZA
651 KINGS ROAD
QUARRY BAY, HONG KONG SAR
CHINA

Last Name, First Name, Middle Name:

Smith, Michael J.

Mailing Address:

UNIT 803, 8/F, DINA HOUSE
RUTTONJEE CENTRE, 11 DUDELL STREET
CENTRAL HONG KONG SAR
CHINA

Delivery Address:

UNIT 803, 8/F, DINA HOUSE
RUTTONJEE CENTRE, 11 DUDELL STREET
CENTRAL HONG KONG SAR
CHINA

OFFICER INFORMATION AS AT December 23, 2015

Last Name, First Name, Middle Name:

Jennings, Rob

Office(s) Held: (Other Office(s))**Mailing Address:**

SUITE 1860, 400 BURRARD STREET
VANCOUVER BC V6C 3A6
CANADA

Delivery Address:

SUITE 1860, 400 BURRARD STREET
VANCOUVER BC V6C 3A6
CANADA

Last Name, First Name, Middle Name:

Smith, Michael J.

Office(s) Held: (President, Secretary)**Mailing Address:**

UNIT 803, 8/F, DINA HOUSE
RUTTONJEE CENTRE, 11 DUDELL STREET
CENTRAL HONG KONG SAR
CHINA

Delivery Address:

UNIT 803, 8/F, DINA HOUSE
RUTTONJEE CENTRE, 11 DUDELL STREET
CENTRAL HONG KONG SAR
CHINA

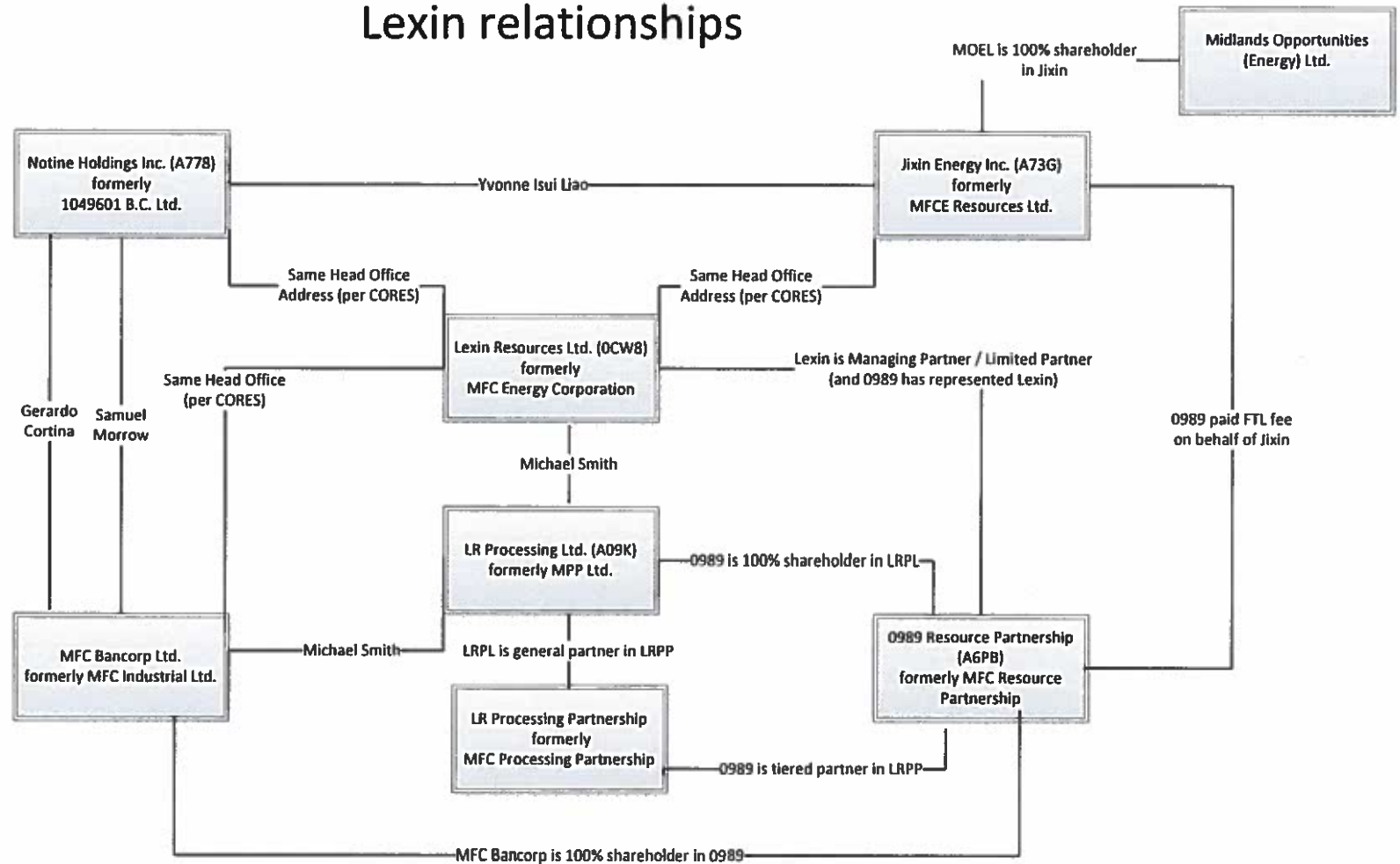
This is Exhibit "B" referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



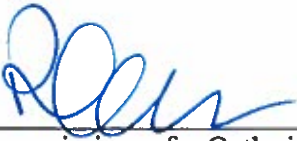
A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
In and for Alberta
being a Barrister and Solicitor

Lexin relationships



This is Exhibit "C" referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor



June 1, 2016

VIA: Email (Laura.Chant@aer.ca)

Ms. Helène de Beer
Director of Closure and Liability (Oil and Gas)
C/O Laura Chant
Compliance Officer, Liability Management, Closure & Liability
Alberta Energy Regulator
Suite 1000, 250 – 5th Street SW
Calgary, Alberta T2P 0R4

Re: Environmental Protection Order (EPO) dated April 12, 2016
Weekly Status Report 8
Serious Surface Casing Vent Flow/Gas Migration (SCVF/GM)
06-03-070-06W6, AER Licence No. 0120403
08-04-070-06W6, AER Licence No. 0123432

Dear Helène,

This is Chinook Energy Inc. ("Chinook") weekly status report pursuant to section 3 of the EPO issued by your office under section 113 of the *Environmental Protection and Enhancement Act* and section 27 of the *Oil and Gas Conservation Act*. In compliance with the same, we will continue to submit a weekly report to your office on or before noon of each Thursday until directed otherwise.

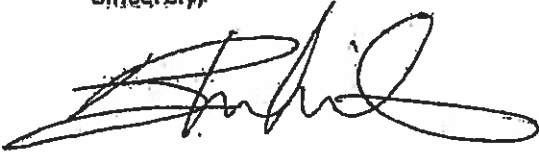
The following activities have occurred since our last update:

- As of June 1, 2016 Chinook has received cash call funds from all WIPs except for MFC (Lexin Resources Ltd.)
- On Friday May 27, 2016 Lexin Resources Ltd. contacted Chinook and committed to paying the cash call this week. Lexin has not returned calls from Chinook this week and Chinook has not received the cash call funds at the time of writing this update.
- Since the agreed time frame to receive the call funds have since past Chinook and the other WIPs would like the AER to acknowledge that Lexin Resource Ltd is in default of meeting their obligation with respect to the EPO.

- Mobilization of equipment to 8-4-70-6W6 is schedule to take place June 10, 2016 pending weather.

Should you have any questions or need to discuss the items outlined in this submission please contact me at (403) 290-4941 or ryanw@chinookenergyinc.com

Sincerely,



Ryan White
Vice President, Drilling and Completions
Chinook Energy Inc.
(403) 290-4941 office
(403) 512-2240 cell

cc: Tyler Adair, Mineral Land Negotiator (Progress)
James Cummings, Director Legal Services (Progress)
April Broughton, Manager, EHS & Regulatory Affairs (Lexin Resources Ltd.)
Mark Lenson (Dark Warrior Resources Ltd.)
Randy Rey (Dark Warrior Resources Ltd.)
Clayton Roska, President (Highmark Energy Corp.)
Jason Alfke, Abandonment Coordinator (Orphan Well Association)

This is Exhibit "D" referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

Made at Calgary, in the
Province of Alberta, on

June 15, 2016

ALBERTA ENERGY REGULATOR

Under section 22 of the Oil and Gas Conservation Act

Lexin Resources Ltd.

Suite 300, 1207 – 11 Avenue SW
Calgary, Alberta T3C 0M5

WHEREAS Lexin Resources Ltd. (Lexin) is the holder of Facility License No. 2588 issued by the Alberta Energy Regulator (AER) for a sour gas facility located at SE ¼ 35-19-28 W4M (Facility);

WHEREAS section 22 of the Oil and Gas Conservation Act permits the AER to impose terms and conditions on a licensee if it has reasonable grounds to believe the licensee has contravened any Act or regulation under the jurisdiction of the AER;

WHEREAS the AER has reasonable grounds to believe that Lexin has contravened one or more statutes, regulations, directives or other regulatory instruments under the jurisdiction of the AER;

WHEREAS on June 5 and 8, 2016 Lexin advised the AER that the Sulphur Recovery portion of the Facility was shut in;

WHEREAS in contravention of Section 4.3.5.2 of AER Directive 017 and Section 14.011 of the Oil and Gas Conservation Rules, Lexin was issued a notice of noncompliance on February 5, 2016 for not having a dilution gas meter installed (Notice of Noncompliance);

WHEREAS in contravention of the Notice of Noncompliance, and despite being granted an extension by the AER to comply with the Notice of Noncompliance, Lexin advised the AER on March 21, 2016, that it had failed to install a dilution gas meter;

WHEREAS on February 4, 2016 an AER inspector conducting an inspection at the Facility observed numerous bags of spent catalyst, some of which were split open and spent catalyst was observed on the ground, and Lexin confirmed that the spent catalyst had been stored at the Facility for over one year; and

WHEREAS in contravention of Section 3.3 of AER Directive 055 and Sections 8.030(1) and 8.150(4) of the Oil and Gas Conservation Rules, and despite previously being advised of the noncompliance by the AER on February 5, 2016, Lexin advised the AER on March 21, 2016 that it had failed to remove the spent catalyst.

THEREFORE, I, Ron Wagener, Director, under section 22 of the *Oil and Gas Conservation Act*, DO HEREBY ORDER:

1. Lexin shall not re-start the Sulphur Recovery portion of the Facility until:
 - a. Lexin installs a dilution gas meter and provides the AER with written confirmation that the meter has been installed, operational and calibrated; and
 - b. the AER conducts an inspection to confirm the gas meter has been properly installed, is operational, calibrated and provides Lexin with written authorization to re-start the Sulphur Recovery portion of the Facility.
2. Lexin shall remove the bags of spent catalyst and remove all the spent catalyst on the ground at the Facility on or before June 30, 2016 and provide written confirmation to the AER upon completion of same.

Dated at the City of Calgary in the Province of Alberta, the 15th day of June, 2016.

<original signed by>

Ron Wagener, Director, Enforcement and Surveillance West
Alberta Energy Regulator

In complying with this order, the party or parties named must obtain all approvals necessary, notwithstanding the above requirements.

This order in no way precludes any enforcement actions being taken under the *Environmental Protection and Enhancement Act* or any other provincial or federal legislation regarding this contravention or by any other regulator with jurisdiction for the contravention.

Under the *Responsible Energy Development Act*, an eligible person may appeal decisions that meet certain criteria. Eligible persons and appealable decisions are defined in section 36 of the *Responsible Energy Development Act* and section 3.1 of the *Responsible Energy Development Act General Regulation*. If you wish to file a request for regulatory appeal, you must submit your request according to the AER's requirements. You can find filing requirements and forms on the AER website, www.aer.ca, under Applications & Notices: Appeals.

This is Exhibit "E" referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

Made at Calgary, in the
Province of Alberta, on

August 9, 2016

ALBERTA ENERGY REGULATOR

Under section 113 of the *Environmental Protection and Enhancement Act* (EPEA)

Under section 27 of the *Oil and Gas Conservation Act* (OGCA)

Under section 23 of the *Pipeline Act*

Lexin Resources Ltd.

Suite 300, 1207 – 11 Avenue SW
Calgary, Alberta T3C 0M5

LR Processing Ltd. (LR Processing)

Suite 300, 1207 – 11 Avenue SW
Calgary, Alberta T3C 0M5

WHEREAS Lexin Resources Ltd. (Lexin) is the holder of Facility License No. 2588 issued by the Alberta Energy Regulator (AER) for a sour gas facility located at SE ¼ 35-19-28 W4M (Mazeppa Facility);

WHEREAS Lexin and LR Processing are also the holders of AER well, pipeline, facility and/or other licences associated with and/or connected to the Mazeppa Facility (Mazeppa Infrastructure);

WHEREAS on June 30, 2016, Lexin informed the AER that it has terminated most of its staff, leaving only 6 people to operate and manage the Mazeppa Facility and Mazeppa Infrastructure;

WHEREAS on July 29, 2016, Lexin informed the AER that it cannot respond to an incident or emergency should one occur at or relating to the Mazeppa Facility and Mazeppa Infrastructure, and Lexin will defer to the AER to manage the situation;

WHEREAS on July 29, 2016, Lexin informed the AER that the supervisory control and data acquisition system used to monitor for sour gas releases for the Mazeppa Facility and Mazeppa Infrastructure, is no longer operational;

WHEREAS as the licensee of the Mazeppa Facility and Mazeppa Infrastructure, Lexin and LR Processing have many statutory responsibilities in connection with operation of the Mazeppa Facility and Mazeppa Infrastructure. This includes ensuring safe operation, emergency and incident response, and responding to public and landowner complaints;

WHEREAS sour gas is a substance known to have an adverse effect on the environment (substance);

WHEREAS Lexin and LR Processing are both a “person responsible” for the substance, as defined in section 1(tt) of EPEA;

WHEREAS, under section 113 of EPEA, the Director is of the opinion that, if Lexin and LR Processing do not provide sufficient and adequate oversight of the Mazeppa Facility and Mazeppa Infrastructure, a release of the substance into the environment may occur and such release may cause an adverse effect;

WHEREAS the AER issued an order dated June 15, 2016 against Lexin under section 22 of the OGCA (June 15 2016 Order);

WHEREAS as of the date of this order Lexin has not complied with the terms of the June 15, 2016 Order in that it has not complied with section 2 of the June 15, 2016 Order;

WHEREAS Suzanne Belliveau, Acting Director, has been appointed a Director for the purposes of issuing environmental protection orders under EPEA and orders under OGCA and the *Pipeline Act*;

THEREFORE, I, Suzanne Belliveau, Acting Director, under section 113 and 241 of the EPEA, section 27(3) of the OGCA, and section 23(2) of the Pipeline Act, DO HEREBY ORDER, the following:

Immediate Actions

1. Lexin and LR Processing shall immediately suspend and discontinue the Mazeppa Facility and Mazeppa Infrastructure in compliance with applicable AER requirements.

Incident Response Plan

2. Lexin and LR Processing shall develop and submit to the AER a comprehensive plan, to the satisfaction of the Director, describing how Lexin and LR Processing will fulfill their statutory responsibility to respond to incidents and emergencies at or relating to the Mazeppa Facility and Mazeppa Infrastructure (Incident Response Plan).
3. The Incident Response Plan shall include detailed information outlining how Lexin and LR Processing will ensure they can respond to complaints, releases, and any other emergencies or incidents at, or related to, the Mazeppa Facility and Mazeppa Infrastructure.
4. Lexin and LR Processing shall submit the Incident Response Plan to the Director by 5:00 pm on August 15, 2016, or otherwise agreed to, in writing, by the Director.
5. Lexin and LR Processing shall implement the Incident Response Plan as approved by the Director.

Ongoing Monitoring Plan

6. Lexin and LR Processing shall develop and submit to the AER a comprehensive plan, to the satisfaction of the Director, describing how Lexin and LR Processing will provide ongoing monitoring of the Mazeppa Facility and Mazeppa Infrastructure (Ongoing Monitoring Plan).

7. Lexin and LR Processing shall submit the Ongoing Monitoring Plan to the Director by 5:00 pm on August 15, 2016, or otherwise agreed to, in writing, by the Director.
8. Lexin and LR Processing shall implement the Ongoing Monitoring Plan as approved by the Director.

Reporting to the Director and the Public

9. Lexin and LR Processing shall provide to the Director, by 12:00 noon on each Thursday following the date of issuance of this order, a weekly written report (Director's Report), until otherwise directed in writing by the Director.
10. The Director's Report shall include:
 - a) Any actions undertaken pursuant to the Incident Response Plan;
 - b) the monitoring activities conducted by Lexin and LR Processing under the Ongoing Monitoring Plan for the week; and
 - c) the results of any incident response activities and monitoring activities undertaken by Lexin and LR Processing.
11. Lexin and LR Processing shall provide to the public, by 2:00 p.m. on each Friday following the date of issuance of this order, a weekly written report (Public Report) to be posted on Lexin's website and, in the case of LR Processing, disseminated broadly to the public by some other means, until otherwise directed in writing by the Director.
12. The Public Report shall include:
 - a) Detailed information outlining the activities undertaken by Lexin and LR Processing under the Incident Response Plan and the Ongoing Monitoring Plan for the week; and
 - b) the results of any incident response activities and monitoring activities undertaken by Lexin and LR Processing.

Dated at the City of Calgary in the Province of Alberta, the 9 day of August, 2016.

<original signed by>

Suzanne Belliveau, Acting Director, Enforcement and Surveillance West
Alberta Energy Regulator

In complying with this order, the party or parties named must obtain all approvals necessary, notwithstanding the above requirements.

This order in no way precludes any enforcement actions being taken under the *Environmental Protection and Enhancement Act*, *Oil and Gas Conservation Act*, *Pipeline Act* or any other provincial or federal legislation or by any other regulator with jurisdiction for the matter.

Under the *Responsible Energy Development Act*, an eligible person may appeal decisions that meet certain criteria. Eligible persons and appealable decisions are defined in section 36 of the *Responsible Energy Development Act* and section 3.1 of the *Responsible Energy Development Act General Regulation*. If you wish to file a request for regulatory appeal, you must submit your request according to the AER's requirements. You can find filing requirements and forms on the AER website, www.aer.ca, under Applications & Notices: Appeals.

This is **Exhibit "F"** referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

August 10, 2016

Michael Smith
Lexin Resources Ltd.
Email: TMcCrory@lexin.ca

Calgary Head Office
Suite 1000, 250 – 5 Street SW
Calgary, Alberta T2P 0R4
Canada

www.aer.ca

Dear Sir:

Re: Lexin Resources Ltd. (Lexin)

By correspondence dated August 2, 2016 provided by you on behalf of Lexin, you advised that Lexin does not have a working interest in the Mazeppa Gas plant. The Alberta Energy Regulator (AER) understands that your references to the "Mazeppa Gas Plant" refer to the facility licenced by the AER under licence no. F 2588, which AER records show as being licenced to Lexin. In the same letter, Lexin requested that the AER make another party the licensee of the facility, and thereby have the associated deemed liability of the facility not considered as part of Lexin's liability management ratio.

A lack of working interest does not relinquish a licensee's obligations relating to a licence. Section 17 of the *Oil and Gas Conservation Act (OGCA)* requires that the licensee be a working interest participant (WIP) and provides that where a licensee is not a WIP the AER may suspend or cancel the license, notwithstanding which, the Licensee continues to be liable for suspension, abandonment and reclamation of the facility. In other words, by not being a WIP, the licensee is in noncompliance with section 17 but this does not remove the obligations or liability of the licensee.

Lexin may remedy this non-compliance by either assuming a working interest in the facility or applying to transfer the license to a willing party that holds a working interest and satisfies the AER's transfer requirements. If the licence were successfully transferred, the deemed liability would automatically transfer with it. While the licence remains under Lexin, the deemed liability will remain with Lexin as well.

Be advised that an Environmental Protection Order (EPO) has separately been issued to Lexin on August 9, 2016, suspending and discontinuing the Mazeppa Gas Plant. As it has been suspended through the EPO, the AER is not currently taking additional steps to suspend the facility for Lexin's WIP noncompliance.

In response to your statement that the change of licensee was done unlawfully, the AER has reviewed the transfer application that F 2588 was part of. It was submitted on December 16, 2013, approved on January 21, 2014. To be processed in our system, LR Processing Ltd. (formerly MPP Ltd.) submitted the application and Lexin accepted it. It was Lexin's responsibility to ensure it met the requirements of the

license transfer application which included having a working interest in the facility. Attached is a copy of the application details.¹

If you have any questions regarding the foregoing, please contact the undersigned at 403-297-7010 or Jil.Macdonald@aer.ca.

Sincerely,



Jil Macdonald
VP, Closure and Liability

Attachment: Licence Transfer Application Details, Application Number 1782866

cc: Kirk Bailey, Executive VP (Email)

¹ Please note that our records indicate that Compton Petroleum Corporation changed its name to MFC Energy Corporation in March 2014; MFC changed its name to Lexin Resources Ltd. in February 2016.



Licence Transfer Application Details
Application Number: 1782866
Current Status: Disposition_Issued
Submission Date: January 21, 2014

Transferor

DDS ID: JBARTLETTADMIN
Name: LR Processing Ltd. (A09K)
Agent Name:
Contact Name: John Bartlett
Email: jbartlett@comptonpetroleum.com
Phone: (403) 652-0207
Applicant: X

Transferee

DDS ID: CELIAROCHE1
Name: LexIn Resources Ltd. (0CW8)
Agent Name:
Contact Name: Celica Roche
Email: croche@comptonpetroleum.com
Phone: (403) 205-5842
Applicant:

Liability Rating details are not available, see Liability Rating View screen for Historical Liability information in the Liability Rating portion of the report.

Liability Rating - LMR (Liability Run ID: 29406, Dec 16, 2013)

Liability Rating:	0	Liability Rating:	1.66
Total Deemed Assets:	\$0.00	Total Deemed Assets:	\$236,173,010.30
Total Deemed Liabilities:	\$65,596.00	Total Deemed Liabilities:	\$141,975,129.00
Liability Calculated Amount:	\$65,596.00	Liability Calculated Amount:	-\$94,197,881.30
Assessment Amount:	\$0.00	Assessment Amount:	\$0.00

Liability Rating - LLR (Liability Run ID: 29406, Dec 16, 2013)

Liability Rating:	0	Liability Rating:	0
Total Deemed Assets:	\$0.00	Total Deemed Assets:	\$0.00
Total Deemed Liabilities:	\$0.00	Total Deemed Liabilities:	\$0.00
Liability Calculated Amount:	\$0.00	Liability Calculated Amount:	\$0.00

Liability Rating - LFP (Liability Run ID: 29406, Dec 16, 2013)

Liability Rating:	0	Liability Rating:	0
Total Deemed Assets:	\$0.00	Total Deemed Assets:	\$0.00
Total Deemed Liabilities:	\$0.00	Total Deemed Liabilities:	\$0.00
Liability Calculated Amount:	\$0.00	Liability Calculated Amount:	\$0.00

Liability Rating - OWL (Liability Run ID: 29406, Dec 16, 2013)

Liability Rating:	0	Liability Rating:	0
Total Deemed Assets:	\$0.00	Total Deemed Assets:	\$0.00
Total Deemed Liabilities:	\$0.00	Total Deemed Liabilities:	\$0.00
Liability Calculated Amount:	\$0.00	Liability Calculated Amount:	\$0.00

LEXIN RESOURCES LTD.
300-1207 11th Avenue SW
Calgary, Alberta T3C 0M5

August 15, 2016

VIA EMAIL AND COURIER

ALBERTA ENERGY REGULATOR
Suite 1000, 250-5th Street SW
Calgary, Alberta T2P 0R4

Attention: **Kirk Bailey, Executive Vice President**
Jill Macdonald, VP Closure and Liability
Suzanne Belliveau, Acting Director, Enforcement & Surveillance West

Dear Sirs / Madams:

Re: Lexin Resources Ltd. ("Lexin") and the Alberta Energy Regulator (the "AER")

We acknowledge receipt of your letter dated August 10, 2016 in reply to our letter of August 2, 2016. With all due respect:

- We are very disappointed and disagree with the statements in your letter. We reiterate that our Liability Management Rating is incorrect, that the proper licensee for the Mazeppa Gas Plant (the "Plant") is LR Processing Ltd. (formerly MPP Ltd.) ("LR") and the transfer of the licence to us was unlawful and improper.
- Your statements that somehow we accepted the transfer after undue influence and pressure from yourself or that it was our responsibility to ensure we met the requirements are misleading and disingenuous. Clearly, the AER is the regulator who must act in compliance with and as authorized under the *Oil and Gas Conservation Act* (the "Act"). You cannot justify acting contrary to the provisions of the Act by claiming another third party permitted you to act contrary to the Act. Further, we believe it is clear that no discretion was exercised at the relevant time.
- Regarding your Environmental Protection Order dated August 9, 2016, we advise that LR has and is ensuring the safety of the Plant and will work with the AER with respect to the Order. However, we believe the Order is *ultra vires* as regards to Lexin.

We have and wish to work cooperatively with you to resolve matters in light of current business conditions. But, we are very concerned about the damages caused to our business.

August 15, 2016
Page 2 of 2

We are working very diligently to preserve our business and to carry on. If, for any reason, we were to be unsuccessful and have to face the regrettable and daunting prospect of insolvency, we would expect any receiver / trustee to:

- deny liability as the licensee for the Plant as it would be contrary to the Act;
- failing the foregoing, to renounce the Plant pursuant to the principles of the *Redwater* case; and
- seek to recover damages as a result of the consequences of the improper classification of Lexin as the licensee of the Plant.

In light of your recent letter, we require that you ensure retention of all your records, correspondence and documents (including electronic copies and emails) in respect of or relating to the above matters and save and reserve all of our legal rights and entitlements arising therefrom.

Sincerely,

LEXIN RESOURCES LTD.

A handwritten signature in black ink, appearing to read 'Michael Smith', with a stylized flourish at the end.

Michael Smith
Director

September 7, 2016

Michael Smith
Lexin Resources Ltd.
Email: TMcCrory@lexin.ca

Calgary Head Office
Suite 1000, 250 – 5 Street SW
Calgary, Alberta T2P 0R4
Canada

www.aer.ca

Dear Sir:

Re: Lexin Resources Ltd. (Lexin)

In response to the August 15, 2016 correspondence from Lexin Resources Ltd. (Lexin), the Alberta Energy Regulator (AER) is prepared to entertain an application from Lexin, as current licensee of record, to transfer the facility licence F 2588 (facility) to LR Processing Ltd. (LR Processing). LR Processing, as proposed transferee of the facility must satisfy the following requirements:

- Agreement in writing to accept the proposed licence transfer
- As transferee, demonstrate a Licensee Management Rating (LMR) of 2.0 or higher immediately following the transfer or provide other evidence that the transferee will be able to meet their obligations throughout the life cycle of energy development with an LMR of less than 2.0 pursuant to *Bulletin 2016-21: Revision and Clarification on Alberta Energy Regulator's Measures to Limit Environmental Impacts Pending Regulatory Changes to Address the Redwater Decision (Bulletin 2016-21)*.
- Have no current AER compliance issues
- Have no significant history of compliance issues

When an application for transfer is made, the AER will conduct a Liability Management Rating assessment for both the transferor and transferee according to Appendix 2 of *Directive 006: Licensee Liability Rating Program and Licence Transfer Process* and *Bulletin 2016-21*.

If LR Processing agrees to accept the transfer of the facility, LR Processing would be responsible for payment of post-transfer security representing the facility's deemed liability to allow this transfer to proceed. As the facility is subject to the Large Facility Program, a site-specific liability assessment completed within the last calendar year must be submitted to assess the deemed liability for transfer purposes as outlined in Appendix 2 of *Directive 024: Large Facility Liability Management Program (LFP)*.

Please submit any transfer application to the AER for review by October 7, 2016.

If you have any questions regarding the foregoing, please contact the undersigned at 403-297-7010 or Jil.Macdonald@aer.ca.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jil Macdonald', with a stylized flourish at the end.

For Jil Macdonald
VP, Closure and Liability

cc: Kirk Bailey, Executive VP (Email)
Suzanne Belliveau, Acting Director, E&OP (Email)

This is Exhibit "G" referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.

A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

August 10, 2016

Calgary Head Office
Suite 1000, 250 – 5 Street SW
Calgary, Alberta T2P 0R4
Canada

By Courier, Registered Mail and E-mail

To: **Lexin Resources Ltd. (0CW8)** and enclosed list of addressees.

www.aer.ca

**Closure/Abandonment Order No. AD 2016-22
Petroleum and Natural Gas Mineral Rights Expiry
24 Wells**

Dear Sir/Madam:

The Alberta Energy Regulator (AER) has issued the enclosed Closure/Abandonment Order No. AD 2016-22 (the Order), ordering the suspension, closure and abandonment of Lexin Resources Ltd.'s (Lexin) wells (the Licensed Properties) outlined in the Order.

The Order is issued as a result of Lexin Resources Ltd.'s (Lexin) failure to prove to the satisfaction of the AER that it has a valid entitlement to the right to produce the wells subject to the Order pursuant to section 16 of the *Oil and Gas Conservation Act (OGCA)*. No operations will be permitted at this site until, and unless, the AER approves that operation in writing.

The Global Refer status will remain in place against Lexin until compliance has been achieved. In accordance with section 27 of the *Oil and Gas Conservation Act*, Lexin, and the Working Interest Participants (the WIPs) identified in the Order are responsible for the abandonment of the Licensed Properties in which they have a working interest.

The Licensed Properties must be abandoned by the dates outlined in the Order.¹ After which, if any of the Licensed Properties remain unabandoned, the AER will take other actions. Reasonable extension requests may be considered by the AER depending on the circumstances.

Please be advised:

- Failure to comply with the Order will result in Global Refer being imposed against the WIPs under section 22 of the *OGCA*.
- If the Order is amended, only those parties impacted by the amendment will be notified.

If prior to the deadline set out in the order, the licensee has completed one or more of the following, it may request that the order be rescinded:

- the mineral rights have been reacquired, or reinstated;

¹ Licences that have WIPs other than Lexin have been given 60 days to be abandoned. Licences with no other WIPs than Lexin must be abandoned sooner due to the risks posed by the circumstances.

Delivered by Registered Mail:

President
Lexin Resources Ltd. (0CW8)
300, 1207 - 11 Ave SW
Calgary AB T3C 0M5

President
Interwest Petroleum Ltd.
Suite 1209 – 409 Granville Street
Vancouver BC V6C 1T2

Delivered by Courier:

President
Perpetual Trust
c/o Perpetual Energy Inc. (ASKH)
3200, 605 – 5 Ave SW
Calgary, AB T2P 3H5

Delivered by Email:

Lexin Resources Ltd. (0CW8)
E-mail: GWilde@lexin.ca

PROVINCE OF ALBERTA
ALBERTA ENERGY REGULATOR
OIL AND GAS CONSERVATION ACT

ORDER NO. AD 2016-22

**AN ORDER RESPECTING THE CLOSURE AND ABANDONMENT OF WELLS LICENSED
TO**

LEXIN RESOURCES LTD.

WHEREAS Lexin Resources Ltd. (Licensee) is the licensee of the wells outlined in Clause 2;

WHEREAS the Licensee failed to prove to the satisfaction of the Alberta Energy Regulator (AER) that it has a valid entitlement to the right to produce the subject wells pursuant to section 16 of the *Oil and Gas Conservation Act (OGCA)*;

WHEREAS the AER believes the wells noted in Clause 2 should be abandoned;

WHEREAS Perpetual Trust and Interwest Petroleum Ltd. (the Working Interest Participants) are working interest participants in various wells as identified in the table under Clause 2;

THEREFORE, the AER pursuant to section 27 of the *Oil and Gas Conservation Act* and section 23 of the *Pipeline Act*, RSA 2000, c. O-6, hereby orders as follows:

1. The subject well licenses are suspended effective immediately.
2. The Licensee and the Working Interest Participants shall abandon the following wells for which they are identified as being associated, by the dates identified, in accordance with the requirements of the AER:

Licence No.	Surface Location	Working Interest Participant(s)	Percent Interest	Deadline
W0354562	15-20-014-24W4	Lexin Resources Ltd.	100	September 10, 2016
W0326988	09-23-017-22W4	Lexin Resources Ltd.	100	September 10, 2016
W0310837	01-08-018-21W4	Lexin Resources Ltd.	100	September 10, 2016
W0304582	07-14-018-24W4	Lexin Resources Ltd.	100	September 10, 2016
W0365054	07-04-019-29W4	Lexin Resources Ltd.	100	September 10, 2016
W0322307	01-01-059-23W4	Lexin Resources Ltd.	50	October 10, 2016
		Perpetual Trust	50	
W0239339	10-24-016-30W4	Lexin Resources Ltd.	100	September 10, 2016
W0270664	13-17-017-22W4	Lexin Resources Ltd.	100	September 10, 2016
W0278472	01-24-016-30W4	Lexin Resources Ltd.	100	September 10, 2016
W0300634	01-18-017-28W4	Lexin Resources Ltd.	100	September 10, 2016
W0303260	14-32-015-23W4	Lexin Resources Ltd.	100	September 10, 2016
W0311092	14-17-017-22W4	Lexin Resources Ltd.	100	September 10, 2016
W0327156	11-24-019-01W5	Lexin Resources Ltd.	100	September 10, 2016
W0327450	01-04-018-28W4	Lexin Resources Ltd.	100	September 10, 2016

W0327562	08-29-008-01W5	Lexin Resources Ltd.	100	September 10, 2016
W0331292	16-25-017-22W4	Lexin Resources Ltd.	100	September 10, 2016
W0334332	12-11-019-01W5	Lexin Resources Ltd.	100	September 10, 2016
W0334924	11-10-018-28W4	Lexin Resources Ltd.	100	September 10, 2016
W0335773	07-14-019-01W5	Lexin Resources Ltd.	100	September 10, 2016
W0338234	02-03-018-28W4	Lexin Resources Ltd.	100	September 10, 2016
W0340742	03-34-017-28W4	Lexin Resources Ltd.	100	September 10, 2016
W0364251	05-18-016-23W4	Lexin Resources Ltd.	100	September 10, 2016
W0395645	02-12-016-23W4	Lexin Resources Ltd.	100	September 10, 2016
W0187801	06-20-023-28W4	Lexin Resources Ltd.	97.50%	October 10, 2016
		Interwest Petroleum Ltd.	2.50%	

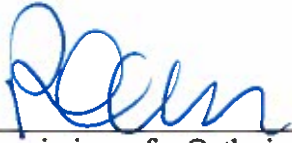
3. The Licensee and the Working Interest Participants shall submit all applicable documentation confirming completion of abandonment operations, including confirmation of surface abandonment and removal of surface equipment, cement pads, debris, and produced liquids associated with the wells by the dates specified in Clause 2.
4. Under section 101 of the *OGCA*, for the purposes of carrying out the activities contemplated in Clause 2, the Licensee and the Working Interest Participants are entitled to have access to and may enter on the land and any structures on the land concerned.
5. The AER may amend this Order on any term or condition it may specify.

MADE at the City of Calgary, in the Province of Alberta, this 10th day of August 2016.



ALBERTA ENERGY REGULATOR

This is **Exhibit "H"** referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

Made at Calgary, in the
Province of Alberta, on

October 25, 2016

ALBERTA ENERGY REGULATOR

Under section 104 of the Oil and Gas Conservation Act (OGCA)

Under section 113 and 241 of the Environmental Protection and Enhancement Act (EPEA)

Under section 8.050 of the Oil and Gas Conservation Rules (OGCR)

Lexin Resources Ltd. (Lexin)

Suite 300, 1207 – 11 Avenue SW

Calgary, Alberta T3C 0M5

WHEREAS Lexin Resources Ltd. is the holder of Facility License No. 3067 issued by the Alberta Energy Regulator (AER) for a sour gas facility located at NW ¼ 03-021-27 W4M (Facility);

WHEREAS section 8.050 of the *OGCR* requires that the licensee of a well or operator of a facility from which a spill or release occurred, immediately take reasonable steps to contain and clean up the spill or release;

WHEREAS the AER informed Lexin on July 28, 2016, of an unaddressed hydrocarbon spill discovered by the AER at the Facility;

WHEREAS Lexin failed to meet the August 5, 2016 deadline to provide confirmation that the identified spill was cleaned up;

WHEREAS Lexin was again asked for confirmation that the spill was addressed during a face-to-face meeting with Lexin personnel and AER staff on August 17, 2016;

WHEREAS the AER received a complaint about the same spill on August 22, 2016;

WHEREAS the AER confirmed by inspecting the site on August 22, 2016 that Lexin had failed to address the spill;

WHEREAS in contravention of section 8.050(1) and the *OGCR*, Lexin was issued a notice of noncompliance on August 23, 2016 for failing to clean up a spill or release (Notice of Noncompliance);

WHEREAS in contravention of the Notice of Noncompliance Lexin advised the AER on August 24, 2016, that it had failed to clean up the spill;

WHEREAS Lexin confirmed in an email on September 6, 2016, that the spill had still not been cleaned up because they had not paid their third-party contractor;

THEREFORE, I, Ron Wagener, Director, under section 104 of the *OGCA*, sections 113 and 241 of *EPEA* and section 8.050 of the *OGCR* DO HEREBY ORDER, the following:

1. Lexin to take immediate steps to clean up the spill by:
 - a. removing any spilled hydrocarbons;
 - b. dispose of all oilfield waste as required under the AER's rules and regulations;
 - c. provide confirmation via email to Midnapore.Fieldcentre@aer.ca when the clean up has been completed; and
 - d. provide copies of all truck tickets, waste tracking or manifesting documentation related to the clean up;
2. Lexin must complete the above prior to end of day November 08, 2016.
3. Lexin shall provide to the public, by 2:00 p.m. on each Friday following the date of issuance of this order, a weekly written report (Public Report), to be posted on Lexin's website, detailing the clean up efforts and progress.

Dated at the City of Calgary in the Province of Alberta, the 25 day of October, 2016.

<original signed by>

Ron Wagener, Director, Enforcement and Surveillance West
Alberta Energy Regulator

In complying with this order, the party or parties named must obtain all approvals necessary, notwithstanding the above requirements.

This order in no way precludes any enforcement actions being taken under the *Environmental Protection and Enhancement Act*, *Oil and Gas Conservation Act*, *Pipeline Act* or any other provincial or federal legislation or by any other regulator with jurisdiction for the matter.

Under the *Responsible Energy Development Act*, an eligible person may appeal decisions that meet certain criteria. Eligible persons and appealable decisions are defined in section 36 of the *Responsible Energy Development Act* and section 3.1 of the *Responsible Energy Development Act General Regulation*. If you wish to file a request for regulatory appeal, you must submit your request according to the AER's requirements. You can find filing requirements and forms on the AER website, www.aer.ca, under Applications & Notices: Appeals.

This is Exhibit "I" referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

November 24, 2016

By email

President

Lexin Resources Ltd. (0CW8)

300, 1207 - 11 Ave SW

Calgary, AB T3C 0M5

E-mail: CRoche@mfcrrp.com, ABroughton@mfcrrp.com

Calgary Head Office
Suite 1000, 250 - 5 Street SW
Calgary, Alberta T2P 0R4
Canada

www.aer.ca

**Administrative Sanction: Imposition of Global Refer
Noncompliance with requirements under *Directive 013: Suspension Requirements for Wells***

Dear Sir/Madam:

On November 1, 2016, the Alberta Energy Regulator (AER) issued a *Notification of an administrative sanction: Imposition of Global Refer* to Lexin Resources Ltd. regarding inactive well(s) subject to ongoing compliance with *Directive 013: Suspension Requirements for Wells*, which are not included in the Inactive Well Compliance Program (IWCP, Bulletin 2014-19). Lexin Resources Ltd. has failed to bring the well(s) listed in the Attachment 1 into compliance with *Directive 013*, as required by section 3.020 of the *Oil and Gas Conservation Rules* and *Directive 013: Suspension Requirements for Wells*.

Therefore, **Global Refer** status has been imposed against Lexin Resources Ltd. in accordance with section 22 of the *OGCA*. The Global Refer status indicates Lexin Resources Ltd.'s inability or unwillingness to comply with regulatory requirements. This status means that **all present and future applications** of a regulated party will be reviewed through a nonstandard process until the regulated party comes into compliance and the global refer status is removed.

Should Lexin Resources Ltd. remain noncompliant with AER requirements; the AER may apply other enforcement tools as determined appropriate in the circumstances.

Any questions or concerns are to be directed by e-mail to welloperations@ aer.ca.

Sincerely,



Manager, Decommissioning & Abandonment
Closure & Liability (Oil & Gas)

Cc: Liability Management Group, AER, LiabilityManagement@aer.ca
Compliance Dashboard, AER, Enforcement.Dashboard@aer.ca
IWCP Team, AER, iwcp@aer.ca
Field Centres, AER
Compliance Advisors, AER, ComplianceCoordination@aer.ca

Enclosure(s) (1): Attachment 1 – List of inactive wells noncompliant with *Directive 013: Suspension Requirements for Wells*

Attachment 1 – List of inactive wells noncompliant with *Directive 013: Suspension Requirements for Wells*

inquiries 1-855-297-8311
24-hour
emergency 1-800-222-6514

Licensee's Name	BA Code	Well Licence	UWI	Surface Location
Lexin Resources Ltd.	0CW8	0054022	00/07-04-021-28W4/0	7-4-21-28W4
		0150242	00/04-34-019-21W4/0	4-34-19-21W4
		0272859	00/15-09-017-29W4/0	15-9-17-29W4
		0328975	00/02-17-014-22W4/2	2-17-14-22W4

This is Exhibit "J" referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

November 28, 2016


 main / 403.693.0020
 fax / 403.693.0070
 toll free / 1.888.693.0020
 Suite 2000, 585 - 8th Ave SW
 Calgary, Alberta, T2P 1G1

Alberta Energy Regulator
 AER Enforcement
 Suite 1000, 250 – 5 Street SW
 Calgary, AB T2P 0R4

Attn: AER Enforcement

RE: Lexin Resources Ltd.

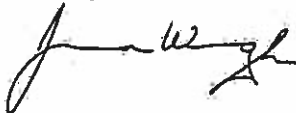
As the Alberta Energy Regulator (AER) is aware, Crescent Point Energy Corp. (CPEC) representatives have been in contact with the EVP, Legal and General Counsel at the AER in regards to Lexin Resources Ltd. (Lexin). CPEC is concerned that Lexin is not fulfilling their obligations as operator of the joint venture properties that CPEC has a working interest in; as such, CPEC wants to ensure that the wells have been left in a safe condition and do not pose a risk to the public or environment. In absence of a closure letter against Lexin, CPEC is requesting that AER grants CPEC formal permission to access the below list of wells.

UWI	Operator	CPG WI
100/06-17-018-26W4	LEXIN RESOURCES LTD.	25%
100/06-17-018-26W4	LEXIN RESOURCES LTD.	25%
100/08-17-018-26W4	LEXIN RESOURCES LTD.	25%
100/10-15-017-22W4	LEXIN RESOURCES LTD.	25%
100/04-01-018-26W4	LEXIN RESOURCES LTD.	25%
100/10-01-018-26W4	LEXIN RESOURCES LTD.	25%
100/11-17-018-26W4	LEXIN RESOURCES LTD.	25%
100/10-01-018-26W4	LEXIN RESOURCES LTD.	25%
100/03-21-018-26W4	LEXIN RESOURCES LTD.	38%
100/18-21-018-26W4	LEXIN RESOURCES LTD.	38%
100/01-07-018-25W4	LEXIN RESOURCES LTD.	40%
100/07-07-018-25W4	LEXIN RESOURCES LTD.	40%
100/09-07-018-25W4	LEXIN RESOURCES LTD.	40%
100/10-20-017-25W4	LEXIN RESOURCES LTD.	40%
100/11-20-017-25W4	LEXIN RESOURCES LTD.	40%
100/16-12-018-27W4	LEXIN RESOURCES LTD.	40%
100/16-20-017-25W4	LEXIN RESOURCES LTD.	40%
100/01-19-017-25W4	LEXIN RESOURCES LTD.	50%
100/02-04-018-26W4	LEXIN RESOURCES LTD.	50%
100/02-03-017-25W4	LEXIN RESOURCES LTD.	50%
100/06-05-018-25W4	LEXIN RESOURCES LTD.	50%
100/07-05-018-26W4	LEXIN RESOURCES LTD.	50%
100/07-05-018-25W4	LEXIN RESOURCES LTD.	50%
100/10-05-018-25W4	LEXIN RESOURCES LTD.	50%

100/10-12-018-27W4	LEXIN RESOURCES LTD.	50%
100/10-12-018-27W4	LEXIN RESOURCES LTD.	50%
100/12-12-018-27W4	LEXIN RESOURCES LTD.	50%
100/14-10-017-25W4	LEXIN RESOURCES LTD.	50%
100/16-05-018-25W4	LEXIN RESOURCES LTD.	50%
100/16-05-018-25W4	LEXIN RESOURCES LTD.	50%
100/03-15-018-26W4	LEXIN RESOURCES LTD.	60%
100/16-05-018-25W4	CRESCENT POINT ENERGY CORP.	70%
100/06-28-017-23W4	LEXIN RESOURCES LTD.	50%
100/07-23-018-26W4	LEXIN RESOURCES LTD.	88%
100/07-23-018-23W4	LEXIN RESOURCES LTD.	5%
100/09-28-017-26W4	LEXIN RESOURCES LTD.	60%
100/15-12-016-25W4	CRESCENT POINT ENERGY CORP.	10%
100/07-23-018-26W4	LEXIN RESOURCES LTD.	25%
100/05-19-017-25W4	LEXIN RESOURCES LTD.	50%
100/12-25-018-25W4	LEXIN RESOURCES LTD.	75%

Please provide your response to the undersigned.

Sincerely,



Jenna Waugh
Regulatory Analyst
Crescent Point Energy Corp.
Office: 403-231-4496
Cell: 403-923-0279
regulatory@crescentpointenergy.com

cc: Rhonda Ealey, Regulatory Team Lead, CPEC
Mark Eade, VP General Counsel, CPEC
Bobbi Bachynski, Landman, CPEC
LiabilityManagement@aer.ca, AER
WellOperations@aer.ca, AER

This is Exhibit "K" referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.

A handwritten signature in blue ink, appearing to read 'Patricia M. Johnston', written over a horizontal line.

A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.

A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor



PENGROWTH

PENGROWTH ENERGY CORPORATION

2100, 222 Third Avenue SW, Calgary, Alberta T2P 0B4

Tel: (403) 233-0224 • Fax (403) 265-8251 • Toll Free 1-800-223-4122 • Website: www.pengrowth.com

December 1, 2016

0989 Resource Partnership
c/o Lexin Resources Ltd.
300, 404 – 6 Avenue SW
Calgary, AB T2P 0R9

Attention: Rob Jennings

**Re: Ghost Pine 15-11-030-23 W4 Gas Plant & North Gathering System
CO&O Agreement of the Ghost Pine Low Pressure Gas Gathering System
effective August 1, 2007
Pengrowth File: F01652**

Further to Pengrowth's letter dated November 29, 2016 and in response to Lexin's letter dated November 30, 2016, Pengrowth determined Lexin had committed an act of insolvency upon receiving the Alberta Regulator November 24, 2016 letter pertaining to gas royalty arrears in the amount of \$1,654,032.82. Clause 303 of the operating procedure attached to the CO&O clearly states "Operator shall immediately cease to be Operator in the circumstances where Operator...commits or suffers any act of bankruptcy or insolvency...and Operator shall be deemed insolvent for the purposes of this Clause if it is unable to pay its debts as they fall due." It is our opinion that failing to pay Crown royalties in a timely manner equates to not paying debts as they fall due. In addition to the royalty arrears, Lexin has also failed to provide production reporting to either the AER or Pengrowth since June 2016. This is in direct violation of Exhibit A, Article IV, Clause 401 (a) (c) and (h) of the above referenced agreement.

Lexin needs to provide documentation to confirm the installation of a Production Accounting System to allow for monthly reporting of actual produced volumes to the government. Pengrowth also requires confirmation that Lexin has paid Alberta Energy the outstanding royalties owed and the leases are now in good standing. Without these requirements being met by December 15, 2016, Pengrowth has no other option then to take over the operating of this facility effective January 1, 2017 to ensure this jointly owned facility is in compliance with government regulations.

We look forward to hearing from Lexin regarding your plan of action to resolve these issues. Also the government reporting of production volumes from June 2016 forward is another outstanding item that needs to be addressed. Please contact the undersigned at 403-806-3270 or joan.mclaughlin@pengrowth.com.

Sincerely,
Pengrowth Energy Corporation

Joan McLaughlin
Joint Venture Representative

/encl

cc: Alberta Energy Resources – Royalty Operations Branch (Edmonton)
Alberta Energy Regulator (Calgary)
Clark Williams, Superintendent - Lexin Resources Ltd.
Terry McCrary – Lexin Resources Ltd.



PENGROWTH

PENGROWTH ENERGY CORPORATION

2100, 222 Third Avenue SW, Calgary, Alberta T2P 0B4

Tel: (403) 233-0224 • Fax (403) 265-8251 • Toll Free 1-800-223-4122 • Website: www.pengrowth.com

November 29, 2016

0989 Resource Partnership
c/o Lexin Resources Ltd.
300, 1207 – 11 Avenue S.W.
Calgary, AB T3C 0M5

Attention: Joint Venture Department

**Re: Take over Operatorship of Ghost Pine 15-11-030-23 W4 Gas Plant
& North Gathering System as of December 1, 2016
CO&O Agreement of the Ghost Pine Low Pressure Gas Gathering
System effective August 1, 2007
Pengrowth File: F01652**

Pengrowth hereby provides notice of our intent to take over Operatorship of the Ghost Pine 15-11-030-23 W4 Gas Plant & North Gathering System Functional Unit effective December 1, 2016. In reference to Exhibit "A", Article III Clauses 303(a) as per the above-noted CO&O Agreement, Lexin has committed an act of insolvency resulting from defaulting on royalty payments. Pengrowth is therefore authorized to take over Operatorship of this facility. In addition, neither 0989 Resources Partnership nor Lexin Resources Ltd. have provided required production reports to either the AER or Pengrowth since May 2016. This is in direct violation of Exhibit "A", Article IV, Clauses 401(a) (c) & (h) of the subject agreement. We have attached a copy of the agreement for your reference.

Pengrowth has made repeated attempts to contact your offices to discuss resolution of reporting issues but no response has been received from Lexin to date. In consideration of the fact the reporting issue has been ongoing for six months and in light of the royalty payment defaults, Pengrowth needs to minimize our risk. Therefore, Pengrowth sees no alternative other than to take over Operatorship of the Facilities as listed in Appendix II of Exhibit "A" as of December 1, 2016.

To discuss this issue further or for more details please contact the undersigned at 403-806-3270 or joan.mclaughlin@pengrowth.com

Sincerely,

Pengrowth Energy Corporation

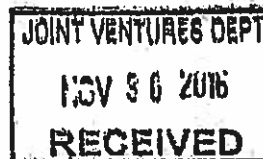
Joan McLaughlin
Joint Venture Representative
/encl

cc: Alberta Energy Resources – Royalty Operations Branch (Edmonton)
Alberta Energy Regulator (Calgary)
Clark Williams, Superintendent - Lexin Resources Ltd.

LEXIN RESOURCES LTD.

30 November 2016

Joan McLaughlin
Joint Venture Representative
PenGrowth Energy Corporation
2100, 222 Third Avenue SW
Calgary AB T2P 0B4



RE: Contract Wells / Facilities Operating Agreement (Ghost Pine Area) dated 1 October 2012 (PenGrowth File Number J04727)

And

Agreement for the Construction, Ownership & Operation of the Ghost Pine Low Pressure Gas Gathering System dated 1 August 2007

Dear Ms. McLaughlin:

I write in response to your letters dated 28 November and 29 November. Lexin Resources rejects your baseless allegation that Lexin has committed any act of insolvency. We therefore will not be terminating the CO&O Agreement or turning over operation of the wells noted in Exhibit A of the Contract Wells / Facilities Operating Agreement or the Ghost Pine 15-11-Q30-23W4 Gas Plant & North Gathering System on 1 December.

We are also in receipt of your Notice of Termination dated 25 November. Lexin values its relationship with PenGrowth and believes it is in the best interests of both PenGrowth and Lexin to continue operatorship of the wells in question and would like to resolve any concerns PenGrowth may have. In the interim, our field personnel will work with yours to prepare to turn over Operatorship of the wells listed in Exhibit A of the Contract Wells / Facilities Operating Agreement on 1 January 2017.

I am traveling but, in my absence, please contact our Senior Joint Venture Accountant, Olga Deriabina, at 403 648 3023 or oderiabina@lexin.ca or Terry McCrary at 403 668 5557 or tmccrary@lexin.ca if you should have any questions.

Best Regards,

A handwritten signature in black ink, appearing to read "Rob Jennings".

Rob Jennings
Manager

Cc: Lynn Dorsay



PENGROWTH

PENGROWTH ENERGY CORPORATION

2100, 222 Third Avenue SW, Calgary, Alberta T2P 0B4

Tel: (403) 233-0224 • Fax (403) 265-6251 • Toll Free 1-800-223-4122 • Website: www.pengrowth.com

December 1, 2016

0989 Resource Partnership
c/o Lexin Resources Ltd.
300, 404 – 6 Avenue SW
Calgary, AB T2P 0R9

Attention: Rob Jennings

**Re: Ghost Pine Area
Terminate Contract Wells/Facilities Operating Agreement dated October 1, 2012
Originally between Compton Petroleum Corporation and
Pengrowth Energy Corporation
Terminate effective January 1, 2017
Pengrowth File: J04727**

In response to your November 30, 2016 letter, Pengrowth will agree to delay the December 1, 2016 takeover of Contract Operating services on wells under the above referenced agreement until January 1, 2017. This will allow for a smooth transition of operating responsibilities from Lexin to Pengrowth field operators. To coordinate this change, please contact our Field Foreman Chuck Houston at chuck.houston@pengrowth.com or 403-443-7120. Pengrowth has been in contact with your Field Superintendent Clark Williams at 403-888-7687 and unless advised, he will continue to be our Lexin point of contact regarding this matter.

If you require anything further, please contact the undersigned at 403-806-3270 or joan.mclaughlin@pengrowth.com.

Sincerely,
Pengrowth Energy Corporation

Joan McLaughlin
Joint Venture Representative

cc: Terry McCrary – Lexin Resources Ltd.
Clark Williams, Superintendent – Lexin Resources Ltd.
Alberta Energy Resources – Royalty Operations Branch (Edmonton)
Alberta Energy Regulator (Calgary)
Ember Resources Inc. – Attention: Lynda MacNeill, JV Rep
ARC Resources Ltd. – Attention: Keith Peach, JV Rep
Canstone Energy Ltd. – Attention: Pat Donnachie
Pine Cliff Energy Ltd. – Attention: Andrew Sikomas, JV Rep

EXHIBIT A

to the Contract Wells/Facilities Operating Agreement effective October 1,
2012 between Compton Petroleum Corporation (Contractor) and Pengrowth
Energy Corporation (Owner).

WELLS

NAME	LOCATION
PENGROWTH GPINE 6-19-30-22	00/06-19-30-22W4/00
PENGROWTH ET AL GPINE 8-19-30-22	00/08-19-30-22W4/00
PENGROWTH GPINE 14-19-30-22	00/14-19-30-22W4/00
PENGROWTH GPINE 16-19-30-22	02/16-19-30-22W4/00
PENGROWTH GPINE 6-30-30-22	00/06-30-30-22W4/00
PENGROWTH GPINE 7-30-30-22	00/07-30-30-22W4/00
PENGROWTH GPINE 16-30-30-22	00/16-30-30-22W4/00
PENGROWTH ET AL GPINE 8-14-30-23	00/08-14-30-23W4/00
PENGROWTH ET AL GPINE 14-14-30-23	00/14-14-30-23W4/00
PENGROWTH ET AL GPINE 16-14-30-23	00/16-14-30-23W4/00
PENGROWTH ET AL 02 TWINING 6-27-30-23	02/06-27-30-23W4/00
PENGROWTH TWINING 8-27-30-23	00/08-27-30-23W4/02
PENGROWTH TWINING 14-27-30-23	00/14-27-30-23W4/00
PENGROWTH TWINING 16-27-30-23	00/16-27-30-23W4/00
PENGROWTH ET AL 102 TWIN 6-28-30-23	02/06-28-30-23W4/00
PENGROWTH 102 TWIN 8-28-30-23	02/08-28-30-23W4/00
PENGROWTH ET AL TWINING 14-28-30-23	02/14-28-30-23W4/00
PENGROWTH TWINING 16-28-30-23	00/16-28-30-23W4/00
PENGROWTH ET AL TWINING 09-29-30-23	00/09-29-30-23W4/00
PENGROWTH 102 TWINING 11-29-30-23	02/11-29-30-23W4/02
PENGROWTH ET AL TWINING 16-30-30-23	00/16-30-30-23W4/00
PENGROWTH ET AL GPINE 6-35-30-23	00/06-35-30-23W4/00
PENGROWTH ET AL GPINE 8-35-30-23	00/08-35-30-23W4/00
PENGROWTH ET AL GPINE 14-35-30-23	00/14-35-30-23W4/00
PENGROWTH ET AL GPINE 16-35-30-23	00/16-35-30-23W4/00
PENGROWTH ET AL GPINE 6-36-30-23	00/06-36-30-23W4/00
PENGROWTH ET AL GPINE 8-36-30-23	00/08-36-30-23W4/00
PENGROWTH ET AL GPINE 14-36-30-23	00/14-36-30-23W4/00
PENGROWTH ET AL GPINE 16-36-30-23	00/16-36-30-23W4/00

Revision No.: 3
Revision Effective Date: March 1, 2016
Contract No.: SV0577

This is **Exhibit "L"** referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

January 19, 2017

Calgary Head Office
Suite 1000, 250 - 5 Street SW
Calgary, Alberta T2P 0R4
Canada

By email and registered mail

www.aer.ca

To: Jasmina Cezek
Michael J. Smith and Rob Jennings

**Declaration naming Michael J. Smith, Jasmina Cezek, and Rob Jennings under section 106 of the
*Oil and Gas Conservation Act***

Dear Messrs. Smith and Jennings and Ms. Cezek:

On November 10, 2016, the Alberta Energy Regulator (AER) sent a letter by registered mail to Lexin Resources Ltd. (Lexin) and its directors, Michael J. Smith, Jasmina Cezek, and Rob Jennings, notifying them of its intention to name them in a declaration pursuant to section 106 of the *Oil and Gas Conservation Act (OGCA)*. In accordance with section 106, time was provided to permit the directors to show cause as to why a declaration should not be made. Upon request from two of the directors, the AER provided two extensions to provide a submission; no request was received for the third director, Ms. Cezek. The AER notes that it has not received any response from Ms. Cezek on this matter. The AER feels it made reasonable attempts to contact her and does not consider a lack of response a reason for not pursuing this matter further.

The AER has had an opportunity to review submissions and has determined that the directors have failed to satisfy the AER that a declaration should not be made. The AER hereby issues a declaration under section 106(1) of the *OGCA* naming Michael J. Smith, Jasmina Cezek, and Rob Jennings as persons in direct or indirect control of Lexin, a company that contravened or failed to comply with orders of the AER and has a debt to the AER. The declaration, with its terms and conditions, is found in attachment 2.

Section 106 of the *OGCA* applies where the AER considers it in the public interest to make a declaration naming one or more directors, officers, agents, or other persons who, in the AER's opinion, were directly or indirectly in control of a licensee, approval holder, or working interest participant that has (i) contravened or failed to comply with an order of the AER or (ii) has an outstanding debt to the AER, or to the AER to the account of the orphan fund, in respect of suspension, abandonment, or reclamation costs.

The AER is of the opinion that as directors of Lexin at the time of the company's noncompliances and its failure to pay the levies issued by the AER, the named individuals were and are persons in control of

Lexin. As previously found by the AER in *Decision 2015 ABAER 005*, the specific reference to directors, officers, and agents in section 106 indicates that the legislature intended that individuals in those positions are presumed to be in direct or indirect control for the purposes of that section.

Lexin is in noncompliance with several orders issued by the AER (see attachment 1) and has not paid its debt to the AER arising from the issuance of two orphan fund levies, the 2016 AER administration fee, and their associated penalties for nonpayment, totalling \$1 188 910.66.¹ Notices of these noncompliances were mailed to Lexin at the address provided to the AER. The November 10 letter was sent to the same address, as well as addresses from British Columbia's corporate registry record for Lexin.

These noncompliances include a failure to remove bags of spent catalyst, failure to remedy a hydrocarbon spill, failure to fully address an order issued in relation to operations at the Mazeppa facility, and failure to comply with closure and abandonment orders. The ongoing failures to comply put the public and the environment at risk and demonstrate a disregard for AER requirements. Further, the failure to pay amounts owing to the AER poses a financial risk.

The AER has previously held in past section 106 decisions that the purpose of a section 106 declaration is to prevent a licensee or person in control from continuing to breach requirements or incurring new breaches or debts, thereby safeguarding the public interest. The AER has also previously held that continued confidence in the regulatory system is best assured when licensees comply with AER requirements. The AER finds that on the facts before it, the issuance of a declaration is in the public interest and necessary to deter future noncompliance and uphold the credibility of the regulatory system and AER enforcement processes.

Section 106 is a reverse onus provision. The burden is on the directors to show why the declaration and associated order should not be made. They are in the best position to respond to the notice as they are the ones with the best information regarding why they failed to comply with AER orders or pay outstanding amounts. The directors have provided no evidence to show cause why a declaration should not be made, despite the fact that they have been given ample time. A submission provided to the AER alleged concerns with the validity of the levies issued. These concerns were raised outside of the appeal periods associated with those levies and without any evidence or clear basis for the same. A hearing was requested to determine whether the declarations should be made, but the AER is not required to hold a hearing in these instances, and, given the failure to provide evidence as to why a declaration should not be made, a hearing would not be a good use of AER resources.

¹ The AER has collected some of the outstanding amount owing as a result of collection activities, resulting in collection from third parties in the amount of \$112 659.48 to date.

The terms of the declaration set out in attachment 2 are intended to incent the named individuals to address the noncompliances and outstanding debt. Further, the terms enable the AER to better manage the risk posed by the named individuals being in control of an entity regulated by the AER. Lexin alone holds over 1500 well licences, 80 facility licences, and 200 pipeline licences. This does not include any other entities with which the named individuals are involved. Practically speaking, the issuance of this declaration permits the AER, in addition to any other requirements that it has, to suspend any operations and refuse to consider an application for an identification code, licence, approval, or licence transfer of an entity regulated by the AER that the named individuals are in direct or indirect control of. It also requires the named individuals to disclose certain information, as outlined in the declaration.

Note that submission of a sworn declaration in accordance with clause 4 of the attached declaration must be provided by each of the named directors by **February 19, 2017**. Failure to respond appropriately may result in an additional regulatory response from the AER.

Should the named individuals wish to discuss how Lexin will correct its noncompliances, please contact Helene de Beer (Helene.deBeer@aer.ca).

Be advised that under the *Responsible Energy Development Act*, an eligible person may appeal decisions that meet certain criteria. Eligible persons and appealable decisions are defined in section 36 of the *Responsible Energy Development Act* and section 3.1 of the *Responsible Energy Development Act General Regulation*. Requests for regulatory appeal must be submitted in accordance with the AER's requirements. Filing requirements and forms are available on the AER website, www.aer.ca, under Applications & Notices > Appeals.

Sincerely,

<original signed by>

Kirk Bailey,
Executive Vice President, Operations Division

Attachment 1 – Debt to the AER and Notices Regarding Noncompliances

First 2016 Orphan Fund Levy

- March 23, 2016 – Invoice
- May 3, 2016 – Notice of Noncompliance and application of 20% penalty

2016 Administration Fees

- May 18, 2016 – Invoice
- June 3, 2016 – Reminder of payment owing
- July 5, 2016 – Notice of Noncompliance and application of 20% penalty

Second 2016 Orphan Fund Levy

- August 8, 2016 – Invoice
- September 21, 2016 – Notice of Noncompliance and application of 20% penalty

Surface Rights Expiry

- June 13 and June 27, 2016 – Notification of Right to Surface Access
- August 4, 2016 – Closure/Abandonment Order No. AD 2016-21

Mineral Rights Expiry

- October 7, 2015, and January 7, May 4, May 11, June 1, June 8, June 29, and July 19, 2016 – Petroleum and Natural Gas Mineral Rights Expirations
- August 10, 2016 – Closure/Abandonment Order No. AD 2016-22

Orders

- June 15, 2016 – Order No. 201606-02
- August 9, 2016 – Order No. 201608-01

Attachment 2 – Declaration Naming Michael J. Smith, Jasmina Cezek, and Rob Jennings Pursuant to Section 106 of the *Oil and Gas Conservation Act*

For the reasons set out in the accompanying letter, the Alberta Energy Regulator (the “AER”) has determined that (i) Michael J. Smith, Jasmina Cezek, and Rob Jennings (each an “individual”) were persons directly or indirectly in control of Lexin Resources Ltd. (the “licensee”); (ii) the licensee has contravened AER requirements or failed to comply with certain orders of the AER (the “AER orders”) or is indebted to the AER; (iii) the individuals have been in control of the licensee at all material times; and (iv) it is in the public interest to make a declaration naming the individuals under section 106(1) of the *Oil and Gas Conservation Act*, RSA 2000, c O-6 (the “OGCA”).

The AER’s legislated mandate under section 2 of the *Responsible Energy Development Act*, SA 2012, c R-17.3, includes a requirement to provide for the efficient, safe, orderly and responsible development of energy resources in Alberta. In accordance with this mandate, the AER hereby names the individuals under section 106(1) of the *OGCA* and places the following restrictions on them:

1. The applicable individual and any licensee or approval holder directly or indirectly controlled¹ by him or her must inform the AER that a declaration under section 106(1) of the *OGCA* is in effect against that individual and that the individual has direct or indirect control of such licensee or approval holder upon the licensee or approval holders applying to the AER for any identification code, licence, or approval or transfer of a licence or approval under the *OGCA* or the *Pipeline Act*, RSA 2000, c P-15 (the “*Pipeline Act*”).
2. The AER may refuse to consider any application from the licensee, an individual, or any other licensee or approval holder over which an individual has direct or indirect control, for an identification code, licence, or approval or transfer of a licence or approval under *Directive 067: Applying for Approval to Hold EUB Licences*, the *OGCA*, or the *Pipeline Act*.
3. Where the AER is to consider an application from an individual or any other licensee or approval holder over which an individual has direct or indirect control, the AER will consider and process the application as nonroutine and may exercise its discretion to require the submission of abandonment and reclamation deposits in an amount to be determined by the AER prior to granting any licence or approval or transfer of a licence or approval under the *OGCA*.

¹ For purposes of the *OGCA* “control” means real, effective, and practical control over a company’s business affairs. Such control may exist in a wide variety of settings and arrangements. Control is ultimately the power to direct the business of the company and make decisions that will be complied with and acted upon by the company.

4. Each individual must submit a sworn declaration by **February 19, 2017**, declaring whether he or she is in direct or indirect control of any licensee or approval holder, other than the licensee, that is an applicant to the AER, a licensee, or an approval holder under the *OGCA* or the *Pipeline Act* or, if he or she is, a declaration stating the name of any such licensee or approval holder and specifying the applications each has before the AER and the AER licences and approvals such licensee or approval holder holds.
5. This declaration is in force at the date hereof and will remain in force until the licensee has complied with the AER orders, rectified its contraventions, and paid any and all debts owed to the AER and to the AER on account of the orphan fund or until the AER orders otherwise.

Dated: January 19, 2017

Alberta Energy Regulator Signed: _____

<original signed by>

Kirk Bailey

Executive Vice President, Operations Division

This is **Exhibit "M"** referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

LEXIN RESOURCES LTD.

January 31, 2017

VIA EMAIL/FACSIMILE

ALBERTA ENERGY REGULATOR
Suite 1000, 250-5th Street SW
Calgary, Alberta T2P 0R4

Attention: Kirk Bailey, Executive Vice President

Dear Sirs / Madams:

Re: Lexin Resources Ltd. ("Lexin") - Proposal

Further to our letter (the "Letter") to you of December 2, 2016 (a copy of which is enclosed herewith), we confirm your advice that the Alberta Energy Regulator ("AER") did not receive the same until later as a result of your internal computer/email issues and disruptions.

Defined terms used herein and not otherwise defined will have the meanings set forth in the Letter.

We are writing to reiterate that the Dispute between us has materially adversely affected our operations, liquidity and access to capital, including from your garnishing orders to our commercial counterparties.

This situation has been further exacerbated and deteriorated since our Letter and, in particular, has caused very serious ongoing health and safety concerns regarding the Sour Wells and their need to be transferred to the Orphan Fund.

We also advise that because of the Dispute and your actions, we are not sure that we will be able to continue to provide proper health and safety overview and measures for the Sour Wells, particularly beyond February 15, 2017. We believe the situation creates serious health and safety risks for all concerned.

As a result, we hereby further reiterate our Proposal and request that we hear back from you by February 10, 2017, particularly in relation to the Sour Wells.

LEXIN RESOURCES LTD.

We are prepared to meet with you at the earliest opportunity to discuss the Proposal further and its implementation and, in particular, the need to address health and safety concerns around the Sour Wells.

Sincerely,

LEXIN RESOURCES LTD.

A handwritten signature in black ink, appearing to read 'Michael J. Smith', with a stylized flourish at the end.

Michael J. Smith
Director

This is Exhibit "N" referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.

A handwritten signature in blue ink, appearing to read 'Patricia M. Johnston', written over a horizontal line.

A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

February 6, 2017

Michael Smith
Lexin Resources Ltd.
Suite 300, 404 6 Avenue SW
Calgary, AB T2P 0R9

Calgary Head Office
Suite 1000, 250 – 5 Street SW
| Calgary, Alberta T2P 0R4
Canada

www.aer.ca

Dear Sir:

Re: Lexin Resources Ltd. (Lexin) - Proposal

The Alberta Energy Regulator (AER) has had an opportunity to review your correspondence dated December 2, 2016 and January 31, 2017. Below is the AER's response to same.

As licensee, you are statutorily obligated to comply with AER requirements and to ensure that sites are operated and maintained in a manner such that the public and environment are protected. If you are no longer in a position to operate in such a manner, you must take steps to safely suspend operations. Please refer to *Bulletin 2016-10: Obligations of Licensees When in Insolvency or When Otherwise Ceasing Operations*.

In relation to your request that the AER orphan select sour gas wells and permit you to produce other wells. The AER wishes to remind you that being a licensee is a privilege. It is not open to Lexin to pick and choose which licenses it is prepared to be responsible for and offload the rest to the Orphan Well Association or the Alberta public. The AER also notes that Lexin still has not paid its orphan levy.

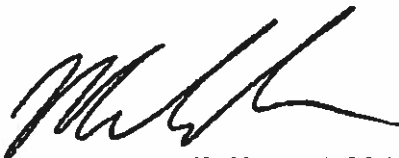
In relation to the request that the AER cease garnishment, the AER has previously advised Lexin that it is not prepared to do so. It further notes that AER has received no funds from Lexin in relation to its outstanding debt to the AER. As a reminder, the AER has a statutory lien in respect of Lexin's interest in any wells, facilities and pipelines, land or interests in land, including mines and minerals, equipment and petroleum substances. This lien has priority over all other liens, charges, rights of set-off, mortgages and other security interests. Accordingly, Lexin is not permitted to remove any equipment from any sites without the AER's approval.

For the reasons above, the AER rejects the proposal provided by Lexin and advises that it must take steps to address its outstanding non-compliances and to ensure that its sites are maintained in a manner the ensures that the public and environment are protected. Lexin is directed to advice by February 10, 2017 as to what steps it intends to take to ensure that the sour wells are maintained in a safe condition. Failure to do so will result in enforcement action.

inquiries 1-855-297-8311
24-hour
emergency 1-800-222-6514

If you have any questions regarding anything in the foregoing, please contact Helene de Beer at
Helene.debeer@aer.ca.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mark Taylor', with a stylized flourish at the end.

Mark Taylor - VP Closure & Liability AER

cc. Kirk Bailey – EVP Operations AER

Keely Cameron – Legal Counsel AER

Helene de Beer – Director Oil & Gas Closure & Liability AER

This is **Exhibit "O"** referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

LEXIN RESOURCES LTD.
Suite 300-404 6th Avenue SW
Calgary, Alberta T2P 0R9
Tel: (403) 237-9400

February 10, 2017

VIA EMAIL/FACSIMILE

ALBERTA ENERGY REGULATOR
Suite 1000, 250-5th Street SW
Calgary, Alberta
T2P 0R4

Attention: Mark Taylor – VP Closure & Liability AER

Dear Sirs / Madams:

Re: Alberta Energy Regulator ("AER") and Lexin Resources Ltd. (the "Company")

We are disappointed to receive your letter of February 6, 2017 and, in particular, your unwillingness to engage in any meaningful way in order to address the pressing issue of health and safety related to the sour gas wells. Given the serious negative constraints you have unfairly imposed on us, your demand of February 10, 2017 is unrealistic. We reiterate that this is a serious matter and we are ready, willing and able to engage with you to find a solution for all stakeholders to ensure proper health and safety of the sour gas wells.

We look forward to hearing from you.

Sincerely,

LEXIN RESOURCES LTD.



cc. Kirk Bailey – EVP Operations AER
Keely Cameron – Legal Counsel AER
Helene de Beer – Director Oil & Gas Closure & Liability AER

This is **Exhibit "P"** referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

February 14, 2017

By Email, Courier, Registered Mail and Posted in AER Library

Calgary Head Office
Suite 1000, 250 - 5 Street SW
Calgary, Alberta T2P 0R4
Canada

To: Lexin Resources Ltd. and enclosed list of addresses

www.aer.ca

Legislative/Regulatory Enforcement
Closure Order No. C 2017-01

Dear Sir/Madam:

Enclosed for your immediate attention is Alberta Energy Regulator Closure Order No. C 2017-01 ordering the immediate suspension of all Lexin Resources Ltd.'s operational well, facility and pipeline licences, and cessation of operations at the associated wells, facilities and pipelines. This order has been issued as a result of the AER's concerns regarding Lexin's ability to carry out its obligations as a licensee responsibly given its limited number of employees and number of noncompliances, including the following:

- Lexin's failure to comply with AER issued orders including directions to address multiple substance releases;
- Lexin's failure to prove to the satisfaction of the AER that it has a valid entitlement to the right to produce or access select sites;
- Lexin's admission (in correspondence to the AER dated January 31, 2017) that it is unable to provide "proper health and safety overview and measures for [its] Sour Wells";
- Lexin's failure to pay its proportionate share of both of the 2016 orphan fund levies;
- Lexin's failure to pay its 2016 administration fee; and
- Lexin's failure to pay its licensee liability rating security deposit.

Operations may only resume if the AER provides written approval and will be subject to any terms and conditions the AER deems necessary.

Lexin remains under **Global Refer** for failure to meet AER requirements.

Please be advised:

- If the order is amended, only those parties affected by the amendment will be notified.
- Based on information available to the AER on the date of the closure order, Lexin and the parties listed in Schedule A, "Licenced Properties," of the order will be considered responsible and financially liable for the abandonment of the subject wells and facilities pursuant to sections 27 and 30 of the *Oil and Gas Conservation Act*, should an abandonment order be issued.

Please note, as licensee, Lexin remains legally responsible for its obligations as licensee, including emergency and incident response and obligations relating to the Alberta One-Call system for its licensed properties.

Questions regarding the enclosed closure order or the enforcement actions outlined in this letter may be directed to Laura Chant at laura.chant@aer.ca or 403-297-8592.

Regards,



Hélène de Beer
Director, Closure & Liability

cc: Midnapore, Red Deer, Drayton Valley, Medicine Hat, Grande Prairie, and Bonnyville Field Centres,
Associated Managers and Regional Coordinators, Environment & Operational Performance, AER,
Enforcement@aer.ca, Enforcement.Dashboard@aer.ca

Delivered by courier:

President
Lexin Resources Ltd. (0CW8)
300, 404 – 6 Ave SW
Calgary, AB T2P 0R9

E-mail: tmccrary@lexin.ca

President
**Adeco Exploration
Company Ltd. (0ZA0)**
c/o Bennett Jones LLP
4500, 855 - 2 St SW
Calgary, AB T2P 4K7

President
**Canadian Natural
Resources Limited (0HE9)**
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Ms. Nancy Penner
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(0MG8)
1820, 715 - 5 Ave SW
Calgary, AB T2P 2X6

President
Omers Energy Inc. (A08E)
3000, 520 - 3 Ave SW
Calgary, AB T2P 0R3

E-mail:
jessica.gregorash@omersenergy.com

President
Phillips Petroleum Canada Ltd. (0945)
1600, 401 - 9 Ave SW
Calgary, AB T2P 2H7

President
SanLing Energy Ltd.
(A7AZ)
1700, 250 - 2 St SW
Calgary, AB T2P 0C1

E-mail:
kate.ramage@sanlingenergy.com
Stuart.widmer@sanlingenergy.com

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Husky Oil Operations Limited (0R46)
PO Box 6525 Stn D
707 - 8 Ave SW
Calgary, AB T2P 3G7

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Murphy Canada Exploration Company
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Calgary, AB T2P 3Y3

E-mail:
gay_marshall@murphyoilcorp.com

Mr. Paul Bothwell
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Calgary, AB T2P 0B4

E-mail: paul.bothwell@pengrowth.com

President
Pine Cliff Energy Ltd. (A1GR)
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Western Canada Energy Ltd.

Verity Energy Ltd.

PROVINCE OF ALBERTA
ALBERTA ENERGY REGULATOR
OIL AND GAS CONSERVATION ACT
ORDER NO. C 2017-01

AN ORDER RESPECTING THE CLOSURE OF WELLS, FACILITIES AND PIPELINES

LICENSED TO
LEXIN RESOURCES LTD.

WHEREAS Lexin Resources Ltd. (Licensee) is the licensee of 1380 wells, 81 facilities and 201 pipeline licences as listed in Clauses 1, 2, 3, 4 and 5 (Licences);

WHEREAS the directors of the Licensee, Michael J. Smith, Jasmina Cezek, and Rob Jennings (Directors) are subject to decision 20170124A, wherein the Directors have been named in a declaration under section 106 of the *Oil and Gas Conservation Act (OGCA)* due to contraventions or failures to comply with orders of the AER and having a debt to the AER;

WHEREAS Lexin has advised the Alberta Energy Regulator (AER) that it is unable to provide care & custody over its sour well licences;

WHEREAS the Licensee has not fully complied with Order 201606-02 issued under section 22 of the OGCA on June 15, 2016. Specifically, it has not cleaned up bags of spent catalyst;

WHEREAS the licensee has not fully complied with Order 201608-01 issued under section 113 of the *Environmental Protection and Enhancement Act (EPEA)*, section 27 of the *OCGA*, and section 23 of the *Pipeline Act* on August 9, 2016. Specifically, it has not developed and submitted plans for monitoring and responding to incidents and emergencies at its Mazeppa Facility, licence no. 2588;

WHEREAS the Licensee has not complied with Order 201610-03 issued under section 104 of the OGCA, section 113 and 241 of (EPEA), and section 8.050 of the *Oil and Gas Conservation Rules (OCGR)* on October 25, 2016. Specifically, it has not cleaned up a hydrocarbon spill at its Mazeppa facility;

WHEREAS the Licensee remains in non-compliance with Closure/Abandonment Orders AD 2016-21 issued under the *OCGA* for failure to prove to the satisfaction of the AER that it has a valid entitlement to the right of access pursuant to section 3.012(a) of the *Oil and Gas Conservation Rules (OCGR)*;

WHEREAS the Licensee remains in non-compliance with Closure/Abandonment Order AD 2016-22 issued under the *OCGA* for failure to prove to the satisfaction of the AER that it has a valid entitlement to the right to produce the subject wells pursuant to section 16 of the *OGCA*;

WHEREAS the Licensee failed to submit its security deposit as required by section 1.100(2) of the *OGCR, Directive 006: Licensee Liability Rating (LLR) Program and Licence Transfer Process*, and a Notice of Noncompliance dated September 8, 2016;

WHEREAS the Licensee has failed to pay its proportionate share of both 2016 Orphan Fund Levies plus the 20 percent penalties as required by section 74 of the *OGCA* and section 16.530 of the *OGCR*, and Notices of Noncompliance dated May 3, 2016 and September 21, 2016,

WHEREAS the Licensee has failed to provide the 2016 Administration Fee plus the 20 percent penalty as required by section 29 of the *Responsible Energy Development Act (REDA)* and section 7(2) of the *Alberta Energy Regulator Administration Fees Rules*;

WHEREAS the Alberta Energy Regulator (AER) has concerns about the ability of the Licensee to provide care and custody of the wells, facilities and pipelines outlined in Clauses 1, 2, 3, 4 and 5;

WHEREAS the parties identified in Schedule A: Licensed Properties, attached to this Order, are working interest participants (the Working Interest Participants) in various wells and facilities listed in Clauses 1, 2 and 3 as identified in Schedule A: Licensed Properties, attached to this Order;

WHEREAS the AER ordered select well and pipeline licences to be suspended and abandoned under Abandonment Order No. AD 2016-21 as outlined in Clauses 2 and 5 and the requirements of that order remain in effect;

WHEREAS the AER ordered select well licences to be suspended and abandoned under Abandonment Order No. AD 2016-22 as outlined in Clause 3 and the requirements of that order remain in effect;

THEREFORE, pursuant to s. 27 and s. 106(3) of the *OGCA*, RSA 2000, c. O-6; s. 12 of the *Pipeline Act*, RSA 2000, c. P-15; and *REDA*, SA 2012, c. R-17.3, the AER hereby orders as follows:

1. The subject well and facility licences are suspended and operations of the associated sites are suspended and shall not be resumed unless this Order is rescinded:

Wells

Licence No.	Surface Location
W0003288	12-19-021-28W4
W0009159	10-36-020-29W4
W0009613	10-31-020-28W4
W0010331	06-04-016-27W4
W0013028	12-19-018-29W4
W0016355	11-06-021-28W4

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W0017688	10-25-021-29W4
W0020028	10-21-020-27W4
W0021608	14-12-021-28W4
W0025463	11-07-021-28W4
W0026356	10-23-019-28W4
W0030770	10-01-020-01W5
W0031415	07-33-023-28W4
W0031683	06-21-019-28W4
W0034010	10-20-016-29W4
W0034652	06-29-022-28W4
W0035556	06-02-019-28W4
W0036157	07-35-021-29W4
W0036158	11-20-020-28W4
W0036284	10-13-022-29W4
W0037686	06-34-023-28W4
W0038033	11-24-022-29W4
W0048121	10-32-020-27W4
W0052408	06-33-009-02W5
W0054022	07-04-021-28W4
W0056188	07-11-020-27W4
W0058136	11-01-031-23W4
W0058591	06-14-018-26W4
W0059940	11-12-031-23W4
W0060346	06-08-016-21W4
W0062021	10-10-019-28W4
W0064585	10-16-020-27W4
W0065530	06-15-020-27W4
W0068660	11-10-020-27W4
W0068930	14-15-020-27W4
W0069808	06-22-020-27W4
W0070039	06-11-017-28W4
W0070389	08-15-020-27W4
W0071978	14-15-020-27W4
W0072655	10-01-016-21W4
W0074629	06-14-020-27W4
W0074644	10-13-021-28W4
W0075064	16-15-020-27W4
W0075389	16-09-020-27W4

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W0075522	08-22-020-27W4
W0075528	11-36-021-29W4
W0075653	07-32-020-28W4
W0075680	11-29-020-28W4
W0076335	08-26-019-27W4
W0079035	06-08-020-19W4
W0081195	11-01-022-29W4
W0081898	12-06-017-29W4
W0086802	11-09-020-28W4
W0087510	05-25-012-17W4
W0090635	14-16-020-28W4
W0090779	09-05-020-28W4
W0092247	08-32-017-21W4
W0092338	06-28-017-23W4
W0092627	16-28-019-28W4
W0092723	04-33-020-28W4
W0095414	14-13-018-25W4
W0095779	14-29-019-28W4
W0098862	06-14-019-28W4
W0099618	06-15-021-27W4
W0100492	11-27-019-28W4
W0111397	07-08-020-28W4
W0114033	16-28-019-28W4
W0114182	11-34-018-28W4
W0114183	15-15-019-28W4
W0114184	10-04-020-28W4
W0114210	15-22-019-28W4
W0115564	07-34-019-28W4
W0117059	08-10-017-22W4
W0117983	14-10-017-22W4
W0119636	06-10-017-22W4
W0122177	04-15-020-23W4
W0123141	14-10-020-23W4
W0131762	09-18-023-04W5
W0133197	03-12-016-21W4
W0133814	16-10-020-23W4
W0134245	08-29-020-27W4
W0134743	08-10-020-23W4

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W0135074	06-23-020-27W4
W0135189	05-31-020-03W5
W0135226	10-10-021-27W4
W0138292	08-03-021-27W4
W0140132	16-09-054-14W5
W0140172	15-01-016-21W4
W0140588	16-27-019-27W4
W0140686	07-11-021-27W4
W0141805	08-02-016-21W4
W0142972	01-33-019-21W4
W0147399	04-15-020-23W4
W0150242	04-34-019-21W4
W0153075	14-11-017-23W4
W0155526	11-08-020-19W4
W0155741	11-08-020-19W4
W0156639	07-10-016-16W4
W0163557	06-21-020-27W4
W0167155	03-19-018-22W4
W0168304	03-20-021-28W4
W0168555	08-20-035-24W4
W0172522	14-16-020-27W4
W0173378	13-21-020-27W4
W0174375	16-20-020-27W4
W0174675	08-17-016-21W4
W0176241	08-10-017-28W4
W0176640	16-13-017-23W4
W0177460	10-21-023-28W4
W0179609	10-21-023-28W4
W0181274	10-21-023-28W4
W0182704	14-16-023-28W4
W0185107	16-26-018-23W4
W0187666	14-03-021-27W4
W0189985	04-10-023-28W4
W0190051	15-26-019-29W4
W0191205	12-20-022-28W4
W0191674	12-24-016-16W4
W0191716	07-16-020-27W4
W0192484	10-35-019-29W4

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 24-hour
 emergency 1-800-222-6514

W0197905	01-28-020-27W4
W0200491	14-17-018-25W4
W0203083	07-10-018-26W4
W0203704	10-21-023-28W4
W0204742	05-10-020-27W4
W0205299	02-24-012-02W5
W0205865	11-02-017-28W4
W0205881	11-29-022-28W4
W0207000	08-08-016-27W4
W0209323	08-18-019-26W4
W0209552	07-01-031-23W4
W0209558	13-23-018-25W4
W0212209	07-19-022-28W4
W0213449	16-23-019-29W4
W0213821	06-34-018-23W4
W0214174	12-06-018-22W4
W0214266	03-28-023-28W4
W0214366	07-10-017-28W4
W0214752	15-06-018-26W4
W0214859	15-18-018-29W4
W0215048	16-21-020-27W4
W0216482	16-29-016-28W4
W0216989	13-25-019-29W4
W0217885	01-25-018-30W4
W0218442	05-08-021-27W4
W0218774	15-29-020-27W4
W0219366	06-10-021-27W4
W0221070	10-33-016-29W4
W0221502	08-22-020-27W4
W0221740	16-12-016-25W4
W0221908	10-16-020-27W4
W0223044	07-26-018-23W4
W0223074	12-12-030-23W4
W0223078	01-04-016-27W4
W0223109	05-01-030-23W4
W0223115	07-29-016-29W4
W0223721	16-10-020-27W4
W0223766	16-09-020-27W4

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W0224079	10-32-020-27W4
W0224269	11-29-020-27W4
W0224276	16-21-020-27W4
W0224308	07-20-020-27W4
W0224314	08-28-020-27W4
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W0225252	09-04-016-27W4
W0225427	03-24-018-28W4
W0226236	13-20-018-26W4
W0226381	12-23-020-27W4
W0227331	01-20-017-25W4
W0227882	15-16-018-26W4
W0228304	15-30-016-29W4
W0228783	05-17-017-29W4
W0229077	08-04-016-28W4
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W0240936	09-32-015-24W4
W0241052	14-01-016-30W4
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W0254658	03-12-021-27W4

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W0260729	12-16-017-29W4
W0260935	16-28-017-29W4
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W0262831	10-18-014-29W4
W0264926	01-17-018-29W4
W0265636	15-34-018-27W4

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W0266241	16-24-017-26W4
W0266670	01-23-020-26W4
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W0272859	15-09-017-29W4
W0272970	03-22-017-24W4
W0273284	08-32-018-27W4
W0273599	02-33-018-27W4
W0273830	16-08-018-29W4
W0273834	01-12-019-27W4
W0274010	01-25-020-28W4
W0274011	01-15-020-26W4
W0274035	08-22-020-26W4
W0274173	08-20-018-26W4
W0274193	08-22-021-27W4

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W0274194	12-11-021-27W4
W0274255	13-19-034-20W4
W0274423	08-04-021-27W4
W0274487	03-27-017-29W4
W0274594	16-13-020-28W4
W0274595	12-10-021-26W4
W0274766	12-20-021-27W4
W0274789	06-16-018-26W4
W0274805	14-06-030-23W4
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W0275215	01-16-019-27W4
W0275332	12-09-035-20W4
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W0275957	16-19-016-29W4
W0276049	03-20-018-27W4
W0276149	10-29-018-27W4
W0276873	03-34-020-26W4
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W0276921	10-02-018-26W4
W0276923	08-28-020-26W4
W0277972	16-32-018-23W4
W0278039	12-04-018-26W4
W0278130	06-35-016-22W4
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inquiries 1-855-297-8311
 24-hour
 emergency 1-800-222-6514

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inquiries 1-855-297-8311
 24-hour
 emergency 1-800-222-6514

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inquiries 1-855-297-8311
 24-hour
 emergency 1-800-222-6514

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Inquiries 1-855-297-8311
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 emergency 1-800-222-6514

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inquiries 1-855-297-8311
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Inquiries 1-855-297-8311
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 emergency 1-800-222-6514

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inquiries 1-855-297-8311
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inquiries 1-855-297-8311
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inquiries 1-855-297-8311
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inquiries 1-855-297-8311
 24-hour
 emergency 1-800-222-6514

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inquiries 1-855-297-8311
 24-hour
 emergency 1-800-222-6514

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Inquiries 1-855-297-8311
 24-hour
 emergency 1-800-222-6514

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inquiries 1-855-297-8311
 24-hour
 emergency 1-800-222-6514

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inquiries 1-855-297-8311
 24-hour
 emergency 1-800-222-6514

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inquiries 1-855-297-8311
 24-hour
 emergency 1-800-222-6514

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Inquiries 1-855-297-8311
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 emergency 1-800-222-6514

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Inquiries 1-855-297-8311
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inquiries 1-855-297-8311
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inquiries 1-855-297-8311
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inquiries 1-855-297-8311
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Inquiries 1-855-297-8311
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inquiries 1-855-297-8311
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inquiries 1-855-297-8311
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 emergency 1-800-222-6514

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inquiries 1-855-297-8311
 24-hour
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Inquiries 1-855-297-8311
 24-hour
 emergency 1-800-222-6514

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inquiries 1-855-297-8311
 24-hour
 emergency 1-800-222-6514

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W0399436	06-23-020-27W4
W0399437	06-23-020-27W4
W0399438	08-03-021-28W4
W0399480	05-01-021-28W4
W0399512	12-33-019-24W4
W0399513	01-32-019-24W4
W0399533	05-29-019-24W4
W0399554	08-01-021-28W4
W0399581	13-18-019-26W4
W0399642	08-24-020-27W4
W0399667	01-04-020-26W4
W0399897	10-12-018-27W4
W0399935	14-22-017-26W4
W0399997	09-05-021-27W4
W0400043	14-14-018-26W4
W0400118	04-14-015-25W4
W0400122	12-01-015-25W4
W0400262	02-01-021-28W4
W0400276	16-14-018-26W4
W0400443	14-16-018-26W4
W0400467	10-17-014-24W4
W0400576	09-05-017-29W4
W0400782	01-26-018-26W4
W0400879	15-31-014-24W4
W0400924	16-04-019-26W4
W0401067	02-19-014-24W4
W0401190	11-19-007-01W5
W0401258	07-06-019-26W4
W0401441	12-24-018-27W4
W0401570	16-28-018-27W4

inquiries 1-855-297-8311
 24-hour
 emergency 1-800-222-6514

W0401578	09-24-018-27W4
W0401681	08-34-018-27W4
W0407159	03-03-010-03W5
W0419301	07-10-018-24W4
W0419372	09-13-021-28W4
W0419393	08-03-021-28W4
W0419394	08-03-021-28W4
W0419395	08-03-021-28W4
W0419669	13-35-020-28W4
W0419680	05-25-020-28W4
W0421603	07-09-007-01W5
W0422274	04-16-007-01W5
W0423877	13-02-019-23W4
W0423966	04-28-015-25W4
W0427042	13-35-017-23W4
W0436263	02-13-019-24W4
W0437332	16-25-018-23W4
W0439631	16-27-017-23W4

Facilities

Licence No.	Surface Location
F17874	12-35-108-09W6
F20885	11-02-017-28W4
F20886	01-23-018-29W4
F20887	06-15-020-27W4
F20888	10-16-020-27W4
F2089	06-04-016-27W4
F20890	10-21-020-27W4
F20891	06-21-020-27W4
F20892	01-28-020-27W4
F20893	08-29-020-27W4
F20894	10-32-020-27W4
F20895	10-10-021-27W4
F20896	07-04-021-28W4
F2239	02-04-017-29W4
F2420	01-25-018-30W4

inquiries 1-855-297-8311
 24-hour
 emergency 1-800-222-6514

F2421	01-25-018-30W4
F25067	16-30-018-26W4
F25101	06-11-017-28W4
F25302	02-24-012-02W5
F2576	01-33-019-21W4
F2588	01-35-019-28W4
F25918	02-20-017-29W4
F26018	08-26-019-27W4
F26087	16-05-018-25W4
F26438	05-08-020-27W4
F27045	04-11-017-25W4
F27046	05-01-017-25W4
F27451	06-14-020-26W4
F27552	11-15-018-29W4
F27689	15-34-018-27W4
F28117	10-15-021-27W4
F2813	11-08-020-19W4
F2837	14-10-020-23W4
F2865	06-15-020-27W4
F2866	06-15-020-27W4
F29282	05-08-021-27W4
F29341	06-29-022-28W4
F29347	09-17-019-27W4
F29735	11-29-022-28W4
F30399	14-30-016-28W4
F30500	04-01-017-23W4
F3067	14-03-021-27W4
F30715	12-04-018-26W4
F31052	03-25-012-02W5
F31123	05-20-019-27W4
F31207	03-12-016-21W4
F31687	13-34-008-02W5
F32197	16-16-018-24W4
F32460	04-11-018-24W4
F32495	10-13-021-28W4
F32738	10-13-012-02W5
F33748	02-12-016-21W4
F3377	10-21-023-28W4

F33774	11-31-016-28W4
F3378	10-21-023-28W4
F3379	07-33-023-28W4
F33937	01-02-018-22W4
F33940	07-29-017-23W4
F34339	10-16-042-03W5
F34437	13-17-020-26W4
F34456	04-15-022-27W4
F34763	09-29-015-25W4
F35170	16-09-054-14W5
F35818	03-11-042-04W5
F35833	04-24-016-24W4
F36195	12-30-017-21W4
F36233	06-18-016-27W4
F36247	08-36-016-29W4
F36735	09-29-015-25W4
F36911	11-07-012-01W5
F37170	15-11-030-23W4
F37308	16-04-016-23W4
F37838	15-06-017-28W4
F38466	16-04-015-25W4
F38594	03-05-017-27W4
F38861	05-28-017-29W4
F39228	16-20-034-06W5
F39425	16-19-016-29W4
F39549	16-12-017-29W4
F39764	06-33-020-28W4
F41054	16-20-015-25W4

2. The following well licences ordered suspended under AER Abandonment Order AD 2016-21 remain ordered suspended under this Order:

Licence No.	Surface Location
W0341875	14-25-019-27W4
W0384220	03-16-019-27W4
W0396001	05-21-019-27W4

3. The following well licences ordered suspended under AER Abandonment Order AD 2016-22 remain ordered suspended under this Order:

Licence No.	Surface Location
W0354562	15-20-014-24W4
W0326988	09-23-017-22W4
W0310837	01-08-018-21W4
W0304582	07-14-018-24W4
W0365054	07-04-019-29W4
W0239339	10-24-016-30W4
W0270664	13-17-017-22W4
W0278472	01-24-016-30W4
W0300634	01-18-017-28W4
W0303260	14-32-015-23W4
W0311092	14-17-017-22W4
W0327156	11-24-019-01W5
W0327450	01-04-018-28W4
W0327562	08-29-008-01W5
W0331292	16-25-017-22W4
W0334332	12-11-019-01W5
W0334924	11-10-018-28W4
W0335773	07-14-019-01W5
W0338234	02-03-018-28W4
W0340742	03-34-017-28W4
W0364251	05-18-016-23W4
W0395645	02-12-016-23W4
W0187801	06-20-023-28W4

4. The subject pipeline licences are suspended and operations of the associated pipelines are suspended and shall not be resumed unless this Order is rescinded:

Licence No.	Segment	From Location	To Location
P10898	2	11-22-016-17W4	02-34-016-17W4
	3	10-21-016-17W4	11-22-016-17W4
	4	11-23-016-17W4	11-22-016-17W4
	5	10-15-016-17W4	11-22-016-17W4

	6	05-30-016-16W4	04-30-016-16W4
	7	14-19-016-16W4	04-30-016-16W4
	8	08-27-016-17W4	06-27-016-17W4
	9	09-25-016-17W4	05-30-016-16W4
P14898	3	06-15-020-27W4	06-15-020-27W4
P15006	2	08-15-020-27W4	06-15-020-27W4
P16449	2	08-22-020-27W4	06-15-020-27W4
P16740	1	16-15-020-27W4	06-15-020-27W4
P16773	1	06-14-020-27W4	08-15-020-27W4
	2	06-14-020-27W4	07-11-020-27W4
	3	16-10-020-27W4	08-15-020-27W4
P18302	1	10-21-056-15W4	10-21-056-15W4
P19182	1	05-03-020-27W4	06-15-020-27W4
	3	07-03-020-27W4	05-03-020-27W4
	4	07-02-020-27W4	07-03-020-27W4
	5	16-27-019-27W4	08-26-019-27W4
	6	16-27-019-27W4	07-03-020-27W4
	7	08-03-020-27W4	08-03-020-27W4
	8	02-10-020-27W4	04-10-020-27W4
	9	13-10-020-27W4	13-10-020-27W4
P20909	2	11-12-031-23W4	15-12-031-23W4
	3	15-12-031-23W4	02-13-031-23W4
	4	02-13-031-23W4	07-13-031-23W4
	6	07-13-031-23W4	10-13-031-23W4
	7	11-01-031-23W4	11-12-031-23W4
	8	07-01-031-23W4	11-01-031-23W4
P21643	3	10-10-019-28W4	11-11-019-28W4
P21646	6	11-11-019-28W4	10-10-019-28W4
P23009	1	04-15-020-23W4	14-10-020-23W4
	2	16-10-020-23W4	14-10-020-23W4
	3	04-15-020-23W4	04-15-020-23W4
P23075	1	15-02-020-23W4	02-11-020-23W4
	2	06-11-020-23W4	02-11-020-23W4
P23076	1	14-10-020-23W4	02-11-020-23W4
	2	16-35-019-23W4	15-02-020-23W4
	3	10-10-019-22W4	12-09-019-22W4
	4	12-09-019-22W4	10-08-019-22W4
	5	08-08-019-22W4	12-09-019-22W4

	6	02-09-019-22W4	05-09-019-22W4
	7	01-10-019-22W4	10-10-019-22W4
	8	09-10-019-22W4	10-10-019-22W4
	9	07-08-019-22W4	08-08-019-22W4
	10	16-09-019-22W4	09-09-019-22W4
	11	12-36-019-23W4	16-35-019-23W4
	12	05-36-019-23W4	12-36-019-23W4
P24162	1	06-23-020-27W4	06-15-020-27W4
P24288	1	03-12-016-21W4	01-09-016-21W4
	3	08-02-016-21W4	09-02-016-21W4
	4	10-01-016-21W4	15-04-016-21W4
	5	15-01-016-21W4	10-01-016-21W4
	6	15-04-016-21W4	01-09-016-21W4
	7	10-01-016-21W4	03-12-016-21W4
	8	02-12-016-21W4	02-12-016-21W4
P24289	1	16-17-019-27W4	06-14-019-28W4
	2	06-18-019-27W4	11-18-019-27W4
	3	13-17-019-27W4	12-17-019-27W4
P24493	1	07-33-023-28W4	07-09-024-28W4
	2	07-33-023-28W4	04-10-023-28W4
P24674	1	07-17-020-23W4	08-17-020-23W4
P24823	1	13-22-019-27W4	07-21-019-27W4
	2	06-21-019-27W4	01-20-019-27W4
	4	08-21-019-27W4	07-21-019-27W4
	5	07-21-019-27W4	06-21-019-27W4
P24848	1	08-24-015-22W4	08-25-014-23W4
P26309	1	11-08-020-19W4	04-08-020-19W4
	2	06-08-020-19W4	11-08-020-19W4
P26507	1	01-33-019-21W4	04-34-019-21W4
P27074	1	06-15-017-22W4	06-35-016-22W4
P27248	1	06-15-020-27W4	08-15-020-27W4
P28351	1	06-34-023-28W4	07-33-023-28W4
P28709	1	07-33-023-28W4	10-21-023-28W4
	2	14-16-023-28W4	10-21-023-28W4
P29168	1	09-18-023-04W5	11-34-023-04W5
P29382	5	14-03-021-27W4	14-03-021-27W4
	6	14-03-021-27W4	14-03-021-27W4
P29583	1	06-15-020-27W4	14-16-020-27W4

P29609	2	13-21-020-27W4	06-21-020-27W4
P29674	1	10-21-023-28W4	14-16-023-28W4
	2	10-21-023-28W4	03-28-023-28W4
P30225	1	01-28-020-27W4	01-28-020-27W4
P30494	1	14-17-018-25W4	14-17-018-25W4
	2	06-34-018-25W4	08-34-018-25W4
	3	10-34-018-25W4	06-34-018-25W4
P30631	1	16-18-018-25W4	06-14-018-26W4
P30733	1	06-20-023-28W4	10-21-023-28W4
P30826	2	10-21-023-28W4	06-20-023-28W4
P31472	1	13-23-018-25W4	12-15-018-25W4
P31707	1	14-11-018-23W4	14-07-018-22W4
	2	14-07-018-22W4	16-21-018-22W4
	3	03-19-018-22W4	02-19-018-22W4
	4	12-25-018-23W4	16-26-018-23W4
P31933	1	14-13-016-23W4	11-36-015-23W4
P32309	1	15-18-018-29W4	02-19-018-29W4
	2	02-19-018-29W4	12-19-018-29W4
P32391	1	06-34-018-23W4	08-04-019-23W4
P32624	1	08-03-021-27W4	14-03-021-27W4
	2	06-10-021-27W4	06-10-021-27W4
P32955	1	06-22-020-27W4	10-21-020-27W4
P33015	1	11-10-020-27W4	06-15-020-27W4
	2	16-09-020-27W4	11-10-020-27W4
P33016	1	06-15-020-27W4	11-10-020-27W4
	2	11-10-020-27W4	16-09-020-27W4
P33035	1	01-04-016-27W4	06-04-016-27W4
P33036	1	06-04-016-27W4	01-04-016-27W4
	2	06-04-016-27W4	09-04-016-27W4
P33070	1	12-06-018-22W4	14-07-018-22W4
P33110	1	07-26-018-23W4	07-26-018-23W4
P33160	1	08-32-017-21W4	08-04-018-21W4
	2	01-08-018-21W4	01-05-018-21W4
	3	01-05-018-21W4	03-04-018-21W4
	5	03-04-018-21W4	11-21-017-21W4
	6	13-20-018-21W4	01-08-018-21W4
	7	03-20-018-21W4	13-20-018-21W4
	8	02-09-018-21W4	01-08-018-21W4

P33200	1	10-20-016-29W4	02-04-017-29W4
	2	02-04-017-29W4	03-14-017-28W4
P33267	4	02-28-053-14W5	11-29-053-14W5
P33282	1	07-29-016-29W4	09-29-016-29W4
P33452	2	07-32-020-28W4	06-32-020-28W4
	3	06-32-020-28W4	10-31-020-28W4
P33465	1	08-20-035-24W4	07-20-035-24W4
	2	08-20-035-24W4	04-22-035-24W4
P33623	1	11-29-020-27W4	08-29-020-27W4
	2	08-28-020-27W4	01-28-020-27W4
	3	08-06-021-27W4	10-32-020-27W4
	4	16-09-020-27W4	06-15-020-27W4
	5	08-22-020-27W4	08-22-020-27W4
	7	12-23-020-27W4	08-22-020-27W4
	8	06-02-021-27W4	08-03-021-27W4
	11	11-36-020-27W4	10-36-020-27W4
	12	05-01-021-27W4	11-36-020-27W4
	13	11-31-020-26W4	11-36-020-27W4
	14	05-08-020-27W4	16-09-020-27W4
	15	10-07-020-27W4	05-08-020-27W4
	16	05-08-020-27W4	12-05-020-27W4
	17	06-06-020-27W4	12-05-020-27W4
	19	12-24-020-26W4	06-14-020-26W4
	20	06-23-020-27W4	12-23-020-27W4
	22	12-04-020-27W4	12-05-020-27W4
	23	01-23-020-26W4	04-24-020-26W4
	24	06-14-020-26W4	13-17-020-26W4
	25	15-34-018-27W4	16-30-018-26W4
	26	06-28-018-27W4	15-34-018-27W4
	27	16-09-020-27W4	13-10-020-27W4
	28	02-17-020-27W4	05-08-020-27W4
	29	12-32-019-27W4	06-05-020-27W4
	30	06-05-020-27W4	12-32-019-27W4
	31	16-31-020-27W4	16-31-020-27W4
	32	05-03-019-27W4	09-02-019-27W4
	33	08-20-018-26W4	13-20-018-26W4
	34	01-16-019-27W4	08-09-019-27W4
	35	05-09-019-27W4	05-03-019-27W4

36	01-12-019-27W4	07-11-019-27W4
37	16-05-018-26W4	12-04-018-26W4
38	15-06-018-26W4	16-05-018-26W4
39	10-29-018-27W4	06-28-018-27W4
40	08-18-019-26W4	01-12-019-27W4
41	08-04-019-27W4	05-03-019-27W4
42	03-34-020-26W4	07-27-020-26W4
43	08-28-020-26W4	05-27-020-26W4
44	08-20-018-26W4	16-17-018-26W4
45	08-20-018-26W4	16-30-018-26W4
46	15-34-018-27W4	09-02-019-27W4
47	09-02-019-27W4	01-16-019-27W4
48	01-16-019-27W4	09-17-019-27W4
49	09-02-019-27W4	15-34-018-27W4
50	01-16-019-27W4	09-17-019-27W4
51	11-16-019-27W4	09-17-019-27W4
52	09-17-019-27W4	12-12-019-28W4
53	05-09-018-26W4	12-09-018-26W4
54	06-36-020-27W4	11-36-020-27W4
55	16-29-017-26W4	08-05-018-26W4
56	14-21-017-26W4	16-29-017-26W4
57	08-26-019-27W4	11-16-019-27W4
58	05-20-019-27W4	09-17-019-27W4
59	06-19-019-27W4	05-20-019-27W4
60	01-20-019-27W4	09-17-019-27W4
61	16-08-018-26W4	08-20-018-26W4
62	07-17-019-27W4	09-17-019-27W4
63	10-31-017-27W4	04-05-018-27W4
64	11-27-019-27W4	08-26-019-27W4
65	16-08-018-26W4	12-04-018-26W4
66	12-04-018-26W4	16-08-018-26W4
67	08-05-018-26W4	12-04-018-26W4
68	08-05-018-26W4	12-04-018-26W4
69	10-06-019-27W4	08-07-019-27W4
70	04-05-018-27W4	08-07-018-27W4
71	07-07-018-27W4	08-08-018-27W4
72	13-17-020-26W4	13-17-020-26W4
73	13-17-020-26W4	13-17-020-26W4

74	16-05-018-26W4	08-05-018-26W4
75	09-30-019-27W4	05-20-019-27W4
76	01-33-019-27W4	11-27-019-27W4
77	08-07-019-27W4	07-17-019-27W4
78	02-07-020-26W4	11-06-020-26W4
79	13-17-020-26W4	06-23-020-27W4
80	11-36-018-27W4	09-35-018-27W4
81	06-09-018-27W4	03-20-018-27W4
82	11-05-019-27W4	10-06-019-27W4
83	13-13-020-27W4	06-14-020-27W4
84	09-01-019-28W4	10-06-019-27W4
85	11-35-018-28W4	09-01-019-28W4
86	06-12-019-28W4	09-01-019-28W4
87	02-07-018-26W4	15-06-018-26W4
88	11-06-020-26W4	10-01-020-27W4
89	05-08-019-27W4	08-07-019-27W4
90	01-19-017-26W4	13-21-017-26W4
91	13-21-017-26W4	14-21-017-26W4
92	05-33-017-27W4	04-05-018-27W4
93	10-14-020-26W4	10-14-020-26W4
94	10-01-020-27W4	07-02-020-27W4
95	09-34-020-27W4	08-03-021-27W4
97	06-14-018-27W4	12-11-018-27W4
98	10-10-018-27W4	12-11-018-27W4
99	15-03-019-27W4	10-03-019-27W4
100	16-20-018-26W4	08-20-018-26W4
101	14-03-018-26W4	12-04-018-26W4
102	16-08-017-26W4	13-21-017-26W4
103	09-07-018-26W4	02-07-018-26W4
104	05-02-019-27W4	12-02-019-27W4
105	11-12-020-27W4	07-11-020-27W4
106	16-06-020-26W4	02-07-020-26W4
107	10-30-018-26W4	10-30-018-26W4
108	07-08-018-26W4	16-08-018-26W4
109	16-32-018-26W4	08-32-018-26W4
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111	01-06-018-26W4	12-05-018-26W4
112	03-23-020-26W4	06-14-020-26W4

113	01-24-020-26W4	04-24-020-26W4
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115	10-29-019-27W4	09-30-019-27W4
116	11-28-019-27W4	10-29-019-27W4
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118	09-22-020-26W4	08-22-020-26W4
119	08-22-020-26W4	03-23-020-26W4
120	01-23-020-26W4	03-23-020-26W4
121	07-34-020-26W4	03-34-020-26W4
122	07-06-019-26W4	11-36-018-27W4
123	05-17-019-27W4	05-17-019-27W4
124	12-32-020-26W4	04-31-020-26W4
125	10-28-020-26W4	08-28-020-26W4
126	08-09-019-27W4	08-09-019-27W4
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138	10-19-020-26W4	01-19-020-26W4
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141	11-31-020-26W4	04-31-020-26W4
142	06-23-020-27W4	06-15-020-27W4
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163	10-30-020-27W4	05-29-020-27W4
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166	11-07-018-26W4	11-07-018-26W4
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202	14-30-019-27W4	09-30-019-27W4
203	07-31-019-27W4	09-30-019-27W4
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205	16-33-020-28W4	15-33-020-28W4
206	01-32-020-26W4	05-32-020-26W4
207	13-13-020-27W4	02-24-020-27W4
208	07-05-018-27W4	04-05-018-27W4
209	14-11-020-28W4	10-14-020-28W4
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213	03-07-020-27W4	02-07-020-27W4
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215	16-28-017-27W4	02-33-017-27W4
216	05-31-017-27W4	10-31-017-27W4
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233	07-08-020-27W4	10-08-020-27W4
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245	12-26-019-27W4	06-26-019-27W4
246	02-07-019-27W4	02-07-019-27W4
247	07-18-019-27W4	08-18-019-27W4
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249	07-27-019-27W4	07-27-019-27W4
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252	13-28-020-27W4	09-29-020-27W4
253	09-29-020-27W4	08-29-020-27W4
254	14-32-020-27W4	11-32-020-27W4
255	07-03-019-27W4	10-03-019-27W4
256	03-30-020-27W4	10-30-020-27W4
257	03-09-019-27W4	06-09-019-27W4
258	15-33-020-28W4	06-33-020-28W4
259	15-21-019-27W4	13-21-019-27W4
260	13-21-019-27W4	09-20-019-27W4
261	05-03-019-27W4	05-03-019-27W4
262	06-17-020-27W4	02-17-020-27W4
263	06-29-017-26W4	08-29-017-26W4
264	08-29-017-26W4	14-21-017-26W4
265	16-06-019-27W4	10-06-019-27W4
266	16-33-019-27W4	01-33-019-27W4
267	14-06-019-27W4	12-06-019-27W4
268	04-33-019-27W4	03-33-019-27W4
269	14-29-017-26W4	06-29-017-26W4
270	09-21-017-26W4	07-21-017-26W4
271	11-02-021-27W4	06-02-021-27W4

	272	08-02-021-27W4	06-02-021-27W4
	273	01-14-020-27W4	02-14-020-27W4
	274	09-14-020-27W4	08-14-020-27W4
	275	09-22-020-27W4	12-23-020-27W4
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	279	05-01-021-28W4	02-01-021-28W4
	280	01-11-021-28W4	05-01-021-28W4
	281	14-22-017-26W4	09-22-017-26W4
	282	12-32-019-27W4	07-31-019-27W4
	283	12-05-020-27W4	06-05-020-27W4
	284	10-32-019-27W4	12-32-019-27W4
	285	07-08-020-28W4	08-09-020-28W4
	286	10-04-020-28W4	07-09-020-28W4
	287	08-09-020-28W4	14-11-020-28W4
P33638	1	07-04-021-28W4	07-32-020-28W4
P33655	1	06-04-017-29W4	10-33-016-29W4
P33656	1	06-04-017-29W4	02-04-017-29W4
	2	10-33-016-29W4	02-04-017-29W4
P33700	2	10-04-016-27W4	06-04-016-27W4
P34413	17	14-08-023-27W4	03-17-023-27W4
	25	04-03-023-27W4	16-04-023-27W4
	30	11-29-022-28W4	06-29-022-28W4
	44	13-05-023-27W4	16-04-023-27W4
P34436	1	09-05-017-29W4	02-04-017-29W4
P34480	1	08-25-079-07W6	14-24-079-07W6
P34483	1	15-30-016-29W4	09-29-016-29W4
	2	16-29-016-29W4	09-29-016-29W4
P34493	1	08-08-016-27W4	06-04-016-27W4
P34494	1	16-29-014-14W4	16-29-014-14W4
P34523	1	06-14-018-26W4	13-20-018-26W4
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	3	09-09-018-26W4	16-08-018-26W4
	4	16-08-018-26W4	16-08-018-26W4
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	6	15-06-018-26W4	01-13-018-26W4
	7	16-24-017-26W4	13-19-017-25W4

	8	09-02-019-27W4	15-34-018-27W4
	9	07-11-019-27W4	09-02-019-27W4
	10	08-32-018-27W4	02-33-018-27W4
	11	02-33-018-27W4	01-33-018-27W4
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	24	06-36-018-27W4	11-36-018-27W4
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	29	09-25-020-27W4	10-25-020-27W4
P34551	1	04-09-017-29W4	09-05-017-29W4
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	5	07-17-017-29W4	07-17-017-29W4
	6	03-16-017-29W4	07-17-017-29W4
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	26	16-28-017-29W4	11-27-017-29W4
	27	12-16-017-29W4	03-16-017-29W4
	30	14-19-016-29W4	16-19-016-29W4

31	11-15-017-29W4	05-15-017-29W4
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33	12-22-017-29W4	12-22-017-29W4
34	12-22-017-29W4	12-22-017-29W4
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43	01-12-017-29W4	03-12-017-29W4
44	01-12-017-29W4	03-12-017-29W4
45	03-12-017-29W4	01-12-017-29W4
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47	02-04-017-29W4	03-12-017-29W4
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49	11-31-016-28W4	01-12-017-29W4
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51	08-36-016-29W4	11-31-016-28W4
52	10-25-016-29W4	14-30-016-28W4
54	09-24-016-29W4	10-25-016-29W4
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58	15-16-017-29W4	12-16-017-29W4
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62	01-24-016-29W4	01-24-016-29W4
63	08-25-016-29W4	10-25-016-29W4
64	03-31-016-28W4	03-31-016-28W4
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68	01-12-017-29W4	11-31-016-28W4
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71	04-36-019-27W4	01-35-019-27W4
72	06-01-017-29W4	08-01-017-29W4
73	08-01-017-29W4	16-36-016-29W4
74	14-36-016-29W4	16-36-016-29W4
75	16-36-016-29W4	08-36-016-29W4

	76	04-33-016-29W4	04-33-016-29W4
	79	07-02-020-27W4	08-26-019-27W4
	81	05-17-017-29W4	07-17-017-29W4
	82	07-17-017-29W4	02-04-017-29W4
	83	15-06-017-28W4	06-07-017-28W4
	84	11-27-017-29W4	15-33-017-29W4
	85	09-18-017-29W4	05-17-017-29W4
	86	13-05-017-29W4	09-05-017-29W4
	87	02-20-017-29W4	07-17-017-29W4
	88	12-32-016-29W4	11-32-016-29W4
	89	16-25-016-30W4	14-19-016-29W4
	90	13-32-016-28W4	14-30-016-28W4
	91	09-02-017-28W4	11-02-017-28W4
	92	15-02-017-28W4	11-02-017-28W4
	93	06-07-017-29W4	13-05-017-29W4
	94	16-26-019-27W4	16-26-019-27W4
	95	01-06-017-28W4	13-32-016-28W4
	96	13-31-016-28W4	11-31-016-28W4
	98	11-18-017-29W4	09-18-017-29W4
	99	14-31-016-29W4	16-25-016-30W4
	100	16-18-017-29W4	09-18-017-29W4
	101	11-31-016-28W4	14-30-016-28W4
	102	09-29-016-29W4	10-33-016-29W4
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P34765	1	07-17-017-29W4	09-05-017-29W4
	2	07-17-017-29W4	02-20-017-29W4
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	5	10-32-017-29W4	10-32-017-29W4
	6	10-32-017-29W4	10-32-017-29W4
P34879	1	03-28-023-28W4	10-21-023-28W4
P34929	1	01-23-018-29W4	15-14-018-29W4
	2	12-19-018-29W4	01-25-018-30W4
P34930	1	01-23-018-29W4	15-14-018-29W4
P35027	1	05-07-012-01W5	02-24-012-02W5
	2	05-07-012-01W5	02-24-012-02W5
	3	10-13-012-02W5	09-13-012-02W5
	4	04-07-012-01W5	05-07-012-01W5

	5	04-07-012-01W5	05-07-012-01W5
P35030	1	08-04-016-28W4	06-04-016-27W4
P35031	1	08-04-016-28W4	06-04-016-27W4
P35316	1	09-17-019-27W4	16-17-019-27W4
	2	16-30-018-26W4	09-17-019-27W4
P35387	1	03-20-021-28W4	12-19-021-28W4
P35463	1	11-07-012-01W5	05-07-012-01W5
	2	11-07-012-01W5	05-07-012-01W5
P35549	1	03-21-018-26W4	15-16-018-26W4
	2	12-15-018-26W4	12-15-018-26W4
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	4	16-07-018-25W4	07-18-018-25W4
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	7	04-12-018-26W4	03-11-018-26W4
	8	04-01-018-26W4	04-12-018-26W4
	9	16-04-018-26W4	14-03-018-26W4
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	26	11-21-018-26W4	03-21-018-26W4
	28	03-15-018-26W4	12-15-019-26W4
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	31	11-01-018-26W4	12-01-018-26W4
	32	16-07-018-25W4	01-07-018-25W4
	33	05-19-017-25W4	13-19-017-25W4

	34	12-12-018-27W4	09-11-018-27W4
	35	06-36-018-26W4	06-36-018-26W4
	36	07-03-018-25W4	09-03-018-25W4
	37	08-20-018-26W4	16-30-018-26W4
	38	15-16-018-26W4	08-20-018-26W4
	39	06-24-018-26W4	07-24-018-26W4
	40	13-24-018-26W4	06-24-018-26W4
	42	10-05-018-25W4	16-05-018-25W4
	43	12-15-018-26W4	15-16-018-26W4
	44	06-14-018-26W4	12-15-018-26W4
	45	06-06-019-25W4	04-06-019-25W4
	46	16-34-017-25W4	07-03-018-25W4
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	49	07-24-017-26W4	07-24-017-26W4
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	53	10-17-018-25W4	09-17-018-25W4
	54	09-17-018-25W4	01-17-018-25W4
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	63	12-24-018-27W4	06-24-018-27W4
	64	07-14-018-26W4	07-14-018-26W4
	65	14-14-018-26W4	07-14-018-26W4
	66	16-14-018-26W4	07-14-018-26W4
	67	09-24-018-27W4	06-24-018-27W4
	68	16-28-017-25W4	16-22-017-25W4
	69	16-22-017-25W4	16-34-017-25W4
P35702	1	01-24-018-27W4	16-19-018-26W4
	2	16-19-018-26W4	13-20-018-26W4
P35724	1	08-32-018-26W4	16-30-018-26W4

P35922	1	06-36-014-17W4	06-35-014-17W4
P35980	1	14-36-018-26W4	06-36-018-26W4
	2	11-05-019-25W4	11-05-019-25W4
P36146	1	11-02-017-28W4	06-11-017-28W4
P36190	1	03-25-012-02W5	02-24-012-02W5
P36191	1	02-24-012-02W5	03-25-012-02W5
P36267	1	02-19-017-22W4	06-15-017-22W4
P36388	1	09-12-022-27W4	01-07-022-26W4
P36791	1	01-32-019-26W4	08-29-019-26W4
P36791	2	01-33-019-26W4	09-28-019-26W4
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	8	14-28-019-26W4	09-28-019-26W4
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	10	04-32-019-26W4	01-32-019-26W4
	11	15-32-019-26W4	01-32-019-26W4
P36943	1	14-03-021-27W4	05-28-020-27W4
	2	05-28-020-27W4	08-29-020-27W4
P37128	1	06-14-019-28W4	10-23-019-28W4
P37253	2	04-33-022-27W4	14-16-022-27W4
	3	14-16-022-27W4	04-15-022-27W4
	4	12-32-022-27W4	04-33-022-27W4
	5	04-15-022-27W4	09-12-022-27W4
P37254	2	04-03-023-27W4	04-33-022-27W4
P37268	1	10-10-019-24W4	07-11-019-24W4
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	3	01-11-019-24W4	07-11-019-24W4
	4	06-11-019-24W4	06-11-019-24W4
	5	10-10-019-24W4	09-09-019-24W4
P37324	1	08-17-016-21W4	07-05-016-21W4
P37338	1	09-25-018-24W4	16-26-018-24W4
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	3	15-26-018-24W4	16-26-018-24W4
	4	07-11-019-24W4	11-02-019-24W4
	5	14-11-019-24W4	07-11-019-24W4

	8	14-25-018-24W4	14-25-018-24W4
	9	02-13-019-24W4	07-11-019-24W4
P37366	1	08-11-019-23W4	06-01-019-23W4
P37457	1	15-08-017-29W4	07-17-017-29W4
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P38742	1	12-15-018-29W4	11-15-018-29W4
P38743	1	10-04-018-29W4	11-15-018-29W4
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	4	11-15-018-29W4	12-15-018-29W4
	5	16-08-018-29W4	10-09-018-29W4
	6	14-03-018-29W4	01-10-018-29W4
	7	11-10-018-29W4	11-10-018-29W4
	8	02-34-018-29W4	12-22-018-29W4
	9	14-04-018-29W4	10-04-018-29W4
	10	08-28-018-29W4	01-28-018-29W4
	12	15-21-018-29W4	16-21-018-29W4
	13	08-08-018-29W4	16-08-018-29W4
	14	05-22-018-29W4	12-22-018-29W4
	15	09-28-018-29W4	08-28-018-29W4
	17	13-27-018-29W4	13-27-018-29W4
P38795	1	01-08-018-23W4	01-05-018-23W4
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	4	02-30-017-23W4	07-29-017-23W4
	5	02-32-017-23W4	01-32-017-23W4
	6	01-32-017-23W4	02-32-017-23W4
	7	01-32-017-23W4	01-05-018-23W4
	8	04-19-017-22W4	08-24-017-23W4
	9	11-14-017-23W4	16-15-017-23W4
	10	15-24-017-24W4	02-30-017-23W4
	11	11-01-017-23W4	04-01-017-23W4
P38832	1	13-17-017-22W4	02-19-017-22W4
	2	15-18-017-22W4	02-19-017-22W4
P38833	1	13-10-018-23W4	06-10-018-23W4
P38891	1	16-03-021-26W4	10-03-021-26W4

	2	12-32-020-26W4	04-06-021-26W4
P39355	1	08-21-018-23W4	01-22-018-23W4
	2	01-22-018-23W4	09-15-018-23W4
P39454	1	01-15-020-26W4	08-22-020-26W4
	2	01-27-020-26W4	08-22-020-26W4
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	4	01-21-020-26W4	08-22-020-26W4
	5	01-21-020-26W4	08-22-020-26W4
P39508	1	14-06-030-23W4	06-07-030-23W4
P39706	1	12-09-035-20W4	09-08-035-20W4
P39812	1	16-26-018-23W4	06-01-019-23W4
P39946	1	03-12-017-29W4	12-22-017-29W4
	2	16-12-017-29W4	11-12-017-29W4
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	4	13-07-017-28W4	16-12-017-29W4
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	6	04-14-017-29W4	06-14-017-29W4
P39974	1	10-15-021-27W4	14-09-021-27W4
P39975	1	03-14-021-27W4	10-15-021-27W4
	2	08-04-021-27W4	03-14-021-27W4
	3	06-13-021-27W4	03-14-021-27W4
	4	12-20-021-27W4	10-15-021-27W4
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	18	14-24-020-27W4	06-24-020-27W4
	19	02-13-021-27W4	03-13-021-27W4
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	21	13-01-021-27W4	03-12-021-27W4
	22	10-25-020-27W4	11-25-020-27W4
	23	11-25-020-27W4	10-25-020-27W4

	24	12-12-021-27W4	11-12-021-27W4
	25	10-13-021-27W4	14-13-021-27W4
	26	09-03-021-27W4	09-03-021-27W4
P40088	1	13-19-034-20W4	06-30-034-20W4
P40407	1	16-13-017-23W4	02-19-017-22W4
P40464	1	16-23-019-29W4	15-26-019-29W4
P40480	1	05-23-019-29W4	16-23-019-29W4
P40483	1	08-22-019-29W4	05-23-019-29W4
	2	16-27-019-29W4	08-22-019-29W4
P40541	1	10-32-020-27W4	05-08-021-27W4
	2	10-32-020-27W4	08-32-020-27W4
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	6	14-05-021-27W4	11-05-021-27W4
	7	02-05-021-27W4	02-05-021-27W4
	8	04-04-021-27W4	02-05-021-27W4
P40542	1	05-08-021-27W4	10-32-020-27W4
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	5	15-29-020-27W4	16-29-020-27W4
P40914	1	04-01-017-23W4	14-13-016-23W4
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P40933	1	06-02-019-29W4	14-11-019-29W4
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	5	15-15-019-29W4	08-22-019-29W4
	6	03-22-019-29W4	08-22-019-29W4
	7	01-10-019-29W4	03-11-019-29W4
	8	14-11-019-29W4	14-11-019-29W4
	9	02-15-019-29W4	15-15-019-29W4
P41122	1	10-23-019-28W4	02-35-019-28W4
P41490	1	06-14-019-28W4	07-14-019-28W4
	2	16-11-019-28W4	14-11-019-28W4
	3	11-11-019-28W4	14-11-019-28W4
	5	14-11-019-28W4	06-14-019-28W4

P41519	1	03-06-020-23W4	06-01-020-24W4
P41752	1	07-25-016-22W4	10-23-016-22W4
P42297	1	06-03-018-23W4	06-10-018-23W4
	2	15-04-018-23W4	08-09-018-23W4
P42685	1	03-23-021-27W4	11-14-021-27W4
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	6	14-17-021-27W4	13-16-021-27W4
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	8	06-15-021-27W4	10-15-021-27W4
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	13	09-10-021-27W4	10-10-021-27W4
	14	06-15-021-27W4	06-15-021-27W4
	15	12-14-021-27W4	05-14-021-27W4
	16	16-17-021-27W4	16-17-021-27W4
P42687	1	06-35-019-29W4	10-35-019-29W4
P42886	1	14-12-021-28W4	10-13-021-28W4
	2	01-24-021-28W4	10-13-021-28W4
	3	10-13-021-28W4	05-08-021-27W4
	4	02-18-021-27W4	03-18-021-27W4
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	7	14-08-021-27W4	11-08-021-27W4
	8	06-19-021-27W4	01-24-021-28W4
	9	05-18-021-27W4	05-18-021-27W4
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	12	09-13-021-28W4	08-13-021-28W4
P43057	1	11-20-018-23W4	06-29-018-23W4
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	3	06-33-018-24W4	16-29-018-24W4
	4	16-29-018-24W4	10-21-018-24W4
	5	08-20-018-24W4	10-21-018-24W4

6	10-21-018-24W4	16-16-018-24W4
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8	13-10-018-24W4	16-16-018-24W4
9	07-14-018-24W4	07-15-018-24W4
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36	16-26-018-24W4	16-26-018-24W4
37	07-35-018-25W4	07-35-018-25W4
38	01-05-018-23W4	10-06-018-23W4
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42	16-20-018-23W4	11-20-018-23W4
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45	15-33-018-24W4	06-33-018-24W4
46	11-20-018-23W4	11-23-018-24W4
47	05-22-018-23W4	06-21-018-23W4

	48	05-23-018-25W4	13-23-018-25W4
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	50	02-25-018-25W4	13-25-018-25W4
	51	13-31-018-24W4	14-31-018-24W4
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	59	07-25-018-25W4	07-25-018-25W4
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P43654	1	04-23-018-28W4	14-22-018-28W4
	2	03-24-018-28W4	04-23-018-28W4
	3	11-10-018-28W4	04-23-018-28W4
P44016	1	08-24-017-23W4	16-13-017-23W4
P44115	1	02-03-020-27W4	07-03-020-27W4
	2	14-03-020-27W4	06-03-020-27W4
P44208	1	14-11-017-23W4	04-01-017-23W4
P44464	19	05-10-018-26W4	07-10-018-26W4
P44500	1	01-30-015-26W4	07-29-015-26W4
P44721	1	01-02-018-22W4	16-21-018-22W4
	2	12-36-017-22W4	01-02-018-22W4
	3	10-35-017-22W4	16-35-017-22W4
	4	15-35-017-23W4	01-02-018-22W4
	5	12-30-017-21W4	10-35-017-22W4
	6	16-25-017-22W4	12-30-017-21W4
	7	16-21-018-22W4	04-22-019-21W4
	8	10-28-017-22W4	09-26-017-22W4
	9	12-34-017-22W4	13-34-017-22W4
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	11	14-36-017-22W4	01-02-018-22W4
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	14	08-18-017-21W4	12-30-017-21W4

	15	14-22-017-23W4	15-35-017-23W4
	16	15-23-017-23W4	02-27-017-23W4
	18	16-16-017-23W4	14-22-017-23W4
	20	16-26-017-23W4	15-35-017-23W4
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	26	09-33-017-23W4	15-35-017-23W4
	27	09-26-017-22W4	09-26-017-22W4
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	29	07-28-017-22W4	10-28-017-22W4
	30	13-35-017-23W4	12-35-017-23W4
	31	16-27-017-23W4	16-27-017-23W4
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P45039	1	03-12-016-21W4	02-12-016-21W4
P45074	1	04-33-022-27W4	12-32-022-27W4
P45275	1	16-20-017-23W4	07-29-017-23W4
	2	06-28-017-23W4	07-29-017-23W4
P45287	1	05-01-030-23W4	05-01-030-23W4
	2	05-01-030-23W4	12-12-030-23W4
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	6	07-01-030-23W4	05-01-030-23W4
	7	09-15-030-23W4	02-15-030-23W4
	8	14-01-030-23W4	13-01-030-23W4
	9	09-02-030-23W4	02-11-030-23W4
	10	02-11-030-23W4	15-11-030-23W4
	11	14-11-030-23W4	15-11-030-23W4
	12	11-02-030-23W4	09-02-030-23W4
	13	15-11-030-23W4	16-11-030-23W4
	14	12-15-030-23W4	04-15-030-23W4
	15	04-12-030-23W4	12-12-030-23W4
	16	02-15-030-23W4	09-10-030-23W4
	17	04-15-030-23W4	02-15-030-23W4
	18	12-12-030-23W4	15-11-030-23W4
	19	08-02-030-23W4	09-02-030-23W4
	20	08-12-030-23W4	04-12-030-23W4
	21	16-01-030-23W4	08-12-030-23W4

22	04-02-030-23W4	11-02-030-23W4
23	01-03-030-23W4	04-02-030-23W4
24	06-03-030-23W4	01-03-030-23W4
25	11-03-030-23W4	06-03-030-23W4
26	11-35-029-23W4	04-02-030-23W4
27	09-10-030-23W4	14-11-030-23W4
28	08-04-030-23W4	06-03-030-23W4
29	16-35-029-23W4	08-02-030-23W4
30	07-09-030-23W4	09-10-030-23W4
34	10-03-030-23W4	01-03-030-23W4
35	03-11-030-23W4	02-11-030-23W4
36	07-10-030-23W4	09-10-030-23W4
37	05-10-030-23W4	12-10-030-23W4
38	12-34-029-23W4	06-03-030-23W4
39	06-07-030-22W4	06-07-030-22W4
40	11-07-030-22W4	14-07-030-22W4
41	16-07-030-22W4	14-07-030-22W4
42	14-07-030-22W4	15-12-030-23W4
43	08-07-030-22W4	11-07-030-22W4
44	15-34-029-23W4	01-03-030-23W4
45	05-35-029-23W4	11-35-029-23W4
46	01-34-029-23W4	15-34-029-23W4
47	15-18-030-22W4	13-18-030-22W4
48	14-22-030-23W4	15-22-030-23W4
49	15-22-030-23W4	16-22-030-23W4
50	06-23-030-23W4	11-23-030-23W4
51	01-24-030-23W4	01-24-030-23W4
52	14-13-030-23W4	11-13-030-23W4
53	11-13-030-23W4	05-13-030-23W4
54	05-13-030-23W4	15-11-030-23W4
55	15-04-030-23W4	07-09-030-23W4
56	13-04-030-23W4	03-09-030-23W4
57	02-22-030-23W4	13-15-030-23W4
58	05-22-030-23W4	12-15-030-23W4
59	12-09-030-23W4	15-09-030-23W4
60	06-04-030-23W4	08-04-030-23W4
62	14-23-030-23W4	11-23-030-23W4
63	04-24-030-23W4	04-24-030-23W4

64	13-13-030-23W4	14-13-030-23W4
65	15-13-030-23W4	14-13-030-23W4
66	13-18-030-22W4	06-19-030-22W4
67	07-18-030-22W4	15-18-030-22W4
68	16-24-030-22W4	14-19-030-22W4
69	09-18-030-22W4	07-18-030-22W4
70	01-01-030-23W4	07-01-030-23W4
71	03-09-030-23W4	02-09-030-23W4
72	15-09-030-23W4	07-09-030-23W4
73	13-17-030-22W4	09-18-030-22W4
74	15-17-030-22W4	13-17-030-22W4
75	01-29-030-22W4	03-29-030-22W4
76	02-31-030-22W4	02-31-030-22W4
77	12-31-030-22W4	05-31-030-22W4
78	05-31-030-22W4	15-30-030-22W4
79	03-29-030-22W4	16-19-030-22W4
80	07-17-030-22W4	15-17-030-22W4
81	06-17-030-22W4	07-17-030-22W4
82	10-29-030-22W4	13-29-030-22W4
83	09-23-030-23W4	08-23-030-23W4
84	04-01-030-23W4	05-01-030-23W4
85	13-29-030-22W4	16-30-030-22W4
86	16-23-030-23W4	09-23-030-23W4
87	13-11-030-22W4	05-11-030-22W4
88	05-11-030-22W4	01-10-030-22W4
89	10-10-030-22W4	12-10-030-22W4
90	12-10-030-22W4	04-10-030-22W4
91	04-10-030-22W4	03-10-030-22W4
92	01-10-030-22W4	08-08-030-22W4
93	08-08-030-22W4	11-08-030-22W4
94	10-08-030-22W4	11-08-030-22W4
95	06-08-030-22W4	11-08-030-22W4
96	11-08-030-22W4	16-07-030-22W4
97	06-26-029-23W4	14-26-029-23W4
98	14-26-029-23W4	16-26-029-23W4
99	08-26-029-23W4	16-26-029-23W4
100	16-26-029-23W4	08-35-029-23W4
101	01-36-029-23W4	05-36-029-23W4

	102	05-36-029-23W4	08-35-029-23W4
	103	08-35-029-23W4	16-35-029-23W4
	104	06-34-029-23W4	12-34-029-23W4
	105	08-11-030-22W4	05-11-030-22W4
	106	14-31-030-22W4	12-31-030-22W4
	107	15-31-030-22W4	12-31-030-22W4
	108	05-13-030-23W4	12-12-030-23W4
	109	09-10-030-23W4	16-10-030-23W4
P45288	1	04-24-016-24W4	07-26-016-24W4
P45314	1	06-21-020-27W4	06-15-020-27W4
	2	16-21-020-27W4	06-21-020-27W4
	3	07-20-020-27W4	06-21-020-27W4
	4	08-21-020-27W4	06-21-020-27W4
	1	07-19-022-28W4	10-19-022-28W4
P45442	1	07-16-020-27W4	06-15-020-27W4
P45443	1	12-20-022-28W4	12-20-022-28W4
P45445	1	14-15-020-27W4	06-15-020-27W4
P45457	1	16-29-020-27W4	15-29-020-27W4
	2	11-21-020-27W4	06-21-020-27W4
	3	16-20-020-27W4	06-21-020-27W4
P45458	1	14-16-022-27W4	04-33-022-27W4
	2	14-16-022-27W4	04-15-022-27W4
P45459	1	12-20-022-28W4	09-19-022-28W4
	3	09-19-022-28W4	10-19-022-28W4
	4	10-19-022-28W4	10-19-022-28W4
P45473	1	01-25-020-28W4	04-19-020-27W4
	2	04-19-020-27W4	14-19-020-27W4
	3	14-19-020-27W4	03-30-020-27W4
	4	09-19-020-27W4	11-19-020-27W4
	5	05-25-020-28W4	01-25-020-28W4
	6	08-25-020-28W4	08-25-020-28W4
	7	02-19-020-27W4	06-19-020-27W4
	8	15-18-020-27W4	02-19-020-27W4
	9	07-24-020-28W4	05-19-020-27W4
	10	08-03-021-28W4	05-25-020-28W4
	11	13-26-020-28W4	01-35-020-28W4
P45475	1	07-34-018-24W4	07-34-018-24W4
P45623	1	02-12-018-26W4	04-12-018-26W4

	2	14-12-018-26W4	02-12-018-26W4
	3	09-11-018-26W4	08-11-018-26W4
	4	08-11-018-26W4	01-11-018-26W4
	5	08-11-018-26W4	01-11-018-26W4
	6	16-01-018-26W4	02-12-018-26W4
P45872	1	09-11-017-29W4	12-12-017-29W4
	2	14-11-017-29W4	09-11-017-29W4
P45946	1	06-34-018-27W4	15-34-018-27W4
P46014	1	09-17-018-29W4	01-17-018-29W4
P46034	1	16-29-015-25W4	09-29-015-25W4
	2	14-29-015-25W4	09-29-015-25W4
	3	06-29-015-25W4	09-29-015-25W4
	4	08-32-015-25W4	16-29-015-25W4
	5	08-32-015-25W4	16-29-015-25W4
	6	16-20-015-25W4	09-29-015-25W4
	7	16-20-015-25W4	09-29-015-25W4
	8	08-20-015-25W4	16-20-015-25W4
	9	01-29-015-25W4	16-20-015-25W4
	10	01-29-015-25W4	16-20-015-25W4
	11	06-29-015-25W4	01-29-015-25W4
P46043	1	09-29-015-25W4	11-01-016-26W4
	2	09-29-015-25W4	04-25-015-25W4
	3	14-28-015-25W4	09-29-015-25W4
	4	05-06-016-25W4	04-06-016-25W4
	5	10-33-015-25W4	14-28-015-25W4
	6	16-20-015-25W4	09-29-015-25W4
	7	08-20-015-25W4	16-20-015-25W4
	8	06-34-015-25W4	14-28-015-25W4
	11	16-33-014-25W4	16-04-015-25W4
	13	01-34-014-25W4	01-03-015-25W4
	14	01-35-014-25W4	01-34-014-25W4
	16	13-36-014-25W4	01-35-014-25W4
	17	14-32-014-25W4	01-04-015-25W4
	18	16-04-015-25W4	02-09-015-25W4
	19	14-35-014-25W4	13-36-014-25W4
	1	07-10-019-28W4	05-11-019-28W4
	2	05-11-019-28W4	11-11-019-28W4
P46149	1	11-03-021-27W4	14-03-021-27W4

	2	04-03-021-27W4	11-03-021-27W4
P46191	1	11-28-023-28W4	10-21-023-28W4
P46202	1	06-16-017-27W4	07-16-017-27W4
	2	07-16-017-27W4	06-16-017-27W4
P46203	1	08-16-017-27W4	07-16-017-27W4
	2	15-17-017-27W4	07-16-017-27W4
	3	06-20-017-27W4	15-17-017-27W4
	4	05-20-017-27W4	06-20-017-27W4
	5	07-20-017-27W4	06-20-017-27W4
	6	11-17-017-27W4	15-17-017-27W4
P46271	1	11-33-018-27W4	02-33-018-27W4
P46280	1	02-02-016-27W4	06-03-016-27W4
	2	03-11-016-27W4	02-02-016-27W4
	3	05-12-016-27W4	03-11-016-27W4
P46315	1	10-29-019-24W4	04-29-019-24W4
	2	05-33-019-24W4	14-28-019-24W4
	3	10-29-019-24W4	10-29-019-24W4
	4	08-29-019-24W4	10-29-019-24W4
P46320	1	08-18-016-23W4	13-09-016-23W4
	2	14-17-016-23W4	08-18-016-23W4
	3	10-10-016-23W4	13-09-016-23W4
	4	15-17-016-23W4	14-17-016-23W4
	5	03-20-016-23W4	14-17-016-23W4
	6	06-13-016-24W4	08-18-016-23W4
	7	04-24-016-24W4	06-13-016-24W4
	8	01-21-016-23W4	09-16-016-23W4
	9	03-19-016-23W4	08-18-016-23W4
	10	09-16-016-23W4	13-09-016-23W4
	11	14-32-015-23W4	05-05-016-23W4
	12	15-31-015-23W4	14-32-015-23W4
	13	15-12-016-25W4	16-12-016-25W4
	15	15-27-016-25W4	06-34-016-25W4
	16	03-06-016-23W4	15-31-015-23W4
	17	05-11-016-24W4	04-24-016-24W4
	21	12-02-016-24W4	05-11-016-24W4
	23	02-10-016-24W4	05-11-016-24W4
	24	15-34-015-24W4	12-02-016-24W4
	25	15-27-016-25W4	04-34-016-25W4

27	02-17-016-23W4	02-17-016-23W4
28	05-16-016-23W4	13-09-016-23W4
29	15-21-016-23W4	16-21-016-23W4
30	01-16-016-23W4	16-09-016-23W4
31	16-21-016-23W4	01-21-016-23W4
32	16-04-016-23W4	08-24-015-22W4
33	13-09-016-23W4	16-04-016-23W4
34	05-05-016-23W4	16-04-016-23W4
35	13-35-018-25W4	11-01-019-25W4
40	05-18-016-23W4	05-18-016-23W4
41	15-19-016-23W4	03-19-016-23W4
42	16-19-016-23W4	15-19-016-23W4
43	13-29-016-23W4	16-19-016-23W4
45	07-20-016-23W4	03-20-016-23W4
46	15-20-016-23W4	07-20-016-23W4
47	08-33-016-23W4	09-28-016-23W4
48	09-28-016-23W4	16-21-016-23W4
49	11-15-016-23W4	09-16-016-23W4
51	09-32-016-23W4	10-32-016-23W4
52	10-32-016-23W4	12-32-016-23W4
53	12-32-016-23W4	13-29-016-23W4
54	09-25-017-22W4	09-25-017-22W4
55	14-34-014-25W4	02-02-015-25W4
56	12-16-017-24W4	11-10-017-24W4
57	11-10-017-24W4	16-10-017-24W4
58	10-31-016-23W4	12-32-016-23W4
59	03-22-017-24W4	10-16-017-24W4
60	11-34-014-25W4	14-34-014-25W4
61	16-10-017-24W4	07-12-017-24W4
62	07-12-017-24W4	10-31-016-23W4
63	08-11-015-25W4	02-02-015-25W4
64	01-11-017-24W4	09-11-017-24W4
65	02-01-019-25W4	03-01-019-25W4
66	14-23-016-23W4	16-21-016-23W4
67	12-23-016-23W4	12-23-016-23W4
68	08-22-016-23W4	10-22-016-23W4
69	06-10-016-23W4	10-10-016-23W4
70	13-12-015-25W4	08-11-015-25W4

	71	13-11-016-23W4	10-10-016-23W4
P46557	1	03-17-018-22W4	14-07-018-22W4
	2	10-06-018-22W4	12-06-018-22W4
	3	09-32-018-22W4	09-32-018-22W4
P46602	1	02-17-014-22W4	14-08-014-22W4
P46668	1	09-23-017-22W4	01-24-017-22W4
P46669	1	16-12-015-25W4	13-12-015-25W4
	2	07-12-015-25W4	11-12-015-25W4
	3	10-14-015-25W4	15-11-015-25W4
	4	15-11-015-25W4	13-12-015-25W4
	5	05-24-015-25W4	04-25-015-25W4
	6	16-24-014-25W4	02-25-014-25W4
	8	02-25-014-25W4	01-35-014-25W4
	9	11-03-015-25W4	16-04-015-25W4
	10	05-02-015-25W4	16-33-014-25W4
	12	13-12-015-25W4	05-24-015-25W4
P46843	1	15-04-017-27W4	07-05-017-27W4
	2	08-09-017-27W4	15-04-017-27W4
	3	01-05-017-27W4	07-05-017-27W4
	4	07-05-017-27W4	03-05-017-27W4
	5	04-05-017-27W4	03-05-017-27W4
	6	10-32-016-27W4	03-05-017-27W4
	7	02-31-016-27W4	04-05-017-27W4
	8	09-36-016-28W4	16-36-016-28W4
	9	16-36-016-28W4	13-31-016-27W4
	10	13-31-016-27W4	04-06-017-27W4
	11	04-06-017-27W4	05-06-017-27W4
	12	05-06-017-27W4	14-06-017-27W4
	13	14-06-017-27W4	15-06-017-27W4
	14	15-06-017-27W4	13-05-017-27W4
	15	13-05-017-27W4	07-05-017-27W4
	16	03-05-017-27W4	16-31-016-27W4
	17	09-09-017-27W4	08-09-017-27W4
P47112	1	03-31-019-28W4	13-25-019-29W4
	2	13-25-019-29W4	15-26-019-29W4
	3	13-25-019-29W4	13-25-019-29W4
	4	03-36-019-29W4	02-36-019-29W4
P47239	1	10-17-007-01W5	13-34-008-02W5

	2	09-20-007-01W5	10-20-007-01W5
	3	06-33-009-02W5	13-34-008-02W5
	4	13-34-008-02W5	15-32-008-02W5
	5	09-31-008-01W5	07-03-009-02W5
	6	10-05-007-01W5	10-17-007-01W5
	7	03-03-010-03W5	16-16-009-02W5
	8	07-09-007-01W5	04-16-007-01W5
	9	04-16-007-01W5	16-08-007-01W5
	10	09-27-009-03W5	15-26-009-03W5
P47628	1	14-22-016-28W4	10-23-016-28W4
	2	12-24-016-28W4	10-23-016-28W4
	3	10-23-016-28W4	13-13-016-28W4
	4	13-13-016-28W4	06-18-016-27W4
	5	06-18-016-27W4	04-20-016-27W4
	6	04-20-016-27W4	06-18-016-27W4
	7	10-22-016-28W4	14-22-016-28W4
P47899	2	15-33-017-29W4	10-04-018-29W4
	3	07-18-018-29W4	15-18-018-29W4
	4	10-32-017-29W4	14-33-017-29W4
	5	09-05-018-29W4	10-04-018-29W4
	6	01-17-018-29W4	10-18-018-29W4
	7	01-20-018-29W4	15-18-018-29W4
	8	16-08-018-29W4	01-17-018-29W4
	9	14-33-017-29W4	15-33-017-29W4
	10	15-20-018-29W4	01-20-018-29W4
P48107	1	10-10-021-27W4	14-03-021-27W4
P48931	1	11-20-007-01W5	11-20-007-01W5
P49764	1	11-24-019-01W5	07-14-019-01W5
	2	11-24-019-01W5	07-14-019-01W5
	5	12-11-019-01W5	07-14-019-01W5
P51885	1	09-04-016-27W4	06-04-016-27W4
P51933	2	12-15-081-14W4	09-16-081-14W4
P52993	1	08-19-041-04W5	06-20-041-04W5
P53397	1	04-28-015-25W4	16-20-015-25W4
P53524	1	04-08-020-19W4	14-32-019-19W4

5. The following pipeline licences ordered suspended under AER Abandonment Order AD 2016-21 remain ordered suspended under this Order:

Licence Number	From Location	To Location	Line Number
P34551	14-25-019-27W4	04-36-019-27W4	77
P33623	03-16-019-27W4	05-16-019-27W4	244

6. The Licences outlined in Clause 1, 2, 3, 4, and 5 shall remain suspended until the AER rescinds this Order in writing subject to any terms or conditions its deems necessary.
7. Under section 101 of the *OGCA*, for the purposes of carrying out the activities contemplated in Clauses 1, 2, 3, 4 and 5, the Licensee and the Working Interest Participants, and their agents, are entitled to have access to and may enter on the land and any structures on the land concerned.
8. No equipment may be removed from any sites licensed to the Licensee without the AER's written consent.
9. No records of Lexin may be destroyed, altered or removed without the AER's written consent.
10. The AER may amend this Order on any term or condition it may specify.

MADE at the City of Calgary, in the Province of Alberta, this 14th day of February, 2017.



ALBERTA ENERGY REGULATOR

Inquiries 1-855-297-8311
24-hour
emergency 1-800-222-6514

Under the *Responsible Energy Development Act*, an eligible person may file a request for a regulatory appeal on an appealable decision. Eligible persons and appealable decisions are defined in section 36 of the *Responsible Energy Development Act* and section 3.1 of the *Responsible Energy Development Act General Regulation*. If you wish to file a request for regulatory appeal, you must submit your request in the form and manner and within the timeframe required by the AER. You can find filing requirements and forms on the AER website, www.aer.ca, under Applications & Notices: Appeals.

Schedule A: Licensed Properties

Wells

Licence No.	Surface Location	WIP Current Company	Percent Interest
W0003288	12-19-021-28W4	Lexin Resources Ltd.	100.00%
W0009159	10-36-020-29W4	Lexin Resources Ltd.	100.00%
W0009613	10-31-020-28W4	Lexin Resources Ltd.	100.00%
W0010331	06-04-016-27W4	Lexin Resources Ltd.	100.00%
W0013028	12-19-018-29W4	Lexin Resources Ltd.	100.00%
W0016355	11-06-021-28W4	Lexin Resources Ltd.	100.00%
W0017688	10-25-021-29W4	Lexin Resources Ltd.	100.00%
W0020028	10-21-020-27W4	Lexin Resources Ltd.	100.00%
W0021608	14-12-021-28W4	Lexin Resources Ltd.	100.00%
W0025463	11-07-021-28W4	Lexin Resources Ltd.	100.00%
W0026356	10-23-019-28W4	Lexin Resources Ltd.	97.69%
		Canadian Natural Resources Limited	2.31%
W0030770	10-01-020-01W5	Lexin Resources Ltd.	100.00%
W0031415	07-33-023-28W4	Lexin Resources Ltd.	100.00%
W0031683	06-21-019-28W4	Lexin Resources Ltd.	100.00%
W0034010	10-20-016-29W4	Lexin Resources Ltd.	100.00%
W0034652	06-29-022-28W4	Lexin Resources Ltd.	100.00%
W0035556	06-02-019-28W4	Lexin Resources Ltd.	100.00%
W0036157	07-35-021-29W4	Lexin Resources Ltd.	100.00%
W0036158	11-20-020-28W4	Lexin Resources Ltd.	100.00%
W0036284	10-13-022-29W4	Lexin Resources Ltd.	100.00%
W0037686	06-34-023-28W4	Lexin Resources Ltd.	100.00%
W0038033	11-24-022-29W4	Lexin Resources Ltd.	100.00%
W0048121	10-32-020-27W4	Lexin Resources Ltd.	100.00%
W0052408	06-33-009-02W5	Lexin Resources Ltd.	100.00%
W0054022	07-04-021-28W4	Lexin Resources Ltd.	100.00%
W0056188	07-11-020-27W4	Lexin Resources Ltd.	100.00%
W0058136	11-01-031-23W4	Lexin Resources Ltd.	100.00%
W0058591	06-14-018-26W4	Lexin Resources Ltd.	100.00%
W0059940	11-12-031-23W4	Pengrowth Energy Corporation	89.85%
		0989 Resource Partnership	6.36%
		Pine Cliff Energy Ltd.	0.01%
		Enerplus Corporation	1.89%

		Freehold Royalty Trust	1.89%
W0060346	06-08-016-21W4	ConocoPhillips Canada Resources Corp.	16.70%
		Lexin Resources Ltd.	58.30%
		SanLing Energy Ltd.	25.00%
W0062021	10-10-019-28W4	Lexin Resources Ltd.	100.00%
W0064585	10-16-020-27W4	Lexin Resources Ltd.	100.00%
W0065530	06-15-020-27W4	Lexin Resources Ltd.	87.50%
		Canadian Natural Resources Limited	12.50%
W0068660	11-10-020-27W4	Lexin Resources Ltd.	100.00%
W0068930	14-15-020-27W4	Lexin Resources Ltd.	100.00%
W0069808	06-22-020-27W4	Lexin Resources Ltd.	100.00%
W0070039	06-11-017-28W4	Lexin Resources Ltd.	100.00%
W0070389	08-15-020-27W4	Lexin Resources Ltd.	100.00%
W0071978	14-15-020-27W4	Lexin Resources Ltd.	100.00%
W0072655	10-01-016-21W4	Lexin Resources Ltd.	100.00%
W0074629	06-14-020-27W4	Lexin Resources Ltd.	100.00%
W0074644	10-13-021-28W4	Lexin Resources Ltd.	100.00%
W0075064	16-15-020-27W4	Lexin Resources Ltd.	100.00%
W0075389	16-09-020-27W4	Lexin Resources Ltd.	100.00%
W0075522	08-22-020-27W4	Lexin Resources Ltd.	100.00%
W0075528	11-36-021-29W4	Lexin Resources Ltd.	100.00%
W0075653	07-32-020-28W4	Lexin Resources Ltd.	100.00%
W0075680	11-29-020-28W4	Lexin Resources Ltd.	100.00%
W0076335	08-26-019-27W4	Lexin Resources Ltd.	48.08%
		Caledonian Royalty Corporation	51.92%
W0079035	06-08-020-19W4	Lexin Resources Ltd.	87.50%
		R. W. Berry Canada, Inc.	12.50%
W0081195	11-01-022-29W4	Lexin Resources Ltd.	60.00%
		Canadian Natural Resources Limited	40.00%
W0081898	12-06-017-29W4	Lexin Resources Ltd.	100.00%
W0086802	11-09-020-28W4	Lexin Resources Ltd.	100.00%
W0087510	05-25-012-17W4	Drake Energy Ltd.	21.35%
		Long Term Asset Management Inc.	7.13%
		Lexin Resources Ltd.	71.52%
W0090635	14-16-020-28W4	Lexin Resources Ltd.	100.00%
W0090779	09-05-020-28W4	Lexin Resources Ltd.	100.00%
W0092247	08-32-017-21W4	Lexin Resources Ltd.	63.00%
		Verity Energy Ltd.	35.00%

		Zargon Oil & Gas Ltd.	2.00%
W0092338	06-28-017-23W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	50.00%
W0092627	16-28-019-28W4	ConocoPhillips Canada Resources Corp.	2.30%
		Lexin Resources Ltd.	97.70%
W0092723	04-33-020-28W4	Lexin Resources Ltd.	100.00%
W0095414	14-13-018-25W4	Lexin Resources Ltd.	50.00%
		Houston Oil & Gas Ltd.	50.00%
W0095779	14-29-019-28W4	Lexin Resources Ltd.	100.00%
W0098862	06-14-019-28W4	Lexin Resources Ltd.	100.00%
W0099618	06-15-021-27W4	Lexin Resources Ltd.	100.00%
W0100492	11-27-019-28W4	Lexin Resources Ltd.	100.00%
W0111397	07-08-020-28W4	Lexin Resources Ltd.	100.00%
W0114033	16-28-019-28W4	ConocoPhillips Canada Resources Corp.	2.30%
		Lexin Resources Ltd.	97.70%
W0114182	11-34-018-28W4	Lexin Resources Ltd.	97.69%
		Canadian Natural Resources Limited	2.31%
W0114183	15-15-019-28W4	Lexin Resources Ltd.	97.69%
		Canadian Natural Resources Limited	2.31%
W0114184	10-04-020-28W4	Lexin Resources Ltd.	100.00%
W0114210	15-22-019-28W4	Lexin Resources Ltd.	100.00%
W0115564	07-34-019-28W4	Lexin Resources Ltd.	100.00%
W0117059	08-10-017-22W4	Lexin Resources Ltd.	100.00%
W0117983	14-10-017-22W4	Lexin Resources Ltd.	100.00%
W0119636	06-10-017-22W4	Lexin Resources Ltd.	100.00%
W0122177	04-15-020-23W4	Lexin Resources Ltd.	100.00%
W0123141	14-10-020-23W4	Lexin Resources Ltd.	100.00%
W0131762	09-18-023-04W5	Lexin Resources Ltd.	50.00%
		Penn West Petroleum Ltd.	50.00%
W0133197	03-12-016-21W4	Lexin Resources Ltd.	100.00%
W0133814	16-10-020-23W4	Lexin Resources Ltd.	100.00%
W0134245	08-29-020-27W4	Lexin Resources Ltd.	100.00%
W0134743	08-10-020-23W4	Lexin Resources Ltd.	100.00%
W0135074	06-23-020-27W4	Lexin Resources Ltd.	100.00%
W0135189	05-31-020-03W5	264646 Alberta Ltd.	10.00%
		Chessor Holdings Ltd.	20.00%
		Copper Creek Gold Corporation	35.00%
		Lexin Resources Ltd.	6.00%

		Petrostar Holdings	29.00%
W0135226	10-10-021-27W4	Lexin Resources Ltd.	100.00%
W0138292	08-03-021-27W4	Lexin Resources Ltd.	100.00%
W0140132	16-09-054-14W5	Lexin Resources Ltd.	100.00%
W0140172	15-01-016-21W4	Lexin Resources Ltd.	100.00%
W0140588	16-27-019-27W4	Lexin Resources Ltd.	62.50%
		Caledonian Royalty Corporation	37.50%
W0140686	07-11-021-27W4	Lexin Resources Ltd.	66.66%
		Houston Oil & Gas Ltd.	33.34%
W0141805	08-02-016-21W4	ConocoPhillips Canada Resources Corp.	50.00%
		Lexin Resources Ltd.	50.00%
W0142972	01-33-019-21W4	Lexin Resources Ltd.	75.00%
		TAQA North Ltd.	25.00%
W0147399	04-15-020-23W4	Lexin Resources Ltd.	100.00%
W0150242	04-34-019-21W4	Lexin Resources Ltd.	75.00%
		TAQA North Ltd.	24.50%
		Country Rock Resources Ltd.	0.50%
W0153075	14-11-017-23W4	Lexin Resources Ltd.	100.00%
W0155526	11-08-020-19W4	Lexin Resources Ltd.	100.00%
W0155741	11-08-020-19W4	Lexin Resources Ltd.	100.00%
W0156639	07-10-016-16W4	Lexin Resources Ltd.	100.00%
W0163557	06-21-020-27W4	Lexin Resources Ltd.	100.00%
W0167155	03-19-018-22W4	Lexin Resources Ltd.	100.00%
W0168304	03-20-021-28W4	Lexin Resources Ltd.	100.00%
W0168555	08-20-035-24W4	Lexin Resources Ltd.	100.00%
W0172522	14-16-020-27W4	Lexin Resources Ltd.	100.00%
W0173378	13-21-020-27W4	Lexin Resources Ltd.	100.00%
W0174375	16-20-020-27W4	Lexin Resources Ltd.	100.00%
W0174675	08-17-016-21W4	Lexin Resources Ltd.	100.00%
W0176241	08-10-017-28W4	Lexin Resources Ltd.	100.00%
W0176640	16-13-017-23W4	Lexin Resources Ltd.	100.00%
W0177460	10-21-023-28W4	Interwest Petroleums Ltd.	2.50%
		Lexin Resources Ltd.	97.50%
W0179609	10-21-023-28W4	Interwest Petroleums Ltd.	2.50%
		Lexin Resources Ltd.	97.50%
W0181274	10-21-023-28W4	Interwest Petroleums Ltd.	2.50%
		Lexin Resources Ltd.	97.50%
W0182704	14-16-023-28W4	Interwest Petroleums Ltd.	2.50%

		Lexin Resources Ltd.	89.00%
		Westhill Petroleum Ltd.	4.00%
		Westhill Resources Limited	4.50%
W0185107	16-26-018-23W4	Stockwork Properties Ltd.	4.50%
		Lexin Resources Ltd.	24.70%
		TAQA North Ltd.	8.58%
		Canadian Natural Resources Limited	62.23%
W0187666	14-03-021-27W4	Lexin Resources Ltd.	100.00%
W0187801	06-20-023-28W4	Interwest Petroleums Ltd.	2.50%
		Lexin Resources Ltd.	97.50%
W0189985	04-10-023-28W4	Bearspaw Petroleum Ltd.	50.00%
		Lexin Resources Ltd.	50.00%
W0190051	15-26-019-29W4	Lexin Resources Ltd.	100.00%
W0191205	12-20-022-28W4	Lexin Resources Ltd.	100.00%
W0191674	12-24-016-16W4	Long Term Asset Management Inc.	25.00%
		Lexin Resources Ltd.	75.00%
W0191716	07-16-020-27W4	Lexin Resources Ltd.	100.00%
W0192484	10-35-019-29W4	Lexin Resources Ltd.	100.00%
W0197905	01-28-020-27W4	Lexin Resources Ltd.	100.00%
W0200491	14-17-018-25W4	Lexin Resources Ltd.	100.00%
W0203083	07-10-018-26W4	Coastal Resources Limited	20.00%
		Lexin Resources Ltd.	50.00%
		TAQA North Ltd.	30.00%
W0203704	10-21-023-28W4	Interwest Petroleums Ltd.	2.50%
		Lexin Resources Ltd.	97.50%
W0204742	05-10-020-27W4	Lexin Resources Ltd.	100.00%
W0205299	02-24-012-02W5	Lexin Resources Ltd.	50.00%
		Husky Oil Operations Limited	50.00%
W0205865	11-02-017-28W4	Lexin Resources Ltd.	100.00%
W0205881	11-29-022-28W4	Lexin Resources Ltd.	100.00%
W0207000	08-08-016-27W4	Lexin Resources Ltd.	100.00%
W0209323	08-18-019-26W4	Lexin Resources Ltd.	100.00%
W0209552	07-01-031-23W4	0989 Resource Partnership	75.00%
		Pengrowth Energy Corporation	25.00%
W0209558	13-23-018-25W4	Lexin Resources Ltd.	100.00%
W0212209	07-19-022-28W4	Lexin Resources Ltd.	100.00%
W0213449	16-23-019-29W4	Lexin Resources Ltd.	100.00%
W0213821	06-34-018-23W4	Lexin Resources Ltd.	58.00%

		Stockwork Properties Ltd.	18.00%
		TAQA North Ltd.	24.00%
W0214174	12-06-018-22W4	Western Canada Energy Ltd.	50.00%
		Lexin Resources Ltd.	50.00%
W0214266	03-28-023-28W4	Bonavista Energy Corporation	25.00%
		Lexin Resources Ltd.	75.00%
W0214366	07-10-017-28W4	Lexin Resources Ltd.	100.00%
W0214752	15-06-018-26W4	Lexin Resources Ltd.	100.00%
W0214859	15-18-018-29W4	Lexin Resources Ltd.	100.00%
W0215048	16-21-020-27W4	Lexin Resources Ltd.	100.00%
W0216482	16-29-016-28W4	Lexin Resources Ltd.	100.00%
W0216989	13-25-019-29W4	Lexin Resources Ltd.	100.00%
W0217885	01-25-018-30W4	ExxonMobil Canada Ltd.	50.00%
		Lexin Resources Ltd.	50.00%
W0218442	05-08-021-27W4	Lexin Resources Ltd.	100.00%
W0218774	15-29-020-27W4	Lexin Resources Ltd.	100.00%
W0219366	06-10-021-27W4	Lexin Resources Ltd.	100.00%
W0221070	10-33-016-29W4	Lexin Resources Ltd.	100.00%
W0221502	08-22-020-27W4	Lexin Resources Ltd.	100.00%
W0221740	16-12-016-25W4	Lexin Resources Ltd.	100.00%
W0221908	10-16-020-27W4	Lexin Resources Ltd.	100.00%
W0223044	07-26-018-23W4	Lexin Resources Ltd.	82.00%
		Stockwork Properties Ltd.	18.00%
W0223074	12-12-030-23W4	Lexin Resources Ltd.	100.00%
W0223078	01-04-016-27W4	Lexin Resources Ltd.	100.00%
W0223109	05-01-030-23W4	Lexin Resources Ltd.	100.00%
W0223115	07-29-016-29W4	Lexin Resources Ltd.	100.00%
W0223721	16-10-020-27W4	Lexin Resources Ltd.	100.00%
W0223766	16-09-020-27W4	Lexin Resources Ltd.	100.00%
W0224079	10-32-020-27W4	Lexin Resources Ltd.	100.00%
W0224269	11-29-020-27W4	Lexin Resources Ltd.	100.00%
W0224276	16-21-020-27W4	Lexin Resources Ltd.	100.00%
W0224308	07-20-020-27W4	Lexin Resources Ltd.	100.00%
W0224314	08-28-020-27W4	Lexin Resources Ltd.	100.00%
W0225060	06-04-017-29W4	Lexin Resources Ltd.	100.00%
W0225252	09-04-016-27W4	Lexin Resources Ltd.	100.00%
W0225427	03-24-018-28W4	Lexin Resources Ltd.	100.00%
W0226236	13-20-018-26W4	Lexin Resources Ltd.	100.00%

W0226381	12-23-020-27W4	Lexin Resources Ltd.	100.00%
W0227331	01-20-017-25W4	Lexin Resources Ltd.	100.00%
W0227882	15-16-018-26W4	Lexin Resources Ltd.	100.00%
W0228304	15-30-016-29W4	Lexin Resources Ltd.	100.00%
W0228783	05-17-017-29W4	Lexin Resources Ltd.	100.00%
W0229077	08-04-016-28W4	ExxonMobil Canada Ltd.	50.00%
		Lexin Resources Ltd.	50.00%
W0229550	01-08-017-29W4	Lexin Resources Ltd.	100.00%
W0229599	16-31-020-27W4	Lexin Resources Ltd.	100.00%
W0230320	07-30-018-26W4	Lexin Resources Ltd.	100.00%
W0230800	16-13-019-01W5	Lexin Resources Ltd.	100.00%
W0233618	10-04-016-27W4	Lexin Resources Ltd.	100.00%
W0233619	02-20-017-29W4	Lexin Resources Ltd.	100.00%
W0234834	04-09-017-29W4	Lexin Resources Ltd.	100.00%
W0236245	14-24-016-01W5	Lexin Resources Ltd.	100.00%
W0236455	04-33-022-27W4	Lexin Resources Ltd.	100.00%
W0236573	12-15-018-26W4	Lexin Resources Ltd.	100.00%
W0236585	16-07-018-25W4	Lexin Resources Ltd.	100.00%
W0236621	14-08-023-27W4	Lexin Resources Ltd.	100.00%
W0237177	01-23-018-29W4	Lexin Resources Ltd.	100.00%
W0237564	05-15-020-27W4	Lexin Resources Ltd.	100.00%
W0238088	11-01-018-29W4	Lexin Resources Ltd.	100.00%
W0238514	10-21-016-17W4	SanLing Energy Ltd.	26.70%
		Drake Energy Ltd.	26.70%
		Lexin Resources Ltd.	40.00%
		Southern Pacific Energy Ltd.	6.70%
W0238564	05-33-016-29W4	Lexin Resources Ltd.	100.00%
W0239224	03-16-017-29W4	Lexin Resources Ltd.	100.00%
W0239329	11-17-016-29W4	Lexin Resources Ltd.	100.00%
W0239339	10-24-016-30W4	Lexin Resources Ltd.	100.00%
W0239445	14-03-018-26W4	Lexin Resources Ltd.	100.00%
W0239507	07-17-017-29W4	Lexin Resources Ltd.	100.00%
W0239625	03-21-018-26W4	Lexin Resources Ltd.	62.00%
		Crescent Point Energy Corp.	38.00%
W0240902	07-09-016-28W4	Lexin Resources Ltd.	100.00%
W0240936	09-32-015-24W4	Lexin Resources Ltd.	100.00%
W0241052	14-01-016-30W4	Lexin Resources Ltd.	100.00%
W0242663	04-01-018-26W4	Lexin Resources Ltd.	75.00%

		Crescent Point Energy Corp.	25.00%
W0242690	16-05-018-25W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	50.00%
W0242692	16-04-018-26W4	Lexin Resources Ltd.	100.00%
W0242758	04-12-018-26W4	Lexin Resources Ltd.	100.00%
W0243231	06-22-017-29W4	Lexin Resources Ltd.	100.00%
W0243379	11-23-016-17W4	Lexin Resources Ltd.	100.00%
W0243602	11-07-012-01W5	Lexin Resources Ltd.	50.00%
		Husky Oil Operations Limited	50.00%
W0244073	16-15-017-01W5	Lexin Resources Ltd.	100.00%
W0244175	16-12-018-27W4	Lexin Resources Ltd.	60.00%
		Crescent Point Energy Corp.	40.00%
W0244505	01-24-018-27W4	Lexin Resources Ltd.	100.00%
W0244758	01-25-019-27W4	Lexin Resources Ltd.	100.00%
W0245107	08-32-018-26W4	Direct Energy Marketing Limited	50.00%
		Lexin Resources Ltd.	50.00%
W0245299	13-01-017-01W5	Lexin Resources Ltd.	100.00%
W0245340	06-02-021-27W4	Lexin Resources Ltd.	100.00%
W0246008	15-34-017-26W4	Lexin Resources Ltd.	100.00%
W0246152	03-25-012-02W5	Lexin Resources Ltd.	50.00%
		Husky Oil Operations Limited	50.00%
W0246751	12-03-017-29W4	Lexin Resources Ltd.	100.00%
W0247406	14-36-018-26W4	Lexin Resources Ltd.	75.00%
		TAQA North Ltd.	25.00%
W0247440	06-22-016-16W4	Lexin Resources Ltd.	75.00%
		Long Term Asset Management Inc.	25.00%
W0248005	06-03-018-29W4	Lexin Resources Ltd.	100.00%
W0248085	02-19-017-22W4	Lexin Resources Ltd.	75.00%
		Verity Energy Ltd.	25.00%
W0248128	12-26-082-12W4	Lexin Resources Ltd.	100.00%
W0249311	11-11-020-01W5	Lexin Resources Ltd.	100.00%
W0249662	16-08-018-26W4	Lexin Resources Ltd.	100.00%
W0250321	10-07-020-27W4	Direct Energy Marketing Limited	50.00%
		Lexin Resources Ltd.	50.00%
W0250639	09-28-019-26W4	Lexin Resources Ltd.	100.00%
W0250690	09-09-018-26W4	Direct Energy Marketing Limited	25.60%
		Lexin Resources Ltd.	74.40%
W0250691	16-17-018-26W4	Crescent Point Energy Corp.	25.00%

		Direct Energy Marketing Limited	25.00%
		Lexin Resources Ltd.	50.00%
W0251515	16-31-017-25W4	Lexin Resources Ltd.	100.00%
W0252411	13-19-017-25W4	Lexin Resources Ltd.	100.00%
W0253027	10-33-017-25W4	Lexin Resources Ltd.	100.00%
W0254003	05-01-021-27W4	Lexin Resources Ltd.	100.00%
W0254257	10-15-016-17W4	Lexin Resources Ltd.	60.00%
		SanLing Energy Ltd.	40.00%
W0254529	11-36-020-27W4	Lexin Resources Ltd.	100.00%
W0254548	10-04-018-29W4	Lexin Resources Ltd.	100.00%
W0254658	03-12-021-27W4	Lexin Resources Ltd.	100.00%
W0254691	01-33-019-26W4	Lexin Resources Ltd.	100.00%
W0254884	06-28-018-27W4	Lexin Resources Ltd.	100.00%
W0255109	11-15-018-29W4	Lexin Resources Ltd.	100.00%
W0255152	01-32-019-26W4	Lexin Resources Ltd.	100.00%
W0255215	06-06-020-27W4	Direct Energy Marketing Limited	50.00%
W0255215	06-06-020-27W4	Lexin Resources Ltd.	50.00%
W0255234	09-23-019-27W4	Lexin Resources Ltd.	100.00%
W0255336	06-14-020-26W4	Lexin Resources Ltd.	100.00%
W0255444	12-24-020-26W4	Lexin Resources Ltd.	100.00%
W0255994	08-11-019-23W4	Drake Energy Ltd.	28.30%
		Lexin Resources Ltd.	66.70%
		Newbert Petroleum Engineering Ltd.	5.00%
W0255995	11-31-020-26W4	Lexin Resources Ltd.	100.00%
W0256113	01-35-016-16W4	Lexin Resources Ltd.	100.00%
W0256186	05-08-020-27W4	Lexin Resources Ltd.	100.00%
W0256346	12-05-020-27W4	Lexin Resources Ltd.	100.00%
W0256789	07-18-018-29W4	Lexin Resources Ltd.	100.00%
W0256890	10-21-023-28W4	Interwest Petroleums Ltd.	2.50%
		Lexin Resources Ltd.	97.50%
W0257046	16-14-014-24W4	Lexin Resources Ltd.	100.00%
W0257389	15-08-017-29W4	Lexin Resources Ltd.	100.00%
W0257697	10-10-014-01W5	Lexin Resources Ltd.	100.00%
W0258526	10-10-019-24W4	Lexin Resources Ltd.	100.00%
W0258549	09-25-018-24W4	Lexin Resources Ltd.	100.00%
W0258727	12-10-018-24W4	Lexin Resources Ltd.	100.00%
W0258779	09-05-018-29W4	Lexin Resources Ltd.	100.00%
W0258942	07-11-019-24W4	Lexin Resources Ltd.	100.00%

W0259075	15-23-023-04W5	Lexin Resources Ltd.	100.00%
W0259281	10-32-017-29W4	Lexin Resources Ltd.	100.00%
W0259586	08-29-017-29W4	Lexin Resources Ltd.	100.00%
W0259694	04-02-018-29W4	Lexin Resources Ltd.	100.00%
W0259958	13-23-016-16W4	Lexin Resources Ltd.	75.00%
		Long Term Asset Management Inc.	25.00%
W0259973	11-26-018-29W4	Lexin Resources Ltd.	100.00%
W0260263	10-20-017-29W4	Lexin Resources Ltd.	100.00%
W0260364	08-25-016-30W4	Lexin Resources Ltd.	100.00%
W0260491	05-20-018-29W4	Lexin Resources Ltd.	100.00%
W0260729	12-16-017-29W4	Lexin Resources Ltd.	100.00%
W0260935	16-28-017-29W4	Lexin Resources Ltd.	100.00%
W0261496	09-22-018-24W4	Lexin Resources Ltd.	100.00%
W0262831	10-18-014-29W4	Lexin Resources Ltd.	100.00%
W0264926	01-17-018-29W4	Lexin Resources Ltd.	100.00%
W0265636	15-34-018-27W4	Lexin Resources Ltd.	100.00%
W0266241	16-24-017-26W4	Lexin Resources Ltd.	100.00%
W0266670	01-23-020-26W4	Lexin Resources Ltd.	100.00%
W0267710	08-22-019-29W4	Lexin Resources Ltd.	100.00%
W0267776	12-32-019-27W4	Lexin Resources Ltd.	100.00%
W0268159	12-04-020-27W4	Lexin Resources Ltd.	100.00%
W0269111	01-20-018-29W4	Lexin Resources Ltd.	100.00%
W0269126	12-22-018-29W4	Lexin Resources Ltd.	100.00%
W0269433	01-04-020-26W4	Lexin Resources Ltd.	100.00%
W0269531	13-10-018-23W4	Lexin Resources Ltd.	100.00%
W0269566	14-19-016-29W4	Lexin Resources Ltd.	100.00%
W0269955	01-05-018-23W4	Lexin Resources Ltd.	100.00%
W0270030	02-17-020-27W4	Lexin Resources Ltd.	100.00%
W0270238	12-32-020-26W4	Lexin Resources Ltd.	100.00%
W0270240	16-03-021-26W4	Lexin Resources Ltd.	75.00%
		Pengrowth Energy Corporation	25.00%
W0270243	01-27-020-26W4	Lexin Resources Ltd.	75.00%
		Pengrowth Energy Corporation	25.00%
W0270487	11-15-017-29W4	Lexin Resources Ltd.	100.00%
W0270555	13-15-018-29W4	Lexin Resources Ltd.	100.00%
W0270664	13-17-017-22W4	Lexin Resources Ltd.	100.00%
W0270731	07-11-019-27W4	Direct Energy Marketing Limited	50.00%
		Lexin Resources Ltd.	50.00%

W0270732	09-02-019-27W4	Direct Energy Marketing Limited	50.00%
		Lexin Resources Ltd.	50.00%
W0271296	06-13-021-27W4	Lexin Resources Ltd.	100.00%
W0271607	11-28-017-29W4	Lexin Resources Ltd.	100.00%
W0271635	16-27-019-29W4	Lexin Resources Ltd.	100.00%
W0272038	03-25-012-02W5	Lexin Resources Ltd.	100.00%
W0272327	12-22-017-29W4	Lexin Resources Ltd.	100.00%
W0272540	08-21-018-23W4	Lexin Resources Ltd.	100.00%
W0272593	01-22-018-23W4	Lexin Resources Ltd.	100.00%
W0272731	05-03-019-27W4	Lexin Resources Ltd.	100.00%
W0272859	15-09-017-29W4	ExxonMobil Canada Ltd.	25.00%
		Lexin Resources Ltd.	75.00%
W0272970	03-22-017-24W4	Lexin Resources Ltd.	100.00%
W0273284	08-32-018-27W4	Lexin Resources Ltd.	100.00%
W0273599	02-33-018-27W4	Lexin Resources Ltd.	100.00%
W0273830	16-08-018-29W4	Lexin Resources Ltd.	100.00%
W0273834	01-12-019-27W4	Lexin Resources Ltd.	100.00%
W0274010	01-25-020-28W4	Lexin Resources Ltd.	75.00%
		Pengrowth Energy Corporation	25.00%
W0274011	01-15-020-26W4	Lexin Resources Ltd.	73.00%
		Pengrowth Energy Corporation	2.00%
		TAQA North Ltd.	25.00%
W0274035	08-22-020-26W4	Lexin Resources Ltd.	100.00%
W0274173	08-20-018-26W4	Lexin Resources Ltd.	100.00%
W0274193	08-22-021-27W4	Lexin Resources Ltd.	100.00%
W0274194	12-11-021-27W4	Lexin Resources Ltd.	100.00%
W0274255	13-19-034-20W4	0989 Resource Partnership	50.00%
		Trident Exploration (Alberta) Corp.	50.00%
W0274423	08-04-021-27W4	Lexin Resources Ltd.	100.00%
W0274487	03-27-017-29W4	ExxonMobil Canada Ltd.	50.00%
		Lexin Resources Ltd.	50.00%
W0274594	16-13-020-28W4	Lexin Resources Ltd.	75.00%
		Pengrowth Energy Corporation	25.00%
W0274595	12-10-021-26W4	Lexin Resources Ltd.	50.00%
		TAQA North Ltd.	50.00%
W0274766	12-20-021-27W4	Lexin Resources Ltd.	100.00%
W0274789	06-16-018-26W4	Lexin Resources Ltd.	100.00%
W0274805	14-06-030-23W4	Lexin Resources Ltd.	100.00%

W0274821	05-09-019-27W4	Lexin Resources Ltd.	100.00%
W0274854	16-12-018-26W4	Lexin Resources Ltd.	100.00%
W0275215	01-16-019-27W4	Lexin Resources Ltd.	100.00%
W0275332	12-09-035-20W4	0989 Resource Partnership	50.00%
		Trident Exploration (Alberta) Corp.	50.00%
W0275618	08-18-016-23W4	Compass Petroleum Inc.	25.00%
		Lexin Resources Ltd.	75.00%
W0275957	16-19-016-29W4	Lexin Resources Ltd.	100.00%
W0276049	03-20-018-27W4	Lexin Resources Ltd.	100.00%
W0276149	10-29-018-27W4	Lexin Resources Ltd.	100.00%
W0276873	03-34-020-26W4	Lexin Resources Ltd.	100.00%
W0276919	08-04-019-27W4	Lexin Resources Ltd.	100.00%
W0276921	10-02-018-26W4	Lexin Resources Ltd.	100.00%
W0276923	08-28-020-26W4	Lexin Resources Ltd.	100.00%
W0277972	16-32-018-23W4	Husky Oil Operations Limited	10.00%
		Lexin Resources Ltd.	90.00%
W0278039	12-04-018-26W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	50.00%
W0278130	06-35-016-22W4	Lexin Resources Ltd.	100.00%
W0278187	11-05-019-27W4	Lexin Resources Ltd.	100.00%
W0278472	01-24-016-30W4	Lexin Resources Ltd.	100.00%
W0278580	06-02-019-29W4	Lexin Resources Ltd.	100.00%
W0278811	02-31-017-25W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	50.00%
W0278840	05-23-019-29W4	Lexin Resources Ltd.	100.00%
W0278878	14-21-017-26W4	Lexin Resources Ltd.	100.00%
W0279442	06-06-017-28W4	Lexin Resources Ltd.	100.00%
W0279657	15-04-018-23W4	Lexin Resources Ltd.	100.00%
W0279781	15-26-019-29W4	Lexin Resources Ltd.	100.00%
W0280467	06-03-018-23W4	Lexin Resources Ltd.	100.00%
W0281036	12-11-018-27W4	Lexin Resources Ltd.	100.00%
W0281715	06-36-020-27W4	Lexin Resources Ltd.	100.00%
W0281792	16-05-018-26W4	Lexin Resources Ltd.	100.00%
W0281942	16-29-017-26W4	Lexin Resources Ltd.	100.00%
W0282193	16-27-014-01W5	Lexin Resources Ltd.	100.00%
W0282668	16-11-019-28W4	Lexin Resources Ltd.	100.00%
W0283440	03-28-018-01W5	Lexin Resources Ltd.	100.00%
W0283651	05-09-018-26W4	Direct Energy Marketing Limited	25.60%

		Lexin Resources Ltd.	74.40%
W0283652	01-21-020-26W4	Lexin Resources Ltd.	75.00%
		Pengrowth Energy Corporation	25.00%
W0283667	06-14-019-28W4	Lexin Resources Ltd.	100.00%
W0283691	05-24-020-27W4	Lexin Resources Ltd.	100.00%
W0284026	08-14-021-27W4	Lexin Resources Ltd.	100.00%
W0284028	01-36-019-27W4	Lexin Resources Ltd.	100.00%
W0284457	14-17-021-27W4	Lexin Resources Ltd.	100.00%
W0284474	06-18-020-27W4	Lexin Resources Ltd.	100.00%
W0284480	11-31-016-28W4	Lexin Resources Ltd.	100.00%
W0284851	07-24-018-26W4	Lexin Resources Ltd.	100.00%
W0284892	10-19-021-27W4	Lexin Resources Ltd.	100.00%
W0285042	11-36-018-27W4	Lexin Resources Ltd.	50.00%
		Pengrowth Energy Corporation	50.00%
W0285560	04-01-017-23W4	Lexin Resources Ltd.	100.00%
W0285574	04-05-020-23W4	Husky Oil Operations Limited	50.00%
		Lexin Resources Ltd.	50.00%
W0285902	01-33-019-27W4	Lexin Resources Ltd.	100.00%
W0286257	11-04-017-29W4	Lexin Resources Ltd.	100.00%
W0286408	01-19-017-26W4	Lexin Resources Ltd.	100.00%
W0286651	06-20-017-27W4	Lexin Resources Ltd.	100.00%
W0286654	04-02-019-26W4	Lexin Resources Ltd.	100.00%
W0286750	02-03-020-27W4	Lexin Resources Ltd.	97.50%
		Roseland Development Ltd.	2.50%
W0286773	12-32-022-27W4	Lexin Resources Ltd.	100.00%
W0287103	08-16-017-27W4	Lexin Resources Ltd.	50.00%
		TAQA North Ltd.	50.00%
W0287218	05-20-019-27W4	Lexin Resources Ltd.	100.00%
W0287362	05-23-019-29W4	Lexin Resources Ltd.	100.00%
W0287364	10-10-017-25W4	Lexin Resources Ltd.	100.00%
W0287392	04-05-018-27W4	Lexin Resources Ltd.	100.00%
W0287640	09-25-020-27W4	Lexin Resources Ltd.	100.00%
W0287840	08-36-016-29W4	Lexin Resources Ltd.	100.00%
W0288379	08-31-018-24W4	Lexin Resources Ltd.	100.00%
W0288431	06-19-019-27W4	Direct Energy Marketing Limited	12.50%
		Lexin Resources Ltd.	87.50%
W0288488	11-20-007-01W5	Lexin Resources Ltd.	100.00%
W0288673	16-29-018-24W4	Lexin Resources Ltd.	100.00%

W0288969	11-25-018-23W4	Lexin Resources Ltd.	100.00%
W0289555	03-18-021-27W4	Lexin Resources Ltd.	100.00%
W0290453	14-30-016-28W4	Lexin Resources Ltd.	100.00%
W0290634	14-03-018-29W4	Lexin Resources Ltd.	100.00%
W0290820	02-09-019-22W4	Lexin Resources Ltd.	100.00%
W0290846	08-32-020-27W4	Lexin Resources Ltd.	100.00%
W0291044	06-30-017-29W4	Lexin Resources Ltd.	100.00%
W0291444	02-24-012-02W5	Lexin Resources Ltd.	100.00%
W0291534	06-22-016-27W4	Lexin Resources Ltd.	100.00%
W0291888	06-04-015-24W4	Lexin Resources Ltd.	100.00%
W0292130	03-06-020-23W4	Lexin Resources Ltd.	96.80%
		TAQA North Ltd.	3.20%
W0292133	06-02-018-23W4	Husky Oil Operations Limited	50.00%
		Lexin Resources Ltd.	50.00%
W0292327	16-08-017-26W4	Lexin Resources Ltd.	100.00%
W0293084	02-34-018-29W4	Lexin Resources Ltd.	100.00%
W0293431	07-17-019-27W4	Lexin Resources Ltd.	100.00%
W0293616	04-24-021-27W4	Ember Resources Inc.	28.00%
		0989 Resource Partnership	72.00%
W0293621	03-25-012-02W5	Lexin Resources Ltd.	100.00%
W0293624	03-25-012-02W5	Lexin Resources Ltd.	100.00%
W0293720	04-23-018-28W4	Lexin Resources Ltd.	100.00%
W0293721	08-07-019-27W4	Lexin Resources Ltd.	100.00%
W0293723	15-17-017-27W4	Lexin Resources Ltd.	100.00%
W0294015	06-18-016-27W4	Lexin Resources Ltd.	100.00%
W0294035	07-05-017-27W4	Lexin Resources Ltd.	100.00%
W0294055	10-31-017-27W4	Lexin Resources Ltd.	100.00%
W0294072	08-09-017-27W4	Lexin Resources Ltd.	100.00%
W0294076	10-25-016-29W4	Lexin Resources Ltd.	100.00%
W0294292	06-18-019-27W4	Lexin Resources Ltd.	100.00%
W0294344	02-31-016-27W4	Lexin Resources Ltd.	100.00%
W0294345	14-22-016-28W4	Lexin Resources Ltd.	100.00%
W0294346	09-01-019-28W4	Lexin Resources Ltd.	100.00%
W0294429	07-25-016-22W4	Lexin Resources Ltd.	100.00%
W0294523	13-25-016-28W4	Lexin Resources Ltd.	100.00%
W0294526	13-13-016-28W4	Lexin Resources Ltd.	100.00%
W0294652	05-33-017-27W4	Lexin Resources Ltd.	100.00%
W0294814	09-24-016-29W4	Lexin Resources Ltd.	100.00%

W0294815	11-27-019-27W4	Lexin Resources Ltd.	62.50%
		Caledonian Royalty Corporation	37.50%
W0294933	10-23-016-28W4	Lexin Resources Ltd.	100.00%
W0295163	06-07-017-29W4	Lexin Resources Ltd.	100.00%
W0295233	01-19-020-26W4	Hornet Energy Ltd.	25.00%
		Lexin Resources Ltd.	38.00%
		Pengrowth Energy Corporation	12.00%
		TAQA North Ltd.	25.00%
W0295384	16-31-019-27W4	Direct Energy Marketing Limited	25.00%
		Lexin Resources Ltd.	75.00%
W0295386	03-23-021-27W4	Lexin Resources Ltd.	49.22%
		Ember Resources Inc.	50.78%
W0295429	06-07-017-27W4	Lexin Resources Ltd.	100.00%
W0295569	07-07-018-27W4	Lexin Resources Ltd.	100.00%
W0295570	06-09-018-27W4	Lexin Resources Ltd.	100.00%
W0295592	13-16-021-27W4	Lexin Resources Ltd.	100.00%
W0295768	01-03-016-01W5	Lexin Resources Ltd.	100.00%
W0295820	11-10-018-29W4	Lexin Resources Ltd.	100.00%
W0295928	08-16-015-24W4	Lexin Resources Ltd.	100.00%
W0295937	14-04-018-29W4	ExxonMobil Canada Ltd.	50.00%
		Lexin Resources Ltd.	50.00%
W0295996	09-30-019-27W4	Lexin Resources Ltd.	100.00%
W0296918	10-06-019-27W4	Lexin Resources Ltd.	100.00%
W0297088	01-24-021-28W4	Lexin Resources Ltd.	100.00%
W0297163	03-25-012-02W5	Lexin Resources Ltd.	100.00%
W0297164	03-25-012-02W5	Lexin Resources Ltd.	100.00%
W0297775	11-35-018-28W4	Lexin Resources Ltd.	100.00%
W0297789	06-12-019-28W4	Lexin Resources Ltd.	100.00%
W0297791	11-06-020-26W4	Lexin Resources Ltd.	100.00%
W0297792	02-07-020-26W4	Lexin Resources Ltd.	100.00%
W0298211	01-35-016-29W4	Lexin Resources Ltd.	100.00%
W0299191	05-08-019-27W4	Lexin Resources Ltd.	100.00%
W0299334	04-19-020-27W4	Direct Energy Marketing Limited	14.40%
		Lexin Resources Ltd.	85.60%
W0299366	13-17-020-26W4	Lexin Resources Ltd.	100.00%
W0300142	13-13-020-27W4	Lexin Resources Ltd.	100.00%
W0300297	04-24-016-24W4	Lexin Resources Ltd.	50.00%
		Verity Energy Ltd.	50.00%

W0300517	01-26-018-24W4	Lexin Resources Ltd.	100.00%
W0300551	12-05-018-24W4	Lexin Resources Ltd.	75.00%
		TAQA North Ltd.	25.00%
W0300634	01-18-017-28W4	Lexin Resources Ltd.	100.00%
W0300641	10-21-018-24W4	Lexin Resources Ltd.	62.50%
		The Paddon Hughes Development Co. Ltd.	25.00%
		TAQA North Ltd.	12.50%
W0301289	06-33-018-24W4	Lexin Resources Ltd.	87.40%
		TAQA North Ltd.	12.60%
W0301549	07-15-018-24W4	Lexin Resources Ltd.	100.00%
W0302676	14-06-019-25W4	Lexin Resources Ltd.	100.00%
W0303147	11-20-018-23W4	Lexin Resources Ltd.	100.00%
W0303153	15-35-018-24W4	Lexin Resources Ltd.	100.00%
W0303260	14-32-015-23W4	Lexin Resources Ltd.	100.00%
W0303432	05-18-016-28W4	Lexin Resources Ltd.	100.00%
W0303506	06-35-019-29W4	Lexin Resources Ltd.	100.00%
W0303572	15-15-019-29W4	Lexin Resources Ltd.	100.00%
W0303760	11-16-015-23W4	Lexin Resources Ltd.	100.00%
W0304219	14-11-019-29W4	Lexin Resources Ltd.	100.00%
W0304582	07-14-018-24W4	Lexin Resources Ltd.	100.00%
W0304600	02-07-018-26W4	Lexin Resources Ltd.	100.00%
W0304751	12-24-016-28W4	Lexin Resources Ltd.	100.00%
W0304965	07-30-016-22W4	Lexin Resources Ltd.	100.00%
W0305482	09-09-018-24W4	Lexin Resources Ltd.	93.60%
		New North Resources Ltd.	6.40%
W0305502	15-16-018-29W4	Lexin Resources Ltd.	100.00%
W0305942	16-26-018-26W4	Dauntless Energy Inc.	6.30%
		Hornet Energy Ltd.	12.50%
		Lexin Resources Ltd.	81.30%
W0305947	09-34-020-27W4	Lexin Resources Ltd.	100.00%
W0306246	11-23-018-24W4	Lexin Resources Ltd.	50.00%
		The Paddon Hughes Development Co. Ltd.	50.00%
W0306314	08-23-018-24W4	Lexin Resources Ltd.	100.00%
W0306332	16-29-016-29W4	Lexin Resources Ltd.	100.00%
W0306464	08-20-018-24W4	Lexin Resources Ltd.	75.00%
		TAQA North Ltd.	25.00%
W0306596	07-02-023-03W5	Lexin Resources Ltd.	100.00%
W0306623	05-10-017-29W4	Lexin Resources Ltd.	100.00%

W0307476	11-26-019-01W5	Lexin Resources Ltd.	100.00%
W0307919	13-19-016-28W4	Lexin Resources Ltd.	100.00%
W0308256	07-32-004-23W4	Lexin Resources Ltd.	100.00%
W0308340	06-11-018-26W4	Dauntless Energy Inc.	25.00%
		Lexin Resources Ltd.	75.00%
W0308439	08-08-017-29W4	Lexin Resources Ltd.	100.00%
W0308513	13-11-016-23W4	Lexin Resources Ltd.	100.00%
W0308565	04-32-016-28W4	Lexin Resources Ltd.	100.00%
W0308955	15-30-016-27W4	Lexin Resources Ltd.	100.00%
W0309048	07-07-018-23W4	Lexin Resources Ltd.	100.00%
W0309288	10-14-020-26W4	Lexin Resources Ltd.	100.00%
W0309299	01-05-018-21W4	Lexin Resources Ltd.	100.00%
W0310259	05-30-016-16W4	Lexin Resources Ltd.	100.00%
W0310261	08-27-016-17W4	Lexin Resources Ltd.	100.00%
W0310373	05-07-017-28W4	Lexin Resources Ltd.	100.00%
W0310459	01-17-018-25W4	Lexin Resources Ltd.	100.00%
W0310471	12-03-018-25W4	Lexin Resources Ltd.	100.00%
W0310682	11-12-020-27W4	Lexin Resources Ltd.	100.00%
W0310837	01-08-018-21W4	Lexin Resources Ltd.	100.00%
W0310910	08-28-018-29W4	Esprit Exploration Ltd.	15.00%
		ExxonMobil Canada Ltd.	30.00%
		Lexin Resources Ltd.	55.00%
W0310961	01-10-019-29W4	Lexin Resources Ltd.	100.00%
W0311092	14-17-017-22W4	Lexin Resources Ltd.	100.00%
W0311575	03-22-019-29W4	Lexin Resources Ltd.	100.00%
W0311638	09-06-018-23W4	Lexin Resources Ltd.	100.00%
W0311969	08-24-017-23W4	Lexin Resources Ltd.	100.00%
W0311983	09-20-007-01W5	Lexin Resources Ltd.	100.00%
W0312378	03-31-019-28W4	Lexin Resources Ltd.	100.00%
W0312384	07-06-019-26W4	Lexin Resources Ltd.	100.00%
W0312492	04-11-018-24W4	Lexin Resources Ltd.	100.00%
W0312674	15-18-018-24W4	Lexin Resources Ltd.	100.00%
W0312832	10-13-012-02W5	Lexin Resources Ltd.	100.00%
W0312857	15-07-018-24W4	Lexin Resources Ltd.	100.00%
W0313564	15-03-019-27W4	Lexin Resources Ltd.	100.00%
W0313691	07-01-019-23W4	Lexin Resources Ltd.	100.00%
W0313717	10-06-018-22W4	Lexin Resources Ltd.	100.00%
W0314012	10-10-018-27W4	Lexin Resources Ltd.	100.00%

W0314119	11-24-019-28W4	Lexin Resources Ltd.	100.00%
W0314152	08-21-019-27W4	Lexin Resources Ltd.	99.10%
		Ogc Pooling #249	0.90%
W0314399	05-02-019-27W4	Lexin Resources Ltd.	50.00%
		Esprit Exploration Ltd.	37.50%
		Rmx Exploration Ltd.	12.50%
W0314870	06-14-018-27W4	Lexin Resources Ltd.	100.00%
W0315014	14-19-016-16W4	Lexin Resources Ltd.	100.00%
W0315247	06-21-019-27W4	Lexin Resources Ltd.	100.00%
W0315388	11-28-019-27W4	Lexin Resources Ltd.	100.00%
W0315397	10-13-012-02W5	Lexin Resources Ltd.	75.00%
		Husky Oil Operations Limited	25.00%
W0315408	10-13-012-02W5	Lexin Resources Ltd.	100.00%
W0315409	10-13-012-02W5	Lexin Resources Ltd.	50.00%
		Husky Oil Operations Limited	50.00%
W0315422	12-25-018-23W4	Lexin Resources Ltd.	100.00%
W0315508	12-12-017-29W4	ExxonMobil Canada Ltd.	66.70%
		Lexin Resources Ltd.	33.30%
W0315602	02-12-016-21W4	Lexin Resources Ltd.	100.00%
W0316298	05-28-017-29W4	Lexin Resources Ltd.	100.00%
W0316695	07-34-018-24W4	Lexin Resources Ltd.	100.00%
W0317188	15-34-014-27W4	Lexin Resources Ltd.	100.00%
W0317295	02-14-017-01W5	Lexin Resources Ltd.	100.00%
W0317473	06-16-018-24W4	Lexin Resources Ltd.	100.00%
W0317643	09-13-016-29W4	Lexin Resources Ltd.	100.00%
W0317780	11-28-018-24W4	Lexin Resources Ltd.	75.00%
		TAQA North Ltd.	25.00%
W0318000	01-09-017-29W4	Lexin Resources Ltd.	100.00%
W0318002	15-16-017-29W4	Lexin Resources Ltd.	100.00%
W0318104	13-09-016-23W4	Lexin Resources Ltd.	100.00%
W0318189	10-10-016-23W4	Lexin Resources Ltd.	100.00%
W0318286	01-24-016-29W4	Lexin Resources Ltd.	100.00%
W0318414	01-02-018-22W4	Lexin Resources Ltd.	100.00%
W0318487	01-06-018-26W4	Lexin Resources Ltd.	100.00%
W0318496	12-05-018-26W4	Lexin Resources Ltd.	100.00%
W0318690	08-17-018-26W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	25.00%
		Pengrowth Energy Corporation	18.80%

		Rmx Exploration Ltd.	6.30%
W0318694	16-20-018-26W4	Lexin Resources Ltd.	75.00%
		Dauntless Energy Inc.	25.00%
W0318986	08-25-016-29W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0319207	11-05-019-25W4	Lexin Resources Ltd.	75.00%
		TAQA North Ltd.	25.00%
W0319405	05-14-016-25W4	Lexin Resources Ltd.	100.00%
W0319867	15-35-017-23W4	Lexin Resources Ltd.	100.00%
W0319868	15-36-017-23W4	Lexin Resources Ltd.	100.00%
W0319901	01-05-018-29W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0320032	11-30-016-28W4	Lexin Resources Ltd.	100.00%
W0320247	01-24-020-26W4	Lexin Resources Ltd.	100.00%
W0320249	03-23-020-26W4	0989 Resource Partnership	75.00%
		Signalta Resources Limited	25.00%
W0320366	09-07-018-26W4	Lexin Resources Ltd.	100.00%
W0320829	07-08-018-26W4	Lexin Resources Ltd.	100.00%
W0320836	05-10-018-26W4	Coastal Resources Limited	20.00%
		Lexin Resources Ltd.	50.00%
		TAQA North Ltd.	30.00%
W0320912	15-20-020-26W4	Lexin Resources Ltd.	100.00%
W0321162	06-13-016-24W4	Lexin Resources Ltd.	100.00%
W0321166	07-21-021-27W4	Lexin Resources Ltd.	100.00%
W0321588	15-21-018-29W4	ExxonMobil Canada Ltd.	57.90%
		Lexin Resources Ltd.	42.10%
W0321657	16-06-020-26W4	Lexin Resources Ltd.	100.00%
W0321659	07-29-017-23W4	Lexin Resources Ltd.	100.00%
W0321666	16-20-017-23W4	Lexin Resources Ltd.	100.00%
W0321681	02-30-017-23W4	Lexin Resources Ltd.	100.00%
W0321874	15-11-019-27W4	Lexin Resources Ltd.	50.00%
		Pengrowth Energy Corporation	37.50%
		Rmx Exploration Ltd.	12.50%
W0321969	10-30-018-26W4	Lexin Resources Ltd.	100.00%
W0321970	16-32-018-26W4	Lexin Resources Ltd.	50.00%
		Pengrowth Energy Corporation	37.50%
		Rmx Exploration Ltd.	12.50%
W0323448	10-28-020-26W4	Lexin Resources Ltd.	100.00%

W0323867	03-31-016-28W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0324254	14-17-016-23W4	Lexin Resources Ltd.	100.00%
W0324593	13-18-016-28W4	Lexin Resources Ltd.	60.00%
		Pengrowth Energy Corporation	30.00%
		Rmx Exploration Ltd.	10.00%
W0325285	12-30-017-21W4	Lexin Resources Ltd.	100.00%
W0325447	09-25-016-17W4	Lexin Resources Ltd.	100.00%
W0325540	04-31-020-26W4	Lexin Resources Ltd.	100.00%
W0325910	12-36-017-22W4	Lexin Resources Ltd.	70.00%
		TAQA North Ltd.	30.00%
W0326321	10-19-020-26W4	Lexin Resources Ltd.	38.00%
		Hornet Energy Ltd.	25.00%
		Rmx Exploration Ltd.	12.00%
		TAQA North Ltd.	25.00%
W0326325	06-04-020-26W4	Lexin Resources Ltd.	100.00%
W0326336	10-35-017-22W4	Crescent Point Energy Corp.	25.00%
		Lexin Resources Ltd.	75.00%
W0326354	12-32-019-26W4	Lexin Resources Ltd.	100.00%
W0326434	01-21-019-29W4	Lexin Resources Ltd.	100.00%
W0326537	12-17-020-26W4	Lexin Resources Ltd.	100.00%
W0326948	05-27-020-26W4	Lexin Resources Ltd.	75.00%
		Rmx Exploration Ltd.	25.00%
W0326988	09-23-017-22W4	Lexin Resources Ltd.	100.00%
W0327029	06-33-019-26W4	Lexin Resources Ltd.	100.00%
W0327156	11-24-019-01W5	Lexin Resources Ltd.	100.00%
W0327171	11-06-018-27W4	Lexin Resources Ltd.	62.50%
		ExxonMobil Canada Ltd.	37.50%
W0327173	11-36-015-25W4	Lexin Resources Ltd.	100.00%
W0327267	05-30-016-24W4	Lexin Resources Ltd.	100.00%
W0327414	16-29-015-25W4	Lexin Resources Ltd.	50.00%
		6058931 Canada Inc.	50.00%
W0327450	01-04-018-28W4	Lexin Resources Ltd.	100.00%
W0327562	08-29-008-01W5	Lexin Resources Ltd.	100.00%
W0327575	15-31-015-23W4	Lexin Resources Ltd.	100.00%
W0327588	08-22-016-23W4	Lexin Resources Ltd.	100.00%
W0327637	03-06-016-23W4	Lexin Resources Ltd.	100.00%
W0327717	11-28-023-28W4	Lexin Resources Ltd.	100.00%

W0327926	09-22-020-26W4	Lexin Resources Ltd.	100.00%
W0327927	11-21-018-26W4	Crescent Point Energy Corp.	38.00%
		Lexin Resources Ltd.	62.00%
W0328029	06-07-020-26W4	Lexin Resources Ltd.	100.00%
W0328174	05-17-019-27W4	Lexin Resources Ltd.	100.00%
W0328177	03-20-016-23W4	Lexin Resources Ltd.	100.00%
W0328186	05-32-020-26W4	Lexin Resources Ltd.	100.00%
W0328340	03-26-019-29W4	Lexin Resources Ltd.	100.00%
W0328687	07-34-020-26W4	Lexin Resources Ltd.	100.00%
W0328737	09-11-017-29W4	Lexin Resources Ltd.	100.00%
W0328971	09-11-018-26W4	Lexin Resources Ltd.	100.00%
W0328973	08-11-018-26W4	Lexin Resources Ltd.	100.00%
W0328975	02-17-014-22W4	Lexin Resources Ltd.	100.00%
W0329497	09-03-018-25W4	Lexin Resources Ltd.	100.00%
W0329653	14-03-020-27W4	Lexin Resources Ltd.	58.50%
		Sutton Energy Ltd.	41.50%
W0329845	13-28-009-02W5	Lexin Resources Ltd.	100.00%
W0329849	03-17-018-22W4	Lexin Resources Ltd.	100.00%
W0329928	16-12-015-25W4	Lexin Resources Ltd.	100.00%
W0329945	08-09-019-27W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0329948	07-15-020-27W4	Lexin Resources Ltd.	100.00%
W0330362	14-12-018-26W4	Lexin Resources Ltd.	100.00%
W0330389	09-24-018-26W4	Lexin Resources Ltd.	100.00%
W0330396	08-01-017-29W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0330411	06-01-017-29W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0330432	02-12-018-26W4	Lexin Resources Ltd.	100.00%
W0330444	06-05-018-25W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	50.00%
W0330474	14-11-017-29W4	Lexin Resources Ltd.	100.00%
W0330686	05-12-018-28W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0330737	13-05-023-27W4	Lexin Resources Ltd.	100.00%
W0330738	05-12-019-27W4	Lexin Resources Ltd.	100.00%
W0331016	14-10-021-27W4	Lexin Resources Ltd.	100.00%
W0331035	06-17-021-27W4	Lexin Resources Ltd.	100.00%

W0331057	04-12-030-23W4	Lexin Resources Ltd.	100.00%
W0331064	16-24-030-23W4	Pengrowth Energy Corporation	41.67%
		0989 Resource Partnership	16.67%
		Pine Cliff Energy Ltd.	41.67%
W0331086	12-10-030-23W4	Lexin Resources Ltd.	100.00%
W0331101	15-12-030-23W4	Lexin Resources Ltd.	100.00%
W0331148	16-16-021-27W4	Lexin Resources Ltd.	100.00%
W0331219	08-18-021-27W4	Lexin Resources Ltd.	100.00%
W0331241	16-36-016-29W4	Lexin Resources Ltd.	100.00%
W0331292	16-25-017-22W4	Lexin Resources Ltd.	100.00%
W0331508	14-36-016-29W4	Lexin Resources Ltd.	100.00%
W0331516	09-10-030-23W4	Lexin Resources Ltd.	100.00%
W0331775	01-07-018-25W4	Lexin Resources Ltd.	60.00%
		Crescent Point Energy Corp.	40.00%
W0331776	14-28-019-26W4	Lexin Resources Ltd.	100.00%
W0331909	14-11-019-29W4	Lexin Resources Ltd.	100.00%
W0332063	07-03-021-26W4	Lexin Resources Ltd.	75.00%
		Prospex Resources Ltd.	25.00%
W0332082	10-28-017-22W4	Lexin Resources Ltd.	65.00%
		TAQA North Ltd.	35.00%
W0332107	03-15-018-26W4	Crescent Point Energy Corp.	60.00%
		Lexin Resources Ltd.	40.00%
W0332402	05-29-020-27W4	Lexin Resources Ltd.	100.00%
W0332467	08-21-020-27W4	Lexin Resources Ltd.	100.00%
W0332662	03-18-018-27W4	Lexin Resources Ltd.	100.00%
W0332670	06-07-017-28W4	Lexin Resources Ltd.	100.00%
W0332790	11-14-021-27W4	Lexin Resources Ltd.	100.00%
W0332815	09-17-007-01W5	Lexin Resources Ltd.	100.00%
W0332872	02-32-017-23W4	Lexin Resources Ltd.	100.00%
W0333086	09-20-019-27W4	Lexin Resources Ltd.	50.00%
		Prospex Resources Ltd.	37.50%
		Rmx Exploration Ltd.	12.50%
W0333191	11-02-019-26W4	Lexin Resources Ltd.	100.00%
W0333208	02-02-016-27W4	Lexin Resources Ltd.	100.00%
W0333275	14-09-008-01W5	Lexin Resources Ltd.	100.00%
W0333309	12-27-023-03W5	Lexin Resources Ltd.	100.00%
W0333382	07-20-023-02W5	Lexin Resources Ltd.	100.00%
W0333384	15-09-023-02W5	Lexin Resources Ltd.	100.00%

W0333425	11-03-021-27W4	Lexin Resources Ltd.	100.00%
W0333568	03-11-016-27W4	Lexin Resources Ltd.	100.00%
W0333569	07-08-018-27W4	Lexin Resources Ltd.	100.00%
W0333585	07-35-018-25W4	Direct Energy Marketing Limited	25.00%
		Lexin Resources Ltd.	75.00%
W0334125	09-17-018-29W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0334158	15-09-017-29W4	Lexin Resources Ltd.	100.00%
W0334238	06-26-019-27W4	Lexin Resources Ltd.	48.10%
		Caledonian Royalty Corporation	51.92%
W0334239	03-16-018-27W4	Lexin Resources Ltd.	100.00%
W0334241	07-20-018-27W4	Lexin Resources Ltd.	100.00%
W0334332	12-11-019-01W5	Lexin Resources Ltd.	100.00%
W0334384	05-11-019-28W4	Lexin Resources Ltd.	100.00%
W0334387	14-13-021-27W4	Lexin Resources Ltd.	100.00%
W0334391	08-08-018-29W4	Lexin Resources Ltd.	100.00%
W0334397	12-29-018-27W4	Lexin Resources Ltd.	100.00%
W0334420	06-22-023-02W5	Lexin Resources Ltd.	100.00%
W0334424	13-21-023-02W5	Lexin Resources Ltd.	100.00%
W0334519	03-30-023-02W5	Lexin Resources Ltd.	100.00%
W0334654	11-05-018-27W4	Lexin Resources Ltd.	100.00%
W0334662	06-31-018-24W4	Lexin Resources Ltd.	100.00%
W0334748	12-26-016-17W4	Lexin Resources Ltd.	100.00%
W0334924	11-10-018-28W4	Lexin Resources Ltd.	100.00%
W0335576	16-02-017-26W4	Lexin Resources Ltd.	100.00%
W0335577	10-10-017-26W4	Lexin Resources Ltd.	100.00%
W0335590	06-08-017-26W4	Lexin Resources Ltd.	100.00%
W0335594	13-07-016-28W4	Lexin Resources Ltd.	100.00%
W0335689	16-27-018-24W4	Lexin Resources Ltd.	81.30%
		TAQA North Ltd.	18.80%
W0335754	06-34-018-27W4	Lexin Resources Ltd.	100.00%
W0335770	14-28-015-25W4	Lexin Resources Ltd.	100.00%
W0335773	07-14-019-01W5	Lexin Resources Ltd.	100.00%
W0335825	04-33-016-29W4	Lexin Resources Ltd.	100.00%
W0335925	07-10-019-28W4	Lexin Resources Ltd.	100.00%
W0335963	05-01-019-28W4	Lexin Resources Ltd.	100.00%
W0336366	03-28-020-27W4	Lexin Resources Ltd.	100.00%
W0336377	16-26-018-24W4	Lexin Resources Ltd.	75.00%

		TAQA North Ltd.	25.00%
W0336394	14-29-015-25W4	Lexin Resources Ltd.	100.00%
W0336441	05-12-016-27W4	Lexin Resources Ltd.	100.00%
W0336549	04-36-019-27W4	Lexin Resources Ltd.	100.00%
W0336567	10-05-019-24W4	Lexin Resources Ltd.	100.00%
W0336844	13-25-019-29W4	Lexin Resources Ltd.	100.00%
W0336896	06-12-017-26W4	Lexin Resources Ltd.	100.00%
W0337236	05-22-018-29W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0337243	06-34-015-25W4	Lexin Resources Ltd.	100.00%
W0337386	11-04-019-26W4	Lexin Resources Ltd.	100.00%
W0337613	05-16-019-27W4	Lexin Resources Ltd.	100.00%
W0337618	07-21-017-26W4	Lexin Resources Ltd.	100.00%
W0337633	09-22-017-26W4	Lexin Resources Ltd.	100.00%
W0337635	11-33-018-27W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0337651	12-01-017-29W4	Lexin Resources Ltd.	100.00%
W0337664	14-22-017-23W4	Lexin Resources Ltd.	100.00%
W0337796	11-06-016-24W4	Lexin Resources Ltd.	100.00%
W0337864	16-16-017-23W4	Lexin Resources Ltd.	100.00%
W0338001	15-23-017-23W4	Lexin Resources Ltd.	100.00%
W0338047	15-17-016-23W4	Lexin Resources Ltd.	100.00%
W0338118	05-29-015-27W4	Lexin Resources Ltd.	100.00%
W0338234	02-03-018-28W4	Lexin Resources Ltd.	100.00%
W0338274	06-04-017-26W4	Lexin Resources Ltd.	100.00%
W0338296	05-19-017-25W4	Crescent Point Energy Corp.	50.00%
		Lexin Resources Ltd.	50.00%
W0338315	11-19-017-26W4	Lexin Resources Ltd.	100.00%
W0338349	01-31-015-24W4	Lexin Resources Ltd.	100.00%
W0338387	15-18-017-23W4	Lexin Resources Ltd.	100.00%
W0338392	05-05-016-23W4	Lexin Resources Ltd.	100.00%
W0338682	13-16-020-27W4	Lexin Resources Ltd.	100.00%
W0338742	09-28-018-29W4	Lexin Resources Ltd.	52.60%
		Esprit Exploration Ltd.	15.80%
		ExxonMobil Canada Ltd.	31.60%
W0338764	03-06-019-26W4	Lexin Resources Ltd.	100.00%
W0338792	05-04-013-28W4	Lexin Resources Ltd.	100.00%
W0338864	13-18-015-25W4	Lexin Resources Ltd.	100.00%

W0338944	10-29-019-24W4	Lexin Resources Ltd.	100.00%
W0338959	03-30-020-27W4	Lexin Resources Ltd.	100.00%
W0339059	16-15-017-23W4	Lexin Resources Ltd.	100.00%
W0339486	14-36-017-22W4	Lexin Resources Ltd.	100.00%
W0339713	08-16-016-25W4	Lexin Resources Ltd.	100.00%
W0340075	03-06-021-27W4	Lexin Resources Ltd.	50.00%
		ConocoPhillips Canada Resources Corp.	50.00%
W0340272	03-19-016-23W4	Lexin Resources Ltd.	100.00%
W0340699	11-01-019-25W4	Lexin Resources Ltd.	100.00%
W0340742	03-34-017-28W4	Lexin Resources Ltd.	100.00%
W0340845	11-30-014-24W4	Lexin Resources Ltd.	100.00%
W0340897	10-14-015-25W4	Lexin Resources Ltd.	100.00%
W0340899	09-16-016-23W4	Lexin Resources Ltd.	100.00%
W0340913	07-23-019-27W4	Canadian Freehold Consulting (1991) Ltd.	10.00%
		Lexin Resources Ltd.	90.10%
W0340914	12-02-016-24W4	Lexin Resources Ltd.	100.00%
W0341016	01-21-016-23W4	Lexin Resources Ltd.	100.00%
W0341841	02-12-019-28W4	Lexin Resources Ltd.	100.00%
W0341875	14-25-019-27W4	Lexin Resources Ltd.	83.30%
		Prospex Resources Ltd.	12.50%
		Rmx Exploration Ltd.	4.20%
W0341991	07-11-018-27W4	Lexin Resources Ltd.	100.00%
W0342057	01-10-019-29W4	Lexin Resources Ltd.	100.00%
W0342102	06-29-015-25W4	Lexin Resources Ltd.	100.00%
W0342228	06-15-020-26W4	Lexin Resources Ltd.	73.00%
		Rmx Exploration Ltd.	2.00%
		TAQA North Ltd.	25.00%
W0342372	07-12-015-25W4	Lexin Resources Ltd.	100.00%
W0342499	03-36-019-29W4	Lexin Resources Ltd.	100.00%
W0342843	06-24-018-27W4	Lexin Resources Ltd.	50.00%
		Prospex Resources Ltd.	37.50%
		Rmx Exploration Ltd.	12.50%
W0342866	10-11-015-24W4	Lexin Resources Ltd.	100.00%
W0342910	11-31-020-27W4	Lexin Resources Ltd.	100.00%
W0342992	16-16-018-23W4	Lexin Resources Ltd.	50.00%
		Prospex Resources Ltd.	50.00%
W0343151	11-07-012-01W5	Lexin Resources Ltd.	50.00%
		Husky Oil Operations Limited	50.00%

W0343170	10-30-020-27W4	Lexin Resources Ltd.	100.00%
W0343209	08-10-015-24W4	Lexin Resources Ltd.	100.00%
W0343233	08-36-016-29W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0343234	09-24-015-25W4	Lexin Resources Ltd.	100.00%
W0343424	07-23-015-23W4	Crescent Point Energy Corp.	5.00%
		Lexin Resources Ltd.	95.00%
W0343442	15-11-015-25W4	Lexin Resources Ltd.	100.00%
W0343582	05-07-019-27W4	Lexin Resources Ltd.	100.00%
W0343618	05-04-016-24W4	Lexin Resources Ltd.	100.00%
W0343619	05-29-015-24W4	Lexin Resources Ltd.	100.00%
W0344037	10-18-015-23W4	Lexin Resources Ltd.	100.00%
W0344251	15-36-019-27W4	Lexin Resources Ltd.	100.00%
W0344256	01-04-019-27W4	Lexin Resources Ltd.	100.00%
W0344461	10-34-015-23W4	Lexin Resources Ltd.	100.00%
W0344726	15-27-016-25W4	Lexin Resources Ltd.	100.00%
W0345156	16-22-017-25W4	Lexin Resources Ltd.	100.00%
W0345198	09-18-017-29W4	Lexin Resources Ltd.	100.00%
W0345247	05-33-019-24W4	Lexin Resources Ltd.	100.00%
W0345606	13-05-017-29W4	Lexin Resources Ltd.	100.00%
W0345742	12-24-019-28W4	Lexin Resources Ltd.	100.00%
W0345743	12-09-019-22W4	Lexin Resources Ltd.	100.00%
W0345999	11-01-018-26W4	Encana Corporation	25.00%
		Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	25.00%
W0346119	16-26-017-23W4	Lexin Resources Ltd.	92.00%
		Scotia Oils Limited	8.00%
W0346272	14-01-016-30W4	Lexin Resources Ltd.	100.00%
W0346407	08-29-019-24W4	Lexin Resources Ltd.	100.00%
W0346689	01-01-021-27W4	Lexin Resources Ltd.	100.00%
W0346691	02-07-020-27W4	Lexin Resources Ltd.	50.00%
		Prospex Resources Ltd.	37.50%
		Rmx Exploration Ltd.	12.50%
W0347281	13-22-015-24W4	Lexin Resources Ltd.	100.00%
W0347439	01-03-016-25W4	Lexin Resources Ltd.	100.00%
W0347504	11-03-016-25W4	Lexin Resources Ltd.	100.00%
W0347650	09-20-015-24W4	Lexin Resources Ltd.	100.00%
W0347783	10-10-019-22W4	Lexin Resources Ltd.	100.00%

W0347862	13-20-018-21W4	Lexin Resources Ltd.	100.00%
W0347947	06-18-017-21W4	Lexin Resources Ltd.	100.00%
W0348113	15-05-016-24W4	Lexin Resources Ltd.	100.00%
W0348228	06-36-018-26W4	Lexin Resources Ltd.	75.00%
		TAQA North Ltd.	25.00%
W0348415	14-28-015-25W4	Lexin Resources Ltd.	100.00%
W0348972	07-31-019-27W4	Lexin Resources Ltd.	75.00%
		Prospex Resources Ltd.	18.80%
		Rmx Exploration Ltd.	6.30%
W0348999	08-32-015-25W4	Lexin Resources Ltd.	50.00%
		6058931 Canada Inc.	50.00%
W0349274	02-15-019-29W4	Lexin Resources Ltd.	100.00%
W0349416	16-32-008-25W4	Lexin Resources Ltd.	100.00%
W0349420	05-11-016-24W4	Lexin Resources Ltd.	100.00%
W0349423	02-10-016-24W4	Lexin Resources Ltd.	100.00%
W0349864	15-12-016-25W4	Crescent Point Energy Corp.	10.00%
		Lexin Resources Ltd.	90.00%
W0349894	04-28-015-24W4	Lexin Resources Ltd.	100.00%
W0350135	14-30-019-27W4	Lexin Resources Ltd.	100.00%
W0350142	04-13-019-29W4	Lexin Resources Ltd.	100.00%
W0350212	04-13-019-29W4	Lexin Resources Ltd.	100.00%
W0350428	12-32-017-29W4	Lexin Resources Ltd.	100.00%
W0350491	14-18-014-24W4	Lexin Resources Ltd.	100.00%
W0351113	10-16-020-27W4	Lexin Resources Ltd.	100.00%
W0351178	16-10-016-25W4	Lexin Resources Ltd.	100.00%
W0351356	02-15-019-29W4	Lexin Resources Ltd.	100.00%
W0351489	05-06-016-25W4	Lexin Resources Ltd.	100.00%
W0351536	14-19-020-27W4	Lexin Resources Ltd.	85.60%
		Rmx Exploration Ltd.	14.40%
W0351817	06-23-030-23W4	Pine Cliff Energy Ltd.	37.50%
		0989 Resource Partnership	25.00%
		Pengrowth Energy Corporation	37.50%
W0351890	01-10-013-02W5	Lexin Resources Ltd.	100.00%
W0351892	07-09-030-23W4	Lexin Resources Ltd.	25.00%
		Encana Corporation	75.00%
W0352032	12-06-019-27W4	Lexin Resources Ltd.	100.00%
W0352077	13-16-015-25W4	Lexin Resources Ltd.	100.00%
W0352218	11-35-029-23W4	Lexin Resources Ltd.	50.00%

		Encana Corporation	50.00%
W0352289	06-11-020-29W4	Lexin Resources Ltd.	100.00%
W0352294	09-11-020-29W4	Lexin Resources Ltd.	100.00%
W0352456	09-33-017-23W4	Lexin Resources Ltd.	67.50%
		TAQA North Ltd.	32.50%
W0352501	10-01-019-25W4	Lexin Resources Ltd.	100.00%
W0352503	11-12-015-24W4	Lexin Resources Ltd.	100.00%
W0353158	01-34-014-25W4	Lexin Resources Ltd.	100.00%
W0353283	04-07-018-26W4	Lexin Resources Ltd.	100.00%
W0353437	11-17-018-26W4	Lexin Resources Ltd.	50.00%
		Encana Corporation	50.00%
W0353492	06-36-018-27W4	Lexin Resources Ltd.	50.00%
		Prospex Resources Ltd.	37.50%
		Rmx Exploration Ltd.	12.50%
W0353523	07-06-020-27W4	Lexin Resources Ltd.	50.00%
		Prospex Resources Ltd.	37.50%
		Rmx Exploration Ltd.	12.50%
W0353589	02-05-018-26W4	Lexin Resources Ltd.	100.00%
W0353603	07-06-018-26W4	Lexin Resources Ltd.	100.00%
W0353608	14-05-018-26W4	Lexin Resources Ltd.	100.00%
W0353617	11-08-018-26W4	Lexin Resources Ltd.	100.00%
W0353618	11-07-018-26W4	Lexin Resources Ltd.	100.00%
W0353695	03-30-018-26W4	Lexin Resources Ltd.	100.00%
W0353712	12-12-018-27W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	50.00%
W0353723	06-17-018-26W4	Lexin Resources Ltd.	50.00%
		Encana Corporation	25.00%
		Crescent Point Energy Corp.	25.00%
W0354139	09-26-017-22W4	Lexin Resources Ltd.	100.00%
W0354164	14-36-017-22W4	Lexin Resources Ltd.	100.00%
W0354264	14-23-016-23W4	Lexin Resources Ltd.	100.00%
W0354278	14-32-014-25W4	Lexin Resources Ltd.	100.00%
W0354294	07-14-018-27W4	Lexin Resources Ltd.	100.00%
W0354320	11-05-019-24W4	Lexin Resources Ltd.	100.00%
W0354392	09-14-018-27W4	Lexin Resources Ltd.	100.00%
W0354395	03-08-018-26W4	Lexin Resources Ltd.	100.00%
W0354562	15-20-014-24W4	Lexin Resources Ltd.	100.00%
W0354569	02-26-014-23W4	Lexin Resources Ltd.	100.00%

W0354742	15-06-017-28W4	Lexin Resources Ltd.	100.00%
W0354827	05-35-018-24W4	Lexin Resources Ltd.	75.00%
		New North Resources Ltd.	25.00%
W0354924	13-09-007-01W5	Lexin Resources Ltd.	100.00%
W0354957	04-32-019-26W4	Lexin Resources Ltd.	100.00%
W0354971	05-06-018-26W4	Lexin Resources Ltd.	100.00%
W0355039	16-32-018-29W4	Lexin Resources Ltd.	100.00%
W0355144	16-33-020-28W4	Lexin Resources Ltd.	100.00%
W0355391	09-11-018-27W4	Lexin Resources Ltd.	100.00%
W0355473	02-10-014-24W4	ConocoPhillips Canada Resources Corp.	20.00%
		Lexin Resources Ltd.	80.00%
W0355725	10-20-018-26W4	Lexin Resources Ltd.	100.00%
W0355728	15-34-015-24W4	Lexin Resources Ltd.	100.00%
W0355739	03-20-018-21W4	Lexin Resources Ltd.	100.00%
W0355789	10-32-014-24W4	Lexin Resources Ltd.	100.00%
W0355849	09-24-015-26W4	Lexin Resources Ltd.	100.00%
W0355895	05-23-019-29W4	Lexin Resources Ltd.	100.00%
W0355952	16-20-015-25W4	Lexin Resources Ltd.	100.00%
W0356093	16-25-016-30W4	Lexin Resources Ltd.	100.00%
W0356107	09-17-007-01W5	Lexin Resources Ltd.	100.00%
W0356276	10-14-020-28W4	Direct Energy Marketing Limited	40.00%
		Lexin Resources Ltd.	60.00%
W0356313	15-32-019-26W4	Lexin Resources Ltd.	100.00%
W0356454	08-19-002-23W4	Lexin Resources Ltd.	100.00%
W0356455	11-31-002-23W4	Lexin Resources Ltd.	100.00%
W0356555	07-26-017-22W4	Lexin Resources Ltd.	75.00%
		Quicksilver Resources Canada Inc.	25.00%
W0356729	06-06-019-25W4	Lexin Resources Ltd.	100.00%
W0356732	06-25-019-27W4	Lexin Resources Ltd.	83.30%
		Prospex Resources Ltd.	12.50%
		Rmx Exploration Ltd.	4.20%
W0356872	02-02-015-25W4	Lexin Resources Ltd.	100.00%
W0356897	13-18-016-29W4	Lexin Resources Ltd.	100.00%
W0357033	12-32-016-29W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0357233	16-09-002-23W4	Lexin Resources Ltd.	100.00%
W0357423	16-11-020-27W4	Lexin Resources Ltd.	100.00%
W0357503	13-29-002-23W4	Lexin Resources Ltd.	100.00%

W0357692	02-25-014-25W4	Lexin Resources Ltd.	100.00%
W0357846	15-31-020-02W5	Lexin Resources Ltd.	100.00%
W0357986	15-02-019-01W5	Lexin Resources Ltd.	100.00%
W0358248	12-03-015-24W4	Lexin Resources Ltd.	100.00%
W0358379	11-12-021-27W4	Lexin Resources Ltd.	100.00%
W0358382	05-13-020-27W4	Lexin Resources Ltd.	100.00%
W0358411	11-21-015-24W4	Lexin Resources Ltd.	100.00%
W0358477	07-10-019-24W4	Lexin Resources Ltd.	100.00%
W0358497	08-20-015-25W4	Lexin Resources Ltd.	50.00%
		6058931 Canada Inc.	50.00%
W0358667	10-33-015-25W4	Lexin Resources Ltd.	100.00%
W0358732	08-22-017-22W4	Lexin Resources Ltd.	100.00%
W0358888	14-11-019-24W4	Lexin Resources Ltd.	100.00%
W0358889	12-06-020-26W4	Lexin Resources Ltd.	100.00%
W0359011	02-17-016-23W4	Lexin Resources Ltd.	100.00%
W0359012	05-06-020-26W4	Lexin Resources Ltd.	100.00%
W0359089	08-13-020-27W4	Lexin Resources Ltd.	100.00%
W0359126	14-24-020-27W4	Lexin Resources Ltd.	100.00%
W0359127	06-24-020-27W4	Lexin Resources Ltd.	100.00%
W0359183	08-04-030-23W4	Lexin Resources Ltd.	100.00%
W0359223	14-11-020-28W4	Lexin Resources Ltd.	85.00%
		Prospex Resources Ltd.	15.00%
W0359349	08-24-020-27W4	Lexin Resources Ltd.	100.00%
W0359375	16-13-020-27W4	Lexin Resources Ltd.	100.00%
W0359471	01-35-014-25W4	Lexin Resources Ltd.	100.00%
W0359480	09-14-015-23W4	Lexin Resources Ltd.	100.00%
W0359542	04-35-012-28W4	Lexin Resources Ltd.	100.00%
W0359582	10-05-007-01W5	Lexin Resources Ltd.	100.00%
W0359637	15-34-029-23W4	Lexin Resources Ltd.	100.00%
W0359638	16-35-029-23W4	Lexin Resources Ltd.	100.00%
W0359658	08-02-030-23W4	Lexin Resources Ltd.	100.00%
W0359932	01-03-030-23W4	Lexin Resources Ltd.	100.00%
W0359934	09-15-030-23W4	Lexin Resources Ltd.	100.00%
W0359939	01-02-015-23W4	Lexin Resources Ltd.	100.00%
W0359946	12-15-030-23W4	Lexin Resources Ltd.	100.00%
W0360012	13-15-012-28W4	Lexin Resources Ltd.	100.00%
W0360105	01-34-029-23W4	Lexin Resources Ltd.	100.00%
W0360139	05-35-029-23W4	Lexin Resources Ltd.	100.00%

W0360161	06-03-030-23W4	Lexin Resources Ltd.	100.00%
W0360212	11-30-015-25W4	Lexin Resources Ltd.	100.00%
W0360296	13-35-018-25W4	Lexin Resources Ltd.	75.00%
		Prospex Resources Ltd.	25.00%
W0360401	01-11-019-24W4	Lexin Resources Ltd.	100.00%
W0360403	02-28-017-28W4	Lexin Resources Ltd.	100.00%
W0360425	08-08-019-22W4	Lexin Resources Ltd.	100.00%
W0360440	06-11-019-24W4	Lexin Resources Ltd.	100.00%
W0360456	07-03-018-25W4	Lexin Resources Ltd.	100.00%
W0360765	09-02-030-23W4	Lexin Resources Ltd.	100.00%
W0360767	04-02-030-23W4	Lexin Resources Ltd.	100.00%
W0360770	11-02-030-23W4	Lexin Resources Ltd.	100.00%
W0360833	02-15-030-23W4	Lexin Resources Ltd.	100.00%
W0360834	14-01-030-23W4	Lexin Resources Ltd.	100.00%
W0360836	04-15-030-23W4	Lexin Resources Ltd.	100.00%
W0361112	07-11-016-25W4	Lexin Resources Ltd.	100.00%
W0361223	10-05-018-25W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	50.00%
W0361224	06-21-018-23W4	Lexin Resources Ltd.	100.00%
W0361283	15-11-030-23W4	0989 Resource Partnership	62.50%
		Pengrowth Energy Corporation	18.75%
		Pine Cliff Energy Ltd.	18.75%
W0361338	14-21-018-23W4	Lexin Resources Ltd.	100.00%
W0361339	14-11-030-23W4	0989 Resource Partnership	62.50%
		Pengrowth Energy Corporation	18.75%
		Pine Cliff Energy Ltd.	18.75%
W0361485	08-01-018-26W4	Crescent Point Energy Corp.	25.40%
		Direct Energy Marketing Limited	24.60%
		Lexin Resources Ltd.	50.00%
W0361486	02-11-030-23W4	Lexin Resources Ltd.	43.75%
		Pine Cliff Energy Ltd.	18.75%
		Pengrowth Energy Corporation	37.50%
W0361498	11-14-017-23W4	Lexin Resources Ltd.	100.00%
W0361587	01-04-018-25W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	50.00%
W0361729	09-32-018-22W4	Lexin Resources Ltd.	100.00%
W0361731	12-34-029-23W4	Lexin Resources Ltd.	100.00%
W0361941	05-22-018-23W4	Lexin Resources Ltd.	100.00%

W0361960	11-03-030-23W4	Lexin Resources Ltd.	100.00%
W0362134	05-10-030-23W4	Lexin Resources Ltd.	100.00%
W0362137	03-11-030-23W4	0989 Resource Partnership	62.50%
		Pengrowth Energy Corporation	18.75%
		Pine Cliff Energy Ltd.	18.75%
W0362138	10-03-030-23W4	Lexin Resources Ltd.	100.00%
W0362157	07-10-030-23W4	Lexin Resources Ltd.	100.00%
W0362158	07-01-030-23W4	Lexin Resources Ltd.	100.00%
W0362175	16-33-014-25W4	Lexin Resources Ltd.	100.00%
W0362460	06-14-018-23W4	Lexin Resources Ltd.	100.00%
W0362467	07-08-019-22W4	Lexin Resources Ltd.	100.00%
W0362483	13-24-018-26W4	Lexin Resources Ltd.	100.00%
W0362528	14-31-016-29W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0362598	06-24-018-26W4	Lexin Resources Ltd.	100.00%
W0362600	08-12-030-23W4	Lexin Resources Ltd.	100.00%
W0362643	13-32-016-28W4	Lexin Resources Ltd.	100.00%
W0362698	16-01-030-23W4	Lexin Resources Ltd.	100.00%
W0362741	16-21-016-23W4	Lexin Resources Ltd.	100.00%
W0362858	14-07-030-22W4	Pine Cliff Energy Ltd.	50.00%
		0989 Resource Partnership	50.00%
W0362874	04-36-020-27W4	Lexin Resources Ltd.	100.00%
W0362878	16-07-030-22W4	Pine Cliff Energy Ltd.	50.00%
		0989 Resource Partnership	50.00%
W0362881	15-21-016-23W4	Lexin Resources Ltd.	100.00%
W0363582	04-19-017-22W4	Lexin Resources Ltd.	75.00%
		Verity Energy Ltd.	25.00%
W0363642	06-07-030-22W4	Pine Cliff Energy Ltd.	50.00%
		0989 Resource Partnership	50.00%
W0363793	08-07-030-22W4	Pine Cliff Energy Ltd.	50.00%
		0989 Resource Partnership	50.00%
W0363952	06-27-019-27W4	Lexin Resources Ltd.	62.50%
		Caledonian Royalty Corporation	37.50%
W0364018	07-04-018-26W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	50.00%
W0364056	07-20-016-23W4	Lexin Resources Ltd.	100.00%
W0364076	11-25-020-27W4	Lexin Resources Ltd.	100.00%
W0364097	01-16-016-23W4	Lexin Resources Ltd.	100.00%

W0364100	09-34-014-23W4	Lexin Resources Ltd.	100.00%
W0364225	02-04-018-26W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	50.00%
W0364227	05-16-016-23W4	Lexin Resources Ltd.	100.00%
W0364250	16-24-021-28W4	Lexin Resources Ltd.	100.00%
W0364251	05-18-016-23W4	Compass Petroleum Inc.	25.00%
		Lexin Resources Ltd.	75.00%
W0364378	05-23-018-25W4	Lexin Resources Ltd.	100.00%
W0364553	13-29-016-23W4	Lexin Resources Ltd.	100.00%
W0364580	16-04-015-25W4	Lexin Resources Ltd.	100.00%
W0364783	16-20-018-23W4	Lexin Resources Ltd.	100.00%
W0364809	11-01-008-02W5	Lexin Resources Ltd.	100.00%
W0364810	12-09-016-25W4	Lexin Resources Ltd.	100.00%
W0364849	13-35-014-23W4	Lexin Resources Ltd.	100.00%
W0364864	10-32-019-27W4	Lexin Resources Ltd.	100.00%
W0364872	16-33-020-28W4	Lexin Resources Ltd.	100.00%
W0364873	01-32-020-26W4	Lexin Resources Ltd.	100.00%
W0364935	03-03-010-03W5	Lexin Resources Ltd.	40.00%
		Tamarack Valley Energy Ltd.	60.00%
W0365054	07-04-019-29W4	Lexin Resources Ltd.	100.00%
W0365272	09-19-020-27W4	Lexin Resources Ltd.	85.60%
		Rmx Exploration Ltd.	14.40%
W0365280	09-10-019-22W4	Lexin Resources Ltd.	100.00%
W0365331	01-10-019-22W4	Lexin Resources Ltd.	100.00%
W0365341	03-29-020-27W4	Lexin Resources Ltd.	100.00%
W0365419	05-31-017-27W4	Lexin Resources Ltd.	100.00%
W0365449	16-09-019-22W4	Lexin Resources Ltd.	100.00%
W0366039	11-15-016-23W4	Lexin Resources Ltd.	100.00%
W0366137	15-19-016-23W4	Lexin Resources Ltd.	100.00%
W0366421	10-32-016-23W4	Lexin Resources Ltd.	100.00%
W0366605	09-32-016-23W4	Lexin Resources Ltd.	100.00%
W0366772	14-04-010-02W5	Lexin Resources Ltd.	100.00%
W0366926	16-28-014-25W4	Lexin Resources Ltd.	100.00%
W0367156	07-28-017-22W4	Lexin Resources Ltd.	65.00%
		TAQA North Ltd.	35.00%
W0367211	06-17-021-27W4	Lexin Resources Ltd.	100.00%
W0367304	12-23-020-27W4	Lexin Resources Ltd.	100.00%
W0367527	06-15-020-26W4	Direct Energy Marketing Limited	2.00%

		Lexin Resources Ltd.	98.00%
W0367605	06-20-017-27W4	Lexin Resources Ltd.	100.00%
W0368349	06-02-019-29W4	Lexin Resources Ltd.	100.00%
W0368533	12-32-016-23W4	Lexin Resources Ltd.	100.00%
W0370808	06-04-021-26W4	Lexin Resources Ltd.	100.00%
W0370926	10-13-012-02W5	Lexin Resources Ltd.	100.00%
W0371306	08-33-016-23W4	Lexin Resources Ltd.	100.00%
W0371307	09-28-016-23W4	Lexin Resources Ltd.	100.00%
W0371460	15-06-017-28W4	Lexin Resources Ltd.	86.00%
		Pengrowth Energy Corporation	14.00%
W0371864	15-20-016-23W4	Lexin Resources Ltd.	100.00%
W0371874	15-33-018-24W4	Lexin Resources Ltd.	87.38%
		TAQA North Ltd.	12.62%
W0371876	03-05-017-27W4	Lexin Resources Ltd.	100.00%
W0371887	03-34-017-26W4	Crescent Point Energy Corp.	50.00%
		Lexin Resources Ltd.	50.00%
W0372283	07-24-017-26W4	Lexin Resources Ltd.	100.00%
W0372400	06-24-017-26W4	Lexin Resources Ltd.	100.00%
W0372654	01-35-018-24W4	Lexin Resources Ltd.	100.00%
W0373051	01-22-017-26W4	Lexin Resources Ltd.	100.00%
W0373604	13-36-014-25W4	Lexin Resources Ltd.	100.00%
W0373665	02-33-017-27W4	Lexin Resources Ltd.	100.00%
W0373668	07-05-018-27W4	Lexin Resources Ltd.	100.00%
W0373793	16-20-018-26W4	Lexin Resources Ltd.	60.00%
		Crescent Point Energy Corp.	40.00%
W0373888	16-12-017-29W4	Lexin Resources Ltd.	100.00%
W0373998	09-10-017-26W4	Lexin Resources Ltd.	100.00%
W0374050	13-14-017-26W4	Lexin Resources Ltd.	100.00%
W0374137	05-31-017-27W4	Lexin Resources Ltd.	100.00%
W0374307	08-16-017-26W4	Lexin Resources Ltd.	100.00%
W0374329	06-12-016-25W4	Encana Corporation	10.00%
		Lexin Resources Ltd.	90.00%
W0374457	03-07-020-27W4	Direct Energy Marketing Limited	50.00%
		Lexin Resources Ltd.	50.00%
W0374558	07-11-017-26W4	Lexin Resources Ltd.	100.00%
W0375280	05-28-017-29W4	Lexin Resources Ltd.	100.00%
W0375593	14-24-016-24W4	Lexin Resources Ltd.	50.00%
		Verity Energy Ltd.	50.00%

W0375601	16-19-016-23W4	Lexin Resources Ltd.	100.00%
W0375845	08-19-019-27W4	Lexin Resources Ltd.	87.50%
		Prospex Resources Ltd.	9.40%
		Rmx Exploration Ltd.	3.10%
W0375925	05-22-018-27W4	Lexin Resources Ltd.	100.00%
W0376047	07-20-017-27W4	Lexin Resources Ltd.	100.00%
W0376251	16-12-017-29W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0376331	03-18-021-27W4	Lexin Resources Ltd.	100.00%
W0376399	06-31-018-23W4	Lexin Resources Ltd.	100.00%
W0376704	12-20-021-27W4	Lexin Resources Ltd.	100.00%
W0376813	13-15-017-27W4	Lexin Resources Ltd.	100.00%
W0376818	07-01-021-27W4	Lexin Resources Ltd.	100.00%
W0376819	09-10-021-27W4	Lexin Resources Ltd.	100.00%
W0376820	05-20-017-27W4	Lexin Resources Ltd.	100.00%
W0376821	10-13-021-27W4	Lexin Resources Ltd.	100.00%
W0376867	16-28-017-27W4	Lexin Resources Ltd.	100.00%
W0376873	09-02-017-28W4	Lexin Resources Ltd.	100.00%
W0376899	16-08-017-27W4	Lexin Resources Ltd.	100.00%
W0377081	15-21-018-29W4	Lexin Resources Ltd.	26.30%
		ExxonMobil Canada Ltd.	57.90%
		Pengrowth Energy Corporation	15.80%
W0377294	05-18-021-27W4	Lexin Resources Ltd.	100.00%
W0377311	06-06-021-27W4	Lexin Resources Ltd.	50.00%
		ConocoPhillips Canada Resources Corp.	50.00%
W0377315	15-20-018-29W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0377565	02-13-021-27W4	Lexin Resources Ltd.	100.00%
W0377688	16-10-017-24W4	Lexin Resources Ltd.	100.00%
W0377996	01-22-018-29W4	Lexin Resources Ltd.	100.00%
W0378215	16-07-020-27W4	Direct Energy Marketing Limited	50.00%
		Lexin Resources Ltd.	50.00%
W0378258	11-10-017-24W4	Lexin Resources Ltd.	100.00%
W0378268	06-17-020-27W4	Lexin Resources Ltd.	96.90%
		Rmx Exploration Ltd.	3.10%
W0378298	07-12-017-24W4	Lexin Resources Ltd.	100.00%
W0378419	16-05-018-21W4	Lexin Resources Ltd.	100.00%
W0378508	01-32-017-24W4	Lexin Resources Ltd.	100.00%

W0378510	02-10-020-27W4	Lexin Resources Ltd.	100.00%
W0378511	10-22-016-28W4	Lexin Resources Ltd.	100.00%
W0378614	13-36-017-28W4	Lexin Resources Ltd.	100.00%
W0378663	06-19-021-27W4	Lexin Resources Ltd.	100.00%
W0378667	13-01-021-27W4	Lexin Resources Ltd.	100.00%
W0378686	15-08-015-25W4	Lexin Resources Ltd.	100.00%
W0378695	08-25-020-28W4	Lexin Resources Ltd.	100.00%
W0378733	10-23-018-25W4	0989 Resource Partnership	100.00%
W0378800	07-05-018-25W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	50.00%
W0378801	11-24-018-25W4	Lexin Resources Ltd.	50.00%
		Houston Oil & Gas Ltd.	50.00%
W0378811	02-35-018-25W4	Lexin Resources Ltd.	100.00%
W0378837	05-04-017-25W4	Crescent Point Energy Corp.	40.00%
		Lexin Resources Ltd.	60.00%
W0378840	09-30-020-27W4	Lexin Resources Ltd.	100.00%
W0378897	11-29-017-24W4	Lexin Resources Ltd.	100.00%
W0378966	06-08-021-27W4	Lexin Resources Ltd.	100.00%
W0379031	03-07-020-27W4	Direct Energy Marketing Limited	50.00%
		Lexin Resources Ltd.	50.00%
W0379191	14-29-017-24W4	Lexin Resources Ltd.	100.00%
W0379266	02-19-020-27W4	Lexin Resources Ltd.	85.60%
		Rmx Exploration Ltd.	14.40%
W0379281	09-17-018-25W4	Lexin Resources Ltd.	100.00%
W0379290	10-17-018-25W4	Lexin Resources Ltd.	100.00%
W0379331	02-09-018-21W4	Lexin Resources Ltd.	100.00%
W0379377	07-24-020-28W4	Lexin Resources Ltd.	100.00%
W0379379	07-24-020-28W4	Lexin Resources Ltd.	100.00%
W0379396	14-08-021-27W4	Lexin Resources Ltd.	100.00%
W0379447	15-02-017-28W4	Lexin Resources Ltd.	100.00%
W0379482	05-36-017-23W4	Lexin Resources Ltd.	100.00%
W0379518	02-35-017-23W4	Lexin Resources Ltd.	100.00%
W0379579	05-25-020-28W4	Lexin Resources Ltd.	75.00%
		Rmx Exploration Ltd.	25.00%
W0379739	11-36-017-25W4	Lexin Resources Ltd.	100.00%
W0379740	13-28-020-27W4	Lexin Resources Ltd.	100.00%
W0379782	09-17-020-27W4	Lexin Resources Ltd.	96.90%
		Rmx Exploration Ltd.	3.10%

W0379828	05-25-020-28W4	Lexin Resources Ltd.	75.00%
		Rmx Exploration Ltd.	25.00%
W0380062	09-18-030-22W4	Lexin Resources Ltd.	100.00%
W0380069	15-04-030-23W4	Lexin Resources Ltd.	100.00%
W0380080	13-18-030-22W4	Lexin Resources Ltd.	100.00%
W0380081	16-23-030-23W4	0989 Resource Partnership	25.00%
		Pine Cliff Energy Ltd.	37.50%
		Pengrowth Energy Corporation	37.50%
W0380113	02-07-020-27W4	Lexin Resources Ltd.	50.00%
		Prospex Resources Ltd.	37.50%
		Rmx Exploration Ltd.	12.50%
W0380115	14-05-021-27W4	Lexin Resources Ltd.	25.00%
		ConocoPhillips Canada Resources Corp.	75.00%
W0380132	15-13-030-23W4	Lexin Resources Ltd.	48.36%
		Pengrowth Energy Corporation	25.00%
		Pine Cliff Energy Ltd.	1.64%
W0380148	02-22-030-23W4	Lexin Resources Ltd.	100.00%
W0380166	06-04-030-23W4	Lexin Resources Ltd.	100.00%
W0380168	14-23-030-23W4	0989 Resource Partnership	25.00%
		Pine Cliff Energy Ltd.	37.50%
		Pengrowth Energy Corporation	37.50%
W0380210	15-15-020-28W4	Lexin Resources Ltd.	100.00%
W0380266	08-13-018-25W4	Lexin Resources Ltd.	100.00%
W0380309	03-09-030-23W4	Lexin Resources Ltd.	100.00%
W0380311	09-08-021-27W4	Lexin Resources Ltd.	100.00%
W0380315	12-09-030-23W4	Lexin Resources Ltd.	100.00%
W0380335	05-22-030-23W4	Lexin Resources Ltd.	100.00%
W0380403	14-22-030-23W4	Lexin Resources Ltd.	100.00%
W0380404	13-04-030-23W4	Lexin Resources Ltd.	100.00%
W0380405	15-09-030-23W4	Lexin Resources Ltd.	100.00%
W0380407	10-22-017-25W4	Lexin Resources Ltd.	100.00%
W0380420	16-08-018-26W4	Lexin Resources Ltd.	74.40%
		Prospex Resources Ltd.	19.20%
		Rmx Exploration Ltd.	6.40%
W0380524	15-18-030-22W4	Lexin Resources Ltd.	100.00%
W0380530	07-07-018-25W4	Lexin Resources Ltd.	60.00%
		Crescent Point Energy Corp.	40.00%
W0380532	10-07-018-25W4	Lexin Resources Ltd.	60.00%

		Crescent Point Energy Corp.	40.00%
W0380533	08-03-020-27W4	Lexin Resources Ltd.	97.50%
		Roseland Development Ltd.	2.50%
W0380908	09-25-017-22W4	Lexin Resources Ltd.	100.00%
W0380995	01-19-017-25W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	50.00%
W0380999	12-17-017-27W4	Lexin Resources Ltd.	100.00%
W0381000	01-06-017-28W4	Lexin Resources Ltd.	86.00%
		Pengrowth Energy Corporation	14.00%
W0381005	01-24-030-23W4	Pine Cliff Energy Ltd.	41.67%
		Lexin Resources Ltd.	16.67%
		Pengrowth Energy Corporation	41.67%
W0381129	06-34-018-25W4	Lexin Resources Ltd.	100.00%
W0381197	11-17-017-27W4	Lexin Resources Ltd.	100.00%
W0381199	05-22-017-25W4	Lexin Resources Ltd.	100.00%
W0381200	11-05-021-27W4	Lexin Resources Ltd.	25.00%
		ConocoPhillips Canada Resources Corp.	75.00%
W0381202	05-04-020-27W4	Lexin Resources Ltd.	100.00%
W0381205	05-04-020-27W4	Lexin Resources Ltd.	100.00%
W0381206	15-24-017-24W4	Lexin Resources Ltd.	100.00%
W0381350	13-31-016-27W4	Lexin Resources Ltd.	100.00%
W0381471	12-22-019-23W4	Lexin Resources Ltd.	100.00%
W0381477	14-06-017-27W4	Lexin Resources Ltd.	100.00%
W0381478	01-05-017-27W4	Lexin Resources Ltd.	100.00%
W0381485	13-05-017-27W4	Lexin Resources Ltd.	100.00%
W0381514	12-36-019-23W4	Lexin Resources Ltd.	100.00%
W0381593	10-34-018-25W4	Lexin Resources Ltd.	25.00%
		TAQA North Ltd.	75.00%
W0381594	16-36-016-28W4	Lexin Resources Ltd.	100.00%
W0381606	10-32-019-23W4	Lexin Resources Ltd.	100.00%
W0381667	15-22-030-23W4	Lexin Resources Ltd.	100.00%
W0381782	02-25-018-25W4	Lexin Resources Ltd.	25.00%
		Crescent Point Energy Corp.	75.00%
W0381814	10-31-016-23W4	Lexin Resources Ltd.	100.00%
W0381851	12-16-017-24W4	Lexin Resources Ltd.	100.00%
W0381928	04-24-030-23W4	Pine Cliff Energy Ltd.	41.67%
		Lexin Resources Ltd.	16.70%
		Pengrowth Energy Corporation	41.67%

W0381930	13-13-030-23W4	0989 Resource Partnership	92.11%
		Pengrowth Energy Corporation	6.25%
		Pine Cliff Energy Ltd.	1.64%
W0382098	05-06-017-27W4	Lexin Resources Ltd.	100.00%
W0382103	09-36-016-28W4	Lexin Resources Ltd.	100.00%
W0382139	01-01-030-23W4	Lexin Resources Ltd.	100.00%
W0382204	10-09-020-27W4	Lexin Resources Ltd.	100.00%
W0382207	07-18-030-22W4	Lexin Resources Ltd.	100.00%
W0382300	10-32-016-27W4	Lexin Resources Ltd.	100.00%
W0382342	07-08-020-27W4	Lexin Resources Ltd.	100.00%
W0382352	04-06-017-27W4	Lexin Resources Ltd.	100.00%
W0382353	07-08-020-28W4	Lexin Resources Ltd.	100.00%
W0382357	15-04-020-27W4	Lexin Resources Ltd.	100.00%
W0382366	09-08-020-27W4	Lexin Resources Ltd.	100.00%
W0382449	15-06-017-27W4	Lexin Resources Ltd.	100.00%
W0382472	09-14-021-27W4	Lexin Resources Ltd.	100.00%
W0382476	05-01-020-28W4	Direct Energy Marketing Limited	40.00%
		Lexin Resources Ltd.	60.00%
W0382529	11-20-017-25W4	Lexin Resources Ltd.	60.00%
		Crescent Point Energy Corp.	40.00%
W0382580	09-23-030-23W4	0989 Resource Partnership	25.00%
		Pine Cliff Energy Ltd.	37.50%
		Pengrowth Energy Corporation	37.50%
W0382641	04-05-017-27W4	Lexin Resources Ltd.	100.00%
W0382917	03-29-030-22W4	Lexin Resources Ltd.	50.00%
		Pine Cliff Energy Ltd.	50.00%
W0382940	13-29-030-22W4	Pine Cliff Energy Ltd.	50.00%
		Lexin Resources Ltd.	50.00%
W0382945	01-29-030-22W4	Pine Cliff Energy Ltd.	50.00%
		Lexin Resources Ltd.	50.00%
W0382949	15-18-020-27W4	Lexin Resources Ltd.	100.00%
W0383067	09-09-017-27W4	Lexin Resources Ltd.	100.00%
W0383069	06-15-021-27W4	Lexin Resources Ltd.	100.00%
W0383091	09-09-017-27W4	Lexin Resources Ltd.	100.00%
W0383131	06-32-017-24W4	Lexin Resources Ltd.	100.00%
W0383146	15-17-030-22W4	Pine Cliff Energy Ltd.	37.50%
		Lexin Resources Ltd.	62.50%
W0383147	07-18-019-27W4	Lexin Resources Ltd.	100.00%

W0383162	01-11-017-24W4	Lexin Resources Ltd.	100.00%
W0383181	16-20-017-25W4	Lexin Resources Ltd.	60.00%
		Crescent Point Energy Corp.	40.00%
W0383257	01-01-017-25W4	Lexin Resources Ltd.	100.00%
W0383265	10-29-030-22W4	Lexin Resources Ltd.	50.00%
		Pine Cliff Energy Ltd.	50.00%
W0383271	13-17-030-22W4	Pine Cliff Energy Ltd.	37.50%
		Lexin Resources Ltd.	62.50%
W0383282	16-01-018-26W4	Lexin Resources Ltd.	50.00%
		Encana Corporation	25.00%
		Crescent Point Energy Corp.	25.00%
W0383296	07-17-030-22W4	Pine Cliff Energy Ltd.	37.50%
		Lexin Resources Ltd.	62.50%
W0383300	10-20-017-25W4	Lexin Resources Ltd.	60.00%
		Crescent Point Energy Corp.	40.00%
W0383330	15-19-017-25W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	50.00%
W0383464	04-05-017-29W4	Lexin Resources Ltd.	100.00%
W0383668	06-17-030-22W4	Pine Cliff Energy Ltd.	37.50%
		Lexin Resources Ltd.	62.50%
W0383719	11-04-019-27W4	Lexin Resources Ltd.	100.00%
W0383720	11-04-019-27W4	Lexin Resources Ltd.	100.00%
W0383724	04-01-030-23W4	Lexin Resources Ltd.	100.00%
W0383732	08-20-019-27W4	Lexin Resources Ltd.	50.00%
		Prospex Resources Ltd.	37.50%
		Rmx Exploration Ltd.	12.50%
W0383790	16-26-019-27W4	Caledonian Royalty Corporation	51.90%
		Lexin Resources Ltd.	48.10%
W0383858	13-26-020-28W4	Lexin Resources Ltd.	60.00%
		Prospex Resources Ltd.	40.00%
W0384017	12-14-021-27W4	Lexin Resources Ltd.	100.00%
W0384058	12-12-021-27W4	Lexin Resources Ltd.	100.00%
W0384072	13-17-018-24W4	Lexin Resources Ltd.	100.00%
W0384075	04-10-018-24W4	Lexin Resources Ltd.	100.00%
W0384076	12-11-018-24W4	Lexin Resources Ltd.	100.00%
W0384175	14-31-018-24W4	Lexin Resources Ltd.	100.00%
W0384208	06-14-017-26W4	Lexin Resources Ltd.	100.00%
W0384219	04-03-021-27W4	Lexin Resources Ltd.	100.00%

W0384220	03-16-019-27W4	Lexin Resources Ltd.	100.00%
W0384318	10-05-019-27W4	Lexin Resources Ltd.	100.00%
W0384412	10-14-020-28W4	Lexin Resources Ltd.	60.00%
		Prospex Resources Ltd.	40.00%
W0384424	10-14-020-28W4	Lexin Resources Ltd.	60.00%
		Prospex Resources Ltd.	40.00%
W0384556	04-04-021-27W4	Lexin Resources Ltd.	100.00%
W0384670	06-03-017-24W4	Lexin Resources Ltd.	100.00%
W0384679	02-07-019-27W4	Lexin Resources Ltd.	100.00%
W0384680	15-07-019-27W4	Lexin Resources Ltd.	100.00%
W0384849	13-31-018-24W4	Lexin Resources Ltd.	100.00%
W0385096	15-13-017-29W4	Lexin Resources Ltd.	100.00%
W0385098	08-09-015-24W4	Lexin Resources Ltd.	100.00%
W0385260	01-25-018-24W4	Lexin Resources Ltd.	100.00%
W0385302	09-14-020-28W4	Lexin Resources Ltd.	60.00%
		Prospex Resources Ltd.	40.00%
W0385354	12-23-016-23W4	Lexin Resources Ltd.	100.00%
W0385441	09-14-020-28W4	Lexin Resources Ltd.	75.00%
		Rmx Exploration Ltd.	25.00%
W0385743	14-34-014-25W4	Lexin Resources Ltd.	100.00%
W0385757	15-02-019-27W4	Lexin Resources Ltd.	50.00%
		Prospex Resources Ltd.	37.50%
		Rmx Exploration Ltd.	12.50%
W0385813	10-02-019-27W4	Lexin Resources Ltd.	50.00%
		Prospex Resources Ltd.	37.50%
		Rmx Exploration Ltd.	12.50%
W0386094	06-29-015-25W4	Lexin Resources Ltd.	50.00%
		6058931 Canada Inc.	50.00%
W0386276	07-25-018-25W4	Crescent Point Energy Corp.	25.00%
		Lexin Resources Ltd.	75.00%
W0387153	16-18-017-29W4	Lexin Resources Ltd.	100.00%
W0387340	06-33-020-28W4	Lexin Resources Ltd.	100.00%
W0387347	06-33-020-28W4	Lexin Resources Ltd.	100.00%
W0387385	06-33-020-28W4	Lexin Resources Ltd.	100.00%
W0388235	13-10-020-27W4	Lexin Resources Ltd.	100.00%
W0388870	13-31-016-28W4	Lexin Resources Ltd.	100.00%
W0388937	06-17-020-24W4	Lexin Resources Ltd.	100.00%
W0389126	13-17-019-27W4	Lexin Resources Ltd.	100.00%

W0389604	07-03-019-27W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0390164	07-27-019-27W4	Caledonian Royalty Corporation	37.50%
		Lexin Resources Ltd.	62.50%
W0390165	12-26-019-27W4	Caledonian Royalty Corporation	51.90%
		Lexin Resources Ltd.	48.10%
W0390926	11-17-020-24W4	Lexin Resources Ltd.	100.00%
W0391038	14-25-018-24W4	Lexin Resources Ltd.	100.00%
W0391339	08-11-015-25W4	Lexin Resources Ltd.	100.00%
W0391340	11-03-015-25W4	Lexin Resources Ltd.	100.00%
W0391943	10-29-019-23W4	Lexin Resources Ltd.	100.00%
W0392164	05-03-019-27W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0392249	16-19-016-29W4	Lexin Resources Ltd.	100.00%
W0392266	05-31-019-27W4	Direct Energy Marketing Limited	25.00%
		Lexin Resources Ltd.	75.00%
W0392340	14-35-014-25W4	Lexin Resources Ltd.	100.00%
W0393158	01-10-030-22W4	Pine Cliff Energy Ltd.	10.00%
		Lexin Resources Ltd.	90.00%
W0393163	10-10-030-22W4	Pine Cliff Energy Ltd.	10.00%
		Lexin Resources Ltd.	90.00%
W0393168	08-08-030-22W4	Lexin Resources Ltd.	89.06%
		Pine Cliff Energy Ltd.	10.94%
W0393169	12-10-030-22W4	Lexin Resources Ltd.	90.00%
		Pine Cliff Energy Ltd.	10.00%
W0393172	04-10-030-22W4	Pine Cliff Energy Ltd.	10.00%
		Lexin Resources Ltd.	90.00%
W0393173	11-08-030-22W4	Lexin Resources Ltd.	89.06%
		Pine Cliff Energy Ltd.	10.94%
W0393176	06-08-030-22W4	Pine Cliff Energy Ltd.	10.94%
		Lexin Resources Ltd.	89.06%
W0393356	11-34-014-25W4	Lexin Resources Ltd.	100.00%
W0393400	13-11-030-22W4	Pine Cliff Energy Ltd.	65.38%
		Lexin Resources Ltd.	34.62%
W0393402	05-11-030-22W4	Pine Cliff Energy Ltd.	65.38%
		Lexin Resources Ltd.	34.62%
W0393619	11-36-019-27W4	Lexin Resources Ltd.	100.00%
W0393642	10-32-019-27W4	Lexin Resources Ltd.	100.00%

W0393716	10-08-030-22W4	Pine Cliff Energy Ltd.	10.94%
		Lexin Resources Ltd.	89.06%
W0393858	03-09-019-27W4	Lexin Resources Ltd.	50.00%
		ExxonMobil Canada Ltd.	50.00%
W0394000	05-02-015-25W4	Lexin Resources Ltd.	100.00%
W0394047	02-01-019-25W4	Lexin Resources Ltd.	100.00%
W0394048	14-06-019-27W4	Lexin Resources Ltd.	100.00%
W0394372	09-14-020-27W4	Lexin Resources Ltd.	100.00%
W0394373	16-06-019-27W4	Lexin Resources Ltd.	100.00%
W0394441	14-29-017-26W4	Lexin Resources Ltd.	100.00%
W0394465	06-29-017-26W4	Lexin Resources Ltd.	100.00%
W0394466	08-29-017-26W4	Lexin Resources Ltd.	100.00%
W0394467	12-30-019-23W4	Lexin Resources Ltd.	100.00%
W0394725	04-33-019-27W4	Lexin Resources Ltd.	100.00%
W0394726	11-28-019-27W4	Lexin Resources Ltd.	100.00%
W0394727	11-28-019-27W4	Lexin Resources Ltd.	100.00%
W0394845	09-29-020-27W4	Lexin Resources Ltd.	100.00%
W0394846	02-05-021-27W4	Lexin Resources Ltd.	25.00%
		ConocoPhillips Canada Resources Corp.	75.00%
W0394988	14-32-020-27W4	Lexin Resources Ltd.	100.00%
W0395011	09-03-021-27W4	Lexin Resources Ltd.	100.00%
W0395215	06-36-018-26W4	0989 Resource Partnership	100.00%
W0395229	06-36-018-26W4	Lexin Resources Ltd.	100.00%
W0395410	08-26-029-23W4	Bumper Development Corporation Ltd.	6.30%
		Canadian Natural Resources Limited	18.80%
		Lexin Resources Ltd.	75.00%
W0395455	10-04-020-28W4	Lexin Resources Ltd.	100.00%
W0395463	14-26-029-23W4	Bumper Development Corporation Ltd.	6.30%
		Canadian Natural Resources Limited	18.80%
		Lexin Resources Ltd.	75.00%
W0395471	06-26-029-23W4	Bumper Development Corporation Ltd.	6.30%
		Canadian Natural Resources Limited	18.80%
		Lexin Resources Ltd.	75.00%
W0395474	16-26-029-23W4	Bumper Development Corporation Ltd.	6.30%
		Canadian Natural Resources Limited	18.80%
		Lexin Resources Ltd.	75.00%
W0395487	08-09-020-28W4	0989 Resource Partnership	66.88%
		Bounty Developments Ltd.	27.50%

		Adeco Exploration Company Ltd.	4.95%
		Everest Oil & Gas Ltd.	0.68%
W0395509	08-09-020-28W4	0989 Resource Partnership	66.88%
		Bounty Developments Ltd.	27.50%
		Adeco Exploration Company Ltd.	4.95%
		Everest Oil & Gas Ltd.	0.68%
W0395518	08-35-029-23W4	Lexin Resources Ltd.	100.00%
W0395590	01-36-029-23W4	Lexin Resources Ltd.	100.00%
W0395595	16-17-021-27W4	Lexin Resources Ltd.	100.00%
W0395607	05-36-029-23W4	Lexin Resources Ltd.	100.00%
W0395644	16-01-016-23W4	Lexin Resources Ltd.	100.00%
W0395645	02-12-016-23W4	Lexin Resources Ltd.	100.00%
W0395646	16-11-016-23W4	Lexin Resources Ltd.	100.00%
W0395648	01-35-015-23W4	Lexin Resources Ltd.	100.00%
W0395686	06-10-016-23W4	Lexin Resources Ltd.	100.00%
W0395794	13-27-018-29W4	Lexin Resources Ltd.	93.10%
		ExxonMobil Canada Ltd.	6.90%
W0395831	05-21-018-24W4	Lexin Resources Ltd.	100.00%
W0395854	05-20-017-24W4	Lexin Resources Ltd.	100.00%
W0395957	08-02-021-27W4	Lexin Resources Ltd.	100.00%
W0395960	08-02-021-27W4	Lexin Resources Ltd.	100.00%
W0396000	13-21-019-27W4	Lexin Resources Ltd.	100.00%
W0396001	15-21-019-27W4	Lexin Resources Ltd.	100.00%
W0396094	05-12-017-26W4	Lexin Resources Ltd.	100.00%
W0396095	03-34-020-26W4	Lexin Resources Ltd.	75.00%
		Rmx Exploration Ltd.	25.00%
W0396096	11-12-020-27W4	Lexin Resources Ltd.	100.00%
W0396097	16-11-020-27W4	Lexin Resources Ltd.	100.00%
W0396101	11-02-021-27W4	Lexin Resources Ltd.	100.00%
W0396158	16-33-019-27W4	Lexin Resources Ltd.	100.00%
W0396159	05-05-020-24W4	Coastal Resources Limited	12.50%
		0989 Resource Partnership	37.50%
		TAQA North Ltd.	50.00%
W0396213	16-04-021-27W4	Lexin Resources Ltd.	100.00%
W0396256	08-02-017-26W4	Lexin Resources Ltd.	100.00%
W0396257	01-01-021-27W4	Lexin Resources Ltd.	100.00%
W0396379	05-36-019-23W4	Lexin Resources Ltd.	100.00%
W0396380	09-21-017-26W4	Lexin Resources Ltd.	100.00%

W0396407	07-12-017-26W4	Lexin Resources Ltd.	100.00%
W0396409	12-12-017-26W4	Lexin Resources Ltd.	100.00%
W0396449	06-32-016-28W4	Lexin Resources Ltd.	100.00%
W0396604	11-14-017-28W4	Lexin Resources Ltd.	100.00%
W0396652	11-18-017-29W4	Lexin Resources Ltd.	100.00%
W0397210	12-05-019-24W4	Lexin Resources Ltd.	100.00%
W0397213	01-27-020-26W4	Lexin Resources Ltd.	75.00%
		Rmx Exploration Ltd.	25.00%
W0397256	06-18-020-27W4	Lexin Resources Ltd.	85.60%
		Rmx Exploration Ltd.	14.40%
W0397263	11-31-020-26W4	Lexin Resources Ltd.	100.00%
W0397622	16-03-015-25W4	Lexin Resources Ltd.	100.00%
W0397778	11-01-017-23W4	Lexin Resources Ltd.	100.00%
W0397960	12-24-020-26W4	Lexin Resources Ltd.	100.00%
W0398016	12-24-020-26W4	Lexin Resources Ltd.	100.00%
W0398019	12-24-020-26W4	Lexin Resources Ltd.	100.00%
W0398020	09-10-030-23W4	Lexin Resources Ltd.	100.00%
W0398021	08-11-030-22W4	Pine Cliff Energy Ltd.	65.38%
		Lexin Resources Ltd.	34.62%
W0398033	10-05-007-01W5	Lexin Resources Ltd.	100.00%
W0398377	05-13-030-23W4	0989 Resource Partnership	92.11%
		Pengrowth Energy Corporation	6.25%
		Pine Cliff Energy Ltd.	1.64%
W0398637	06-14-020-26W4	Lexin Resources Ltd.	100.00%
W0398639	06-14-020-26W4	0989 Resource Partnership	98.00%
		Direct Energy Marketing Limited	2.00%
W0398640	08-29-020-27W4	Lexin Resources Ltd.	100.00%
W0398641	06-14-020-26W4	Lexin Resources Ltd.	100.00%
W0398710	02-03-020-27W4	Lexin Resources Ltd.	97.50%
		Roseland Development Ltd.	2.50%
W0398784	10-30-020-27W4	Lexin Resources Ltd.	100.00%
W0398894	15-31-030-22W4	Lexin Resources Ltd.	50.00%
		ConocoPhillips Canada Resources Corp.	50.00%
W0398895	14-31-030-22W4	Lexin Resources Ltd.	50.00%
		ConocoPhillips Canada Resources Corp.	50.00%
W0398902	05-31-030-22W4	Lexin Resources Ltd.	50.00%
		ConocoPhillips Canada Resources Corp.	50.00%
W0398903	02-31-030-22W4	Lexin Resources Ltd.	50.00%

		ConocoPhillips Canada Resources Corp.	50.00%
W0398987	06-34-029-23W4	Lexin Resources Ltd.	100.00%
W0399002	01-14-020-27W4	Lexin Resources Ltd.	100.00%
W0399068	09-22-020-27W4	Lexin Resources Ltd.	100.00%
W0399122	06-22-020-27W4	Lexin Resources Ltd.	100.00%
W0399130	06-18-020-27W4	Lexin Resources Ltd.	100.00%
W0399339	13-07-017-28W4	Lexin Resources Ltd.	100.00%
W0399407	09-13-021-28W4	Lexin Resources Ltd.	100.00%
W0399408	01-11-021-28W4	Lexin Resources Ltd.	100.00%
W0399409	08-14-021-28W4	Lexin Resources Ltd.	100.00%
W0399436	06-23-020-27W4	Lexin Resources Ltd.	100.00%
W0399437	06-23-020-27W4	Lexin Resources Ltd.	70.00%
		ConocoPhillips Canada Resources Corp.	30.00%
W0399438	08-03-021-28W4	Lexin Resources Ltd.	100.00%
W0399480	05-01-021-28W4	Lexin Resources Ltd.	100.00%
W0399512	12-33-019-24W4	Lexin Resources Ltd.	100.00%
W0399513	01-32-019-24W4	Lexin Resources Ltd.	100.00%
W0399533	05-29-019-24W4	Lexin Resources Ltd.	100.00%
W0399554	08-01-021-28W4	Lexin Resources Ltd.	100.00%
W0399581	13-18-019-26W4	Lexin Resources Ltd.	100.00%
W0399642	08-24-020-27W4	Lexin Resources Ltd.	87.99%
		Direct Energy Marketing Limited	12.01%
W0399667	01-04-020-26W4	Lexin Resources Ltd.	100.00%
W0399897	10-12-018-27W4	Lexin Resources Ltd.	50.00%
		Crescent Point Energy Corp.	50.00%
W0399935	14-22-017-26W4	Lexin Resources Ltd.	100.00%
W0399997	09-05-021-27W4	Lexin Resources Ltd.	25.00%
		ConocoPhillips Canada Resources Corp.	75.00%
W0400043	14-14-018-26W4	Lexin Resources Ltd.	100.00%
W0400118	04-14-015-25W4	Lexin Resources Ltd.	100.00%
W0400122	12-01-015-25W4	Lexin Resources Ltd.	100.00%
W0400262	02-01-021-28W4	Lexin Resources Ltd.	100.00%
W0400276	16-14-018-26W4	Lexin Resources Ltd.	100.00%
W0400443	14-16-018-26W4	Lexin Resources Ltd.	100.00%
W0400467	10-17-014-24W4	Lexin Resources Ltd.	100.00%
W0400576	09-05-017-29W4	Lexin Resources Ltd.	100.00%
W0400782	01-26-018-26W4	Lexin Resources Ltd.	100.00%
W0400879	15-31-014-24W4	Lexin Resources Ltd.	100.00%

W0400924	16-04-019-26W4	Lexin Resources Ltd.	100.00%
W0401067	02-19-014-24W4	Lexin Resources Ltd.	100.00%
W0401190	11-19-007-01W5	Lexin Resources Ltd.	100.00%
W0401258	07-06-019-26W4	Lexin Resources Ltd.	100.00%
W0401441	12-24-018-27W4	Lexin Resources Ltd.	50.00%
		Prospex Resources Ltd.	37.50%
		Rmx Exploration Ltd.	12.50%
W0401570	16-28-018-27W4	Lexin Resources Ltd.	100.00%
W0401578	09-24-018-27W4	Lexin Resources Ltd.	50.00%
		Prospex Resources Ltd.	37.50%
		Rmx Exploration Ltd.	12.50%
W0401681	08-34-018-27W4	Lexin Resources Ltd.	100.00%
W0407159	03-03-010-03W5	Lexin Resources Ltd.	40.00%
		Tamarack Valley Energy Ltd.	60.00%
W0419301	07-10-018-24W4	Lexin Resources Ltd.	100.00%
W0419372	09-13-021-28W4	Lexin Resources Ltd.	100.00%
W0419393	08-03-021-28W4	Lexin Resources Ltd.	100.00%
W0419394	08-03-021-28W4	Lexin Resources Ltd.	100.00%
W0419395	08-03-021-28W4	Lexin Resources Ltd.	100.00%
W0419669	13-35-020-28W4	Lexin Resources Ltd.	100.00%
W0419680	05-25-020-28W4	Direct Energy Marketing Limited	40.00%
		Lexin Resources Ltd.	60.00%
W0421603	07-09-007-01W5	Lexin Resources Ltd.	100.00%
W0422274	04-16-007-01W5	Lexin Resources Ltd.	100.00%
W0423877	13-02-019-23W4	Lexin Resources Ltd.	100.00%
W0423966	04-28-015-25W4	Lexin Resources Ltd.	50.00%
		Questerre Energy Corporation	50.00%
W0427042	13-35-017-23W4	Lexin Resources Ltd.	100.00%
W0436263	02-13-019-24W4	Lexin Resources Ltd.	100.00%
W0437332	16-25-018-23W4	Lexin Resources Ltd.	100.00%
W0439631	16-27-017-23W4	Lexin Resources Ltd.	100.00%

Facilities

Licence No.	Surface Location	WIP Current Company	Percent Interest
F2089	06-04-016-27W4	Lexin Resources Ltd.	100.00%
F2239	02-04-017-29W4	Lexin Resources Ltd.	100.00%

F2420	01-25-018-30W4	Lexin Resources Ltd.	100.00%
F2421	01-25-018-30W4	ExxonMobil Canada Ltd.	25.00%
		Lexin Resources Ltd.	75.00%
F2576	01-33-019-21W4	Lexin Resources Ltd.	100.00%
F2588	01-35-019-28W4	Lexin Resources Ltd.	100.00%
F2813	11-08-020-19W4	Lexin Resources Ltd.	100.00%
F2837	14-10-020-23W4	Lexin Resources Ltd.	100.00%
F2865	06-15-020-27W4	Lexin Resources Ltd.	100.00%
F2866	06-15-020-27W4	Lexin Resources Ltd.	100.00%
F3067	14-03-021-27W4	Lexin Resources Ltd.	100.00%
F3377	10-21-023-28W4	Lexin Resources Ltd.	100.00%
F3378	10-21-023-28W4	Interwest Enterprises Ltd.	2.50%
		Lexin Resources Ltd.	97.50%
F3379	07-33-023-28W4	Bearspaw Petroleum Ltd.	50.00%
		Lexin Resources Ltd.	50.00%
F17874	12-35-108-09W6	Lexin Resources Ltd.	100.00%
F20885	11-02-017-28W4	Lexin Resources Ltd.	100.00%
F20886	01-23-018-29W4	ExxonMobil Canada Ltd.	50.00%
		Lexin Resources Ltd.	50.00%
F20887	06-15-020-27W4	Lexin Resources Ltd.	100.00%
F20888	10-16-020-27W4	Lexin Resources Ltd.	100.00%
F20890	10-21-020-27W4	Lexin Resources Ltd.	100.00%
F20891	06-21-020-27W4	Lexin Resources Ltd.	100.00%
F20892	01-28-020-27W4	Lexin Resources Ltd.	100.00%
F20893	08-29-020-27W4	Lexin Resources Ltd.	100.00%
F20894	10-32-020-27W4	Lexin Resources Ltd.	100.00%
F20895	10-10-021-27W4	Lexin Resources Ltd.	100.00%
F20896	07-04-021-28W4	Lexin Resources Ltd.	100.00%
F25067	16-30-018-26W4	Lexin Resources Ltd.	100.00%
F25101	06-11-017-28W4	Lexin Resources Ltd.	100.00%
F25302	02-24-012-02W5	Lexin Resources Ltd.	50.00%
		Husky Oil Operations Limited	50.00%
F25918	02-20-017-29W4	Lexin Resources Ltd.	100.00%
F26018	08-26-019-27W4	Lexin Resources Ltd.	100.00%
F26087	16-05-018-25W4	Lexin Resources Ltd.	100.00%
F26438	05-08-020-27W4	Lexin Resources Ltd.	100.00%
F27045	04-11-017-25W4	Lexin Resources Ltd.	100.00%
F27046	05-01-017-25W4	Lexin Resources Ltd.	100.00%

F27451	06-14-020-26W4	Lexin Resources Ltd.	100.00%
F27552	11-15-018-29W4	Lexin Resources Ltd.	100.00%
F27689	15-34-018-27W4	Lexin Resources Ltd.	100.00%
F28117	10-15-021-27W4	Lexin Resources Ltd.	100.00%
F29282	05-08-021-27W4	Lexin Resources Ltd.	100.00%
F29341	06-29-022-28W4	Lexin Resources Ltd.	100.00%
F29347	09-17-019-27W4	Lexin Resources Ltd.	100.00%
F29735	11-29-022-28W4	Lexin Resources Ltd.	100.00%
F30399	14-30-016-28W4	Lexin Resources Ltd.	100.00%
F30500	04-01-017-23W4	Lexin Resources Ltd.	70.00%
		Lochwest Resources Ltd.	30.00%
F30715	12-04-018-26W4	Lexin Resources Ltd.	100.00%
F31052	03-25-012-02W5	Lexin Resources Ltd.	100.00%
F31123	05-20-019-27W4	Lexin Resources Ltd.	100.00%
F31207	03-12-016-21W4	Lexin Resources Ltd.	100.00%
F31687	13-34-008-02W5	Lexin Resources Ltd.	100.00%
F32197	16-16-018-24W4	Lexin Resources Ltd.	100.00%
F32460	04-11-018-24W4	Lexin Resources Ltd.	100.00%
F32495	10-13-021-28W4	Lexin Resources Ltd.	100.00%
F32738	10-13-012-02W5	Lexin Resources Ltd.	100.00%
F33748	02-12-016-21W4	Lexin Resources Ltd.	100.00%
F33774	11-31-016-28W4	Lexin Resources Ltd.	100.00%
F33937	01-02-018-22W4	Lexin Resources Ltd.	100.00%
F33940	07-29-017-23W4	Lexin Resources Ltd.	100.00%
F34339	10-16-042-03W5	Lexin Resources Ltd.	100.00%
F34437	13-17-020-26W4	Lexin Resources Ltd.	100.00%
F34456	04-15-022-27W4	Lexin Resources Ltd.	100.00%
F34763	09-29-015-25W4	Lexin Resources Ltd.	100.00%
F35170	16-09-054-14W5	Lexin Resources Ltd.	100.00%
F35818	03-11-042-04W5	Lexin Resources Ltd.	87.10%
		Murphy Canada Exploration Company	12.50%
		Verlin Resources Ltd.	0.40%
F35833	04-24-016-24W4	Lexin Resources Ltd.	100.00%
F36195	12-30-017-21W4	Lexin Resources Ltd.	100.00%
F36233	06-18-016-27W4	Lexin Resources Ltd.	100.00%
F36247	08-36-016-29W4	Lexin Resources Ltd.	100.00%
F36735	09-29-015-25W4	Lexin Resources Ltd.	100.00%
F36911	11-07-012-01W5	Lexin Resources Ltd.	100.00%

inquiries 1-855-297-8311
 24-hour
 emergency 1-800-222-6514

F37170	15-11-030-23W4	Lexin Resources Ltd.	100.00%
F37308	16-04-016-23W4	Lexin Resources Ltd.	100.00%
F37838	15-06-017-28W4	Lexin Resources Ltd.	100.00%
F38466	16-04-015-25W4	Lexin Resources Ltd.	100.00%
F38594	03-05-017-27W4	Lexin Resources Ltd.	100.00%
F38861	05-28-017-29W4	Lexin Resources Ltd.	100.00%
F39228	16-20-034-06W5	Lexin Resources Ltd.	60.00%
		TAQA North Ltd.	40.00%
F39425	16-19-016-29W4	Lexin Resources Ltd.	100.00%
F39549	16-12-017-29W4	Lexin Resources Ltd.	100.00%
F39764	06-33-020-28W4	Lexin Resources Ltd.	100.00%
F41054	16-20-015-25W4	Lexin Resources Ltd.	100.00%

This is **Exhibit "Q"** referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.

A handwritten signature in blue ink, appearing to read 'P. Johnston', written over a horizontal line.

A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

CLERK OF THE COURT

FILED**FEB 14 2017**JUDICIAL CENTRE
OF CALGARY**FORM 36****[RULES 1.2, 3.2(2)(e), 3.8, 11.27 AND 13.5]**

1701-02272

COURT FILE NUMBER

COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE

CALGARY

APPLICANT

ALBERTA ENERGY REGULATOR

RESPONDENT

LEXIN RESOURCES LTD.

DOCUMENT

ORIGINATING APPLICATIONADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT**JENSEN SHAWA SOLOMON DUGUID HAWKES LLP**
Barristers
800, 304 - 8 Avenue SW
Calgary, Alberta T2P 1C2Christa Nicholson
Phone: 403 571 1520
Fax: 403 571 1528
Email: nicholsonc@jssbarristers.ca
File: 13817-001**NOTICE TO THE RESPONDENT:**

This application affects you. You are a Respondent.

You have a right to state your side of this matter before the Court.

To do so, you must be in Court when the application is heard as shown below:

Date:	<u>February 14, 2017</u>
Time:	<u>1:00 pm</u>
Where:	<u>Calgary, Alberta</u>
Before Whom:	<u>Mr. Justice W.A. Tilleman</u>

GROUNDS FOR BRINGING THIS ORIGINATING APPLICATION:

Background

1. Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Affidavit of Cory Schieman, sworn February 14, 2017 (the "Schieman Affidavit").
2. The Alberta Energy Regulator (the "AER") is a corporation established by the *Responsible Energy Development Act*, SA 2012, c R-17.3 ("REDA"). Under REDA the AER is tasked with overseeing the safe, efficient, orderly and environmentally responsible development of energy resources in Alberta. The AER issues permits, licenses, registrations, authorizations, and other instruments related to the production and extraction of energy resources, and oversees all aspects of energy resources activities in Alberta including penalizing companies and individuals who fail to comply with AER requirements.
3. Pursuant to section 2(1) of REDA, the AER's mandate is to provide for the efficient, safe, orderly and environmentally responsible development of energy resources. Pursuant to sections 2(2)(g) and (h) of REDA, the AER is also mandated to oversee the abandonment and closure of wells, processing plants, and other facilities and operations in accordance with energy resources enactments.
4. Lexin Resources Inc. ("Lexin") is the licensee of 1,380 wells, 81 facilities, and 201 pipelines (the "Sites") for a total of 1,662 licences and Sites.
5. Included in Lexin's inventory are licenses for 6 critical sour wells. Critical sour gas wells have high levels of hydrogen sulphide, which if released, could be toxic to humans and livestock, and is also flammable and corrosive. Lexin also has 2 sour gas wells located within the City of Calgary city limits.
6. Over the past 12 months, Lexin has been the subject of numerous notices of non-compliance, orders, and directions. Lexin is still not complying with many of these notices, orders and directions and other AER requirements, including, but not limited to, the following as more particularly described in the Schieman Affidavit:

- (a) Non-Compliance Notice #1;
- (b) the Metering and Removal Order;
- (c) the Mazeppa Order;
- (d) the Closure and Abandonment Orders;
- (e) Non-Compliance Notice #2; and
- (f) the Clean-Up Order.

7. Lexin's non-compliance is posing a potential safety hazard to the public, the environment, and the interests of Albertans, as outlined in more detail below, and as described in the Schieman Affidavit.

8. In the circumstances, the AER seeks the relief referred to below under the heading "Remedy Claimed or Sought".

The Directors and the Director Declaration

9. To the best of the AER's knowledge, Lexin has 3 directors, namely, Michael J. Smith, Jasmina Cezek, and Rob Jennings (the "Directors"), none of whom reside in Alberta.

10. On or about January 19 2017, the AER issued the Director Declaration under section 106 of the OGCA. The AER will make a declaration pursuant to section 106 of the OGCA where the AER considers it in the public interest to make a declaration naming one or more directors, officers, agents, or other persons who, in the AER's opinion, were directly or indirectly in control of a licensee, approval holder, or working interest participant that has (i) contravened or failed to comply with an order of the AER or (ii) has an outstanding debt to the AER, or to the AER to the account of the orphan fund, in respect of suspension, abandonment, or reclamation costs.

11. Lexin and the Directors retained counsel, Groia & Company of Toronto, Ontario, in connection with the Director Declaration.

Lexin's Financial Obligations and the AER Lien

12. Lexin has failed to pay several invoices owing to the AER, including 2016 orphan fund levy payments ("Orphan Fund Payments") and 2016 administration fees ("Administration Fees").

13. The Debt owing to the AER for the non payment of the Orphan Fund Payments and the Administration Fees is currently \$1,076,251.18.

14. As of February 2017, Lexin is required to post with the AER a security deposit in the sum of over \$70 million to comply with the AER liability management ratio program requirements under AER Directive 006: Licensee Liability Rating ("LLR Program"). The LLR Program requires such security to avoid the cost of suspending, abandoning, remediating, and reclaiming wells, facilities, or pipelines from being passed on to the orphan well fund and ultimately to Alberta public.

15. Pursuant to section 103(2) of the *Oil and Gas Conservation Act*, RSA 2000, c O-6 (the "OGCA"), in respect of the Debt, the AER has a statutory lien (the "Lien") over Lexin's interest in any wells, facilities and pipelines, land or interests in land, including mines and minerals, equipment and petroleum substances, and the Lien has priority over all other liens, charges, rights of set-off, mortgages and other security interests.

Safety Situation and the Suspension Order

16. On January 31, 2017, I understand that Lexin advised the AER by letter (the "Deadline Letter") that it is not sure that it will be able to provide "proper health and safety overview and measures for [its] sour wells" beyond February 15, 2017, (the "Deadline") which Lexin expressly acknowledges creates serious health and safety risks for all concerned.

17. On or about February 6, 2017 the AER sent a letter (the "Demand Letter") to Lexin which required Lexin to take steps to address its outstanding non-compliances and to ensure that the Sites are maintained in a manner that ensures that the public and environment are

protected. By the Demand Letter, Lexin was also directed to advise by February 10, 2017 of steps that it planned to take to ensure that its sour wells are maintained in safe condition.

18. On or about February 10, 2017, Lexin replied by letter (the "Reply Letter"). The Reply Letter did not include any information regarding the steps Lexin intended to take to ensure the wells were maintained in a safe condition.

19. On February 14, 2017, the AER issued to Lexin the Suspension Order pursuant to section 27 of the OGCA, section 12 of the *Pipeline Act*, RSA 2000 c P-15, and REDA, suspending all of Lexin's operational well, facility, and pipeline licenses, and ceasing operations of the associated wells and facilities on the Sites. The Suspension Order also specifically orders and provides that no equipment shall be removed without the written consent of the AER.

20. The existence of additional obligations for licensees upon suspension speaks to the heightened risks which exist once a site is suspended. (For example, Rule 3.020(1) of the Rules provides that a licensee shall suspend a well when required by and in accordance with Directive 013, or as otherwise directed by the AER (such as is required by the Suspension Order). Also, section 2.3.3 of Directive 013 provides that the licensee must leave all single well facility equipment associated with a suspended well in a secure state.)

The Equipment

(a) Lexin's Obligations Regarding the Equipment

21. In September and October of 2016, the AER began to receive the Complaints that equipment was being dismantled and/or removed from the Sites.

22. Pursuant to section 14(2) of REDA, the AER may take any action and may make orders and directions that the AER considers necessary to carry out the mandate of the AER and the purposes of REDA or any other enactment that are not otherwise specifically authorized by REDA or any other enactment.

23. By letter dated October 27, 2016, the AER sent Lexin the cease and desist Equipment Direction which:

- (a) advised Lexin that the AER had received reports that equipment was being dismantled and/or removed from the Sites;
- (b) advised of AER's Lien;
- (c) advised Lexin that pursuant to section 32 of the OGCA, liabilities and obligations of Lexin related to the operation, suspension, or abandonment of wells or facilities licensed to Lexin extend to the associated equipment and non-licensed facilities that are located on a site or used in connection with the operation, suspension, or abandonment of a well or facility (the "Equipment"); and
- (d) directed Lexin to ensure that no removal of Equipment from the Sites occurred except as approved by the AER.

24. Rule 6.040(1) of the *Oil and Gas Conservation Rules*, Alta Reg 151/1971 (the "Rules"), provides that the licensee shall not remove or cause to remove the rig, derrick or other equipment from a well without first obtaining written approval of the AER, unless he has completed the well in accordance with the license, or suspended operations or abandoned the well in accordance with the approval of the AER. The AER asserts that this Rule prevents Lexin from removing the Equipment from the Sites without the AER's approval.

25. Rule 7.001 of the Rules provides that no person shall commence construction of or modification to a battery, oilfield waste management facility or a compression station, unless the AER has, on application, approved the location and construction or modification to the battery, oilfield waste management facility or compressor station. The AER asserts that Rule 7.001 prevents any person from making any modifications, including the removal of Equipment, to a battery, waste management facility or a compression station, without the approval of the AER.

26. Since October 27, 2016, Equipment has been removed from the Sites, contrary to the Equipment Direction, and contrary to the Rules.

27. The AER is concerned that if Equipment is removed from the Sites by anyone without AER approval or as may be ordered by the Court, the Sites may be left in an unsafe condition where the public and environment are not protected and other interests of Albertans will be at risk.

(b) Other Parties' Obligations Regarding the Equipment

28. The AER is concerned that after the issuance of the Suspension Order, absent a court order, persons may continue to remove Equipment from the Sites, contrary to Rules 6.040(1) and 7.001.

29. As stated above, the removal of the Equipment by any person without the approval of the AER (or as may be ordered by the Court) poses a potential immediate safety hazard to the public, the environment and to other interests of Albertans.

30. The entities referenced in the Schieman Affidavit at Exhibit W thereto (the "PPR Claimants") claim interests in some or all of the Equipment by virtue of security interests and writs of enforcement.

31. Working interest participants with Lexin in respect of the Sites are referenced in the Schieman Affidavit at Exhibit X thereto (the "Known WIPs").

32. Given that section 19(2) of REDA provides that where a person commences, undertakes, or continues an activity for which an approval, order or direction is required but has not been obtained, the AER may apply to this Court for an order prohibiting that person or that person's employees or agents from continuing the activity until that person has obtained the required approval, order or direction, should any person, including Lexin, its employees or agents the PPR Claimants, or the Known WIPs, who may claim rights and remedies (including but not limited to liens, charges, set-off rights, mortgages, and other security interests) take Equipment

off the Sites, they would be in violation of Rule 7.001 and would be acting without regard to the priority statutory Lien which the AER claims pursuant to section 103(2) of the OGCA.

Inspection and Records

33. In order to fulfill its mandate respecting safety and protection of Albertans and the environment, the AER requires urgent access to Lexin's records and facilities to inspect the same. The AER and/or its delegate such as the Orphan Well Association must promptly have the opportunity to review the status of wells, facilities, and pipelines licensed to Lexin in order to properly assess safety and environmental risks. The records are also required in order to attempt to assign responsibility to the proper parties and to efficiently direct the abandonment, remediation, and reclamation of energy resources.

34. Sections 93 and 96 of the OGCA provide that the AER or persons authorized by the AER may require the production of records and require access to wells, equipment, books, documents, plant and records at any reasonable time, and that individuals may not prevent, hinder, obstruct, or fail or assist the person authorized by the AER in exercising its powers of inspection.

35. On February 14, 2017, the AER issued to Lexin the Inspection Direction requiring, *inter alia*, Lexin and its directors, operators, agents, and employees to produce the records described therein (the "Records") and allow persons authorized by the AER to access its facilities, equipment, and physical and electronic records as set out in the Inspection Direction, as described in the Schieman Affidavit.

36. At the time of the filing of this Originating Application, it is not known whether Lexin has complied with the Inspection Direction, or if it has refused or failed to do so.

37. Pursuant to section 19(3) of REDA, if the AER makes or issues, *inter alia*, a direction and a person does not comply with a term or condition of the direction, the AER may apply to this Court for an order requiring that the person or that person's employees or agents comply with the terms of the direction.

38. If the AER and persons authorized by it are denied entry to Lexin's facilities or denied access to the Records, in contravention of sections 93 and 96 of the OGCA and contrary to Inspection Direction, the AER will be seeking the relief set out below in respect of the Records.

Remedy Claimed or Sought

41. The AER seeks:

- (a) An Order that all parties entitled to notice of the Originating Application have been served with notice of the same; the time for service of the Originating Application is abridged such that service effected on the parties served with notice of the Originating Application shall be good and sufficient notice of the Originating Application, pursuant to Rules 1.6, 11.27, and 13.5 of the Alberta Rules of Court; and it is appropriate in the circumstances that the Originating Application proceed at the appointed time;
- (b) With respect to the Equipment, an Order substantially in the form set forth in the attached Schedule "A";
- (c) If necessary, with respect to the Records, an Order:
 - (i) directing that Lexin, the Directors, agents, and employees, comply with each of the terms of the Inspection Direction; and
 - (ii) granting such further and other relief as counsel may advise and this Court may deem just and appropriate; and
- (d) Granting such further and other relief as counsel may advise and this Honourable Court may deem just and appropriate.

Material or Evidence to be Relied On:

39. The Affidavit of Cory Schieman sworn February 14, 2017; and

40. Such further and other materials as counsel may advise and this Court may permit.

Applicable Rules:

41. *Alberta Rules of Court*, Alta Reg 124/2010, Rules 1.2, 3.2(2)(e), 3.8, 11.27 and 13.5; and
42. Such further and other rules as counsel may advise and this Court may permit.

Applicable Acts and Regulations:

43. *Responsible Energy Development Act*, RSA 2012, c R-17.3, sections 14(2), 19(2) and 19(3);
44. *Oil and Gas Conservation Act*, RSA 2000, c O-6, sections 27, 32, 103(2), and 106 including the *Oil and Gas Conservation Rules*, Alta Reg 151/1971, Rules 3.020(1), 6.040(1), 7.001 and Directive 013;
45. *Pipeline Act*, RSA 2000 c P-15, section 12; and
46. Such further and other Acts and Regulations as counsel may advise and this Court may permit.

How the Application is Proposed to be Heard or Considered:

47. Before a Justice in Chambers.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant a reasonable time before the application is to be heard or considered.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant what they want in your absence. You will be bound by any order the Court makes. If you want to take part in this application for judgment by way of summary trial, either you or your lawyer must:

- (a) 10 days or more before the date scheduled for the hearing of the application, file and serve on the applicant(s) any affidavit or other evidence that you intend to give in response to the application, and
- (b) attend in Court on the date and at the time shown at the beginning of this form.

If you wish to object to this application for judgment by way of summary trial, notice of your objection to this application and a copy of any affidavit or other evidence that you intend to give in relation to your objection must be filed and served on the applicants 5 days or more before the objection is scheduled to be heard.

SCHEDULE A

COURT FILE NUMBER

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

APPLICANT

ALBERTA ENERGY REGULATOR

RESPONDENT

LEXIN RESOURCES LTD.

DOCUMENT

ORDER RE EQUIPMENT

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

JENSEN SHAWA SOLOMON DUGUID HAWKES LLP
Barristers
800, 304 - 8 Avenue SW
Calgary, Alberta T2P 1C2

Christa Nicholson
Phone: 403 571 1520
Fax: 403 571 1528
Email: nicholsonc@jssbarristers.ca
File: 13817-001

DATE ON WHICH ORDER WAS PRONOUNCED:

February 14, 2017

LOCATION OF HEARING OR TRIAL:

Calgary Courts Centre

NAME OF JUDGE WHO MADE THIS ORDER:

Mr. Justice W.A. Tilleman

UPON THE APPLICATION of the Applicant, the Alberta Energy Regulator (the "AER"), brought by Originating Application filed February 14, 2017 returnable at 1:00 p.m. on February 14, 2017 (the "Originating Application"); **AND UPON HAVING READ** the Affidavit of Cory Schieman, sworn on February 14, 2017 (the "Schieman Affidavit"); **AND UPON NOTING** that the

Equipment Direction (as defined in the Schieman Affidavit and marked as **Exhibit "S"** thereto), references:

- a) section 32 of the OGCA which provides that a responsibility, obligation, or liability of a licensee, approval holder or working interest participant in respect of the operation, suspension or abandonment of a well or facility extends to associated equipment (the "**Equipment**") and non-licensed facilities that are used in connection with the operation, suspension or abandonment of the well or facility; and
- b) directs the Respondent, Lexin Resources Ltd. ("**Lexin**"), *inter alia*, that no Equipment be removed from the sites for which Lexin is the licensee (the "**Sites**") without the AER's prior approval;

AND UPON NOTING that Equipment has been removed from the Sites and also that since the Equipment Direction, Equipment has continued to be removed from the Sites, all without the approval of the AER (the "**Unauthorized Activity**"), as described in the Schieman Affidavit; **AND UPON NOTING** the AER's position that the Unauthorized Activity is:

- a) contrary to Rules 3.013, 6.040(1) and 7.001 of the *Oil and Gas Conservation Rules*, Alta Reg 151/1971 (the "**Rules**"); and
- b) subsequent to the issuance of the Suspension Order (as defined in the Schieman Affidavit), contrary to the Suspension Order, Rule 3.020 of the Rules and AER Directive 013;

AND UPON NOTING that pursuant to sections 19(2) and 19(3) of the *Responsible Energy Development Act* ("**REDA**"), the AER may apply to the Court for an Order prohibiting the Unauthorized Activity where a person commences, undertakes, or continues the activity for which approval is required and approval has not been obtained, or where the AER has made a direction such as the Equipment Direction regarding the Unauthorized Activity and a person has failed to comply with the direction; **AND UPON NOTING** that section 103(2) of the *Oil and Gas Conservation Act*, RSA 2000, c O-6 ("**OGCA**") provides the AER with a statutory priority lien as

more particularly described therein (the "Lien"); **AND UPON NOTING** the Personal Property Registry Search Results Report conducted in respect of Lexin, describing parties whom, as at February 8, 2017, claim interests in some or all of the Equipment by virtue of security interests and writs of enforcement (the "PPR Claimants"), a copy of which is marked as **Exhibit "W"** to the Schieman Affidavit; **AND UPON NOTING** the list of all of Lexin's WIPs known to the AER and their addresses (the "Known WIPs") which is marked as **Exhibit "X"** to the Schieman Affidavit; **AND UPON NOTING** the Affidavits of Service indicating that service of the Originating Application and the Schieman Affidavit was effected upon Lexin by personal service and upon counsel for Lexin and the Directors (as defined in the Schieman Affidavit), Groia & Company Professional Corporation, by email, on the morning of February 14, 2017; **AND UPON NOTING AND UPON HEARING** the submissions of counsel for the Applicant, the AER, [and counsel for Lexin];

IT IS HEREBY ORDERED AND DECLARED THAT:

1. All parties entitled to notice of the Originating Application have been served with notice of the same; the time for service of the Originating Application is hereby abridged such that service effected on the parties served with notice of the Originating Application shall be good and sufficient notice of the Originating Application, pursuant to Rules 11.27 and 13.5 of the Alberta Rules of Court; and it is appropriate in the circumstances that the Originating Application proceed at the appointed time.

2. Pursuant to section 19(2) of REDA, all persons, including but not limited to Lexin and its directors, agents and employees, as well as the Known WIPs, the PPR Claimants, and anyone claiming liens, charges, set-off rights, mortgages, and other security interests against Lexin, or affecting the Sites, are hereby ordered to refrain from and are hereby prohibited from engaging in the Unauthorized Activity except:

- (a) with the written prior approval of the AER; or
- (b) if otherwise ordered by this Court on an application to this Court brought with not less than 7 days' notice to the AER.

3. Pursuant to section 19(3) of REDA, Lexin and its agents and employees shall comply with the terms of the Equipment Direction.
4. This Order shall be served upon Lexin and its Directors by email in care of:

Bonnie Roberts Jones
Groia & Company Professional Corporation
365 Bay Street, Suite 1100
Toronto, Ontario M5H 2V1
Email: brjones@groiaco.com
5. All PPR Claimants shall be served with this Order at the addresses set forth in the attached **Schedule "A"**.
6. The Known WIPs shall be served with this Order at the addresses set forth in the attached **Schedule "B"**.
7. This Order does not make any determinations with respect to the property rights of anyone regarding the Equipment, including the PPR Claimants or in respect of the AER's Lien but it is without prejudice to and does not derogate from any rights the AER may have to assert and enforce a claim respecting the Equipment and/or the Lien, without notice to anyone.
8. Unless otherwise ordered or agreed by the AER in writing, within 14 days of receipt of service of this Order, any interested party, including any of the Known WIPs and any of the PPR Claimants, may apply to this Court to vary or amend this Order or seek any other relief it may deem appropriate on not less than 7 days' notice to the AER and to any other party likely to be affected by the Order sought, or upon such other notice, if any, as this Court may order.
9. The AER is entitled to costs against Lexin of these proceedings.

Justice of the Court of Queen's Bench of Alberta

This is Exhibit "R" referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor

COURT FILE NUMBER 1701-02272

COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE

CALGARY

APPLICANT

ALBERTA ENERGY REGULATOR

RESPONDENT

LEXIN RESOURCES LTD.

DOCUMENT

ORDER

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

JENSEN SHAWA SOLOMON DUGUID HAWKES LLP
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Email: nicholsonc@jssbarristers.ca
File: 13817-001

DATE ON WHICH ORDER WAS PRONOUNCED: March 3, 2017
LOCATION OF HEARING OR TRIAL: Calgary Courts Centre
NAME OF JUDGE WHO MADE THIS ORDER: Mr. Justice W.A. Tilleman

UPON THE APPLICATION of the Applicant, the Alberta Energy Regulator (the "AER"), brought by Originating Application filed February 14, 2017 returnable at 1:00 p.m. on February 14, 2017; AND UPON NOTING the Interim Order granted by the Honourable Justice W. A. Tilleman on February 14, 2017, directing the parties to return to Court on February 17, 2017 to determine if



I hereby certify this to be a true copy
the original order
Dated this 03 day of March
[Signature]
for Clerk of the Court

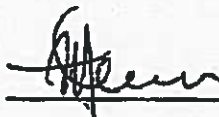
there should be an extension of the Interim Order; **AND UPON NOTING** the Order granted by the Honourable Justice W.A. Tilleman on February 17, 2017, extending the Interim Order and directing the parties to return to Court on March 3, 2017 to argue the merits of the Originating Application; **AND UPON HAVING READ** the Affidavits filed by the AER, namely: (a) the Affidavit of Cory Schieman, sworn on February 14, 2017, including Exhibit "P" thereto which is closure/suspension order No. 2017-01 made by the AER on February 14, 2017 ("Suspension Order"), including a list of all of the sites for which Lexin is the licensee (the "Sites"), a copy of which is attached as Schedule "A"; Exhibit "W" thereto which is the Personal Property Security search results report conducted in respect of Lexin describing parties who, as at February 8, 2017, claim an interest or who have made registrations in respect of some or all of the Lexin's property including by virtue of security interests or writs of enforcement (the "PPR Claimants"); and Exhibit "X" thereto which is a list of all of working interest participants ("WIPs") in the Sites known to the AER (the "Known WIPs"); (b) the Supplemental Affidavit of Cory Schieman, sworn on February 15, 2017; (c) the Second Supplemental Affidavit of Cory Schieman, sworn on February 16, 2017; (d) the Affidavit of Jodi Halpin, sworn on February 16, 2017; (e) the Third Supplemental Affidavit of Cory Schieman, sworn on February 22, 2017; (f) the Supplemental Affidavit of Jodi Halpin, sworn February 23, 2017; and (g) the Affidavit of Helen Bowker, sworn March 2, 2017; **AND UPON HAVING READ** the Affidavits filed by the Respondent, Lexin Resources Ltd. ("Lexin"), namely: (a) the Affidavit of Tatsiana Okun, sworn February 16, 2017, and (b) the Affidavit of James Leeper, sworn February 23, 2017; **AND UPON HAVING READ** the Affidavit of Elaine Blais, filed on February 22, 2017, on behalf of the Department of Justice Canada; **AND UPON HAVING READ** the Transcript of Questioning of Cory Schieman, held February 24, 2017, and the answers to Undertakings of Cory Schieman from Questioning on February 24, 2017; **AND UPON HAVING READ** the Transcript of Questioning of Jodi Halpin, held February 24, 2017 and the answers to Undertakings of Jodi Halpin from Questioning on February 24, 2017; **AND UPON HAVING READ** the Transcript of Questioning of Tatsiana Okun, held February 27, 2017, and answers to Undertakings and Under Advisements of Tatsiana Okun from Questioning on February 27, 2017; **AND UPON HAVING READ** the Transcript of Questioning of James Leeper, held February 27, 2017; **AND UPON HAVING READ** the Brief of

Argument of the AER, filed March 1, 2017; AND UPON HAVING READ the Written Submissions of Lexin, filed March 1, 2017; AND UPON NOTING that equipment (the "Equipment") has been removed from the Sites without the AER's prior approval; AND UPON NOTING the AER's mandate is to provide for the efficient, safe, orderly and environmentally responsible development of energy resources in Alberta through the Regulator's regulatory activities; AND UPON NOTING that the Court has expressed concerns regarding the environment and safety arising from the removal of Equipment from the Sites; AND UPON HEARING oral submissions from counsel for the AER; counsel for the Department of Justice; counsel for Vulcan County; Counsel for the Orphan Well Association ("OWA"); and counsel for Lexin;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Pursuant to section 19(2) of the *Responsible Energy Development Act*, SA 2012, c R-17.3, all persons, including but not limited to Lexin and its directors, agents and employees as well as the Known WIPs, the PPR Claimants, and anyone claiming liens, charges, set-off rights, mortgages, and other security interests against Lexin, or affecting the Sites, and other persons are hereby ordered to refrain and are prohibited from removing Equipment from the Sites listed in the attached Closure Order (Schedule "A"), except:
 - (a) with the written prior approval of the AER; or
 - (b) if otherwise ordered by this Court on an application to this Court brought with not less than 7 days' notice to the AER.
2. The AER's application for an Order pursuant to section 19(3) of the *Responsible Energy Development Act* that, *inter alia*, Lexin, its Directors, agents and employees, comply with the Inspection Direction issued by the AER to Lexin on February 14, 2017, is adjourned *sine die*. This application may be brought back to this Court on 3 days' notice by the AER to Lexin.
3. The AER may serve this Order on any person without the attached Schedule "A", but if requested shall immediately serve that person with the attached Schedule "A".

4. The AER shall immediately post this Order on the AER website and all other orders in these proceedings, and any reasons for decision given respecting this Order.
5. The AER shall serve the PPR Claimants with this Order (excluding Schedule "A") at the addresses set forth in the attached Schedule "B".
6. The AER shall serve the Known WIPs with this Order (excluding Schedule "A") at the addresses set forth in the attached Schedule "C".
7. The AER may serve this Order upon any person it determines appropriate.
8. This Order does not make any determinations with respect to the property rights of any person regarding the Equipment, including the PPR Claimants or in respect of the lien claimed by the AER pursuant to sections 32 and 103 of the *Oil and Gas Conservation Act*, RSA 2000, c O-6; it is without prejudice to and does not derogate from any rights the AER or any person may have to assert a claim or lien respecting the Equipment.
9. Unless otherwise ordered or agreed to in writing, within 14 days of receipt of service of this Order, any interested party, including any Known WIPs and PPR Claimants, may apply to this Court to vary or amend this Order or seek any other relief it may deem appropriate on not less than 7 days' notice to the AER and to any other party likely to be affected by the Order sought, or upon such other notice, if any, as this Court may order.



Justice of the Court of Queen's Bench of Alberta

Schedule B

PPR Claimant	Claimed Interest	Address
Compass Compression Services Ltd.	Security Agreements Report of Seizure	1537, 9 th Avenue SW Calgary, AB T2G 5N4
Summit Acceptance Corp.	Security Agreements	4620 Blackfoot Trail SE Calgary, AB T2G 4G2
MFC Energy Finance Inc.	Security Agreement Land Charge	Suite 1860, 400 Burrard Street Vancouver, BC V6C 3A6
Taq North	Security Agreement	2100, 308 4 th Avenue SW Calgary, AB T2P 0H7
Marquinn Industries Ltd.	Security Agreement	7115 Sparrow Drive Leduc, AB T9E 7L1
Baker Hughes Canada Company	Writ of Enforcement	c/o DLA Piper (Canada) LLP 1000, 250 2 nd Street SW Calgary, AB T2P 0C1
Caledonian Royalty Corporation	Security Agreement Land Charge	2150, 300 5 th Avenue SW Calgary, AB T2P 3C4
Her Majesty the Queen in Right of Alberta	Writs of Enforcement	c/o Service Alberta Crown Debt Collections 8 th Floor John E. Brownlee Building Edmonton, AB T5J 3W7
Deloitte Management Services LP	Report of Seizure	c/o Miller Thomson LLP 2700 Commerce Place 10155 102 Street Edmonton, AB T5J 4G8
Municipal District of Ranchlands No. 66	Report of Seizure	PO Box 1060 Nanton, AB T0L 1R0

Schedule C

inquiries 1-855-297-8311
24-hour
emergency 1-800-222-6514

Delivered by courier:

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Lexin Resources Ltd. (0CW8)
300, 404 - 6 Ave SW
Calgary, AB T2P 0R9

E-mail: tmccrary@lexin.ca

President
**Adeco Exploration
Company Ltd. (0ZA0)**
c/o Bennett Jones LLP
4500, 855 - 2 St SW
Calgary, AB T2P 4K7

President
**Canadian Natural
Resources Limited (0HE9)**
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Calgary, AB T2P 4J8

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President
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Mr. Paul Bothwell
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E-mail: tmcneill@pinecliffenergy.com,
HIsidoro@pinecliffenergy.com

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c/o Paramount Resources Ltd. (0AW4)
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President
Signalta Resources Limited
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regulatoryaffairs@taqa.ca

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c/o Lexin Resources Ltd.
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E-mail: deb.kniss@tamarackvalley.ca

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Calgary, AB T2P 3B6

E-mail: rdoetzel@zargon.ca

President
Dauntless Energy Inc. (A6H3)
1410, 606 4 St SW
Calgary, AB T2P 1T1

President
The Paddon Hughes Development Co.
Ltd. (0D74)
940, 1122 - 4 St SW
Calgary, AB T2R 1M1

E-mail: waldyk@paddonhughes.com

Inquiries 1-855-297-8311
24-hour
emergency 1-800-222-6514

Delivered by registered mail:

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(0NL1)
5309, 333 - 96 Ave NE
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E-mail:
gschermers@bearspawpet.com

President
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President
**Long Term Asset
Management Inc. (A6JF)**
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4th Floor, 4943 50 St
Red Deer, AB T4N 1Y1

This is Exhibit "S" referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
in and for Alberta
being a Barrister and Solicitor



Bonnie Roberts Jones
Direct Line: 416-203-4476
Email: brjones@groiaco.com

February 23, 2017

VIA EMAIL (*helene.debeer@aer.ca*)

Hélène de Beer, Director, Closure & Liability – Oil and Gas
Alberta Energy Regulator
Suite 1000
250 – 5th Street S.W.
Calgary, Alberta
T2P 0R4

Dear Ms. de Beer:

Re: Lexin Resources Ltd.

We act for Lexin Resources Ltd. ("Lexin"). As you know the Alberta Energy Regulatory ("AER") has issued Garnishing Orders against Lexin which has materially adversely affected Lexin's operations, liquidity and access to capital. The AER has also issued Environmental Orders against Lexin under the *Environmental Protection and Enhancement Act*. Lexin is presently unable to take the steps necessary to comply with the Environmental Orders as a result of the Garnishing Orders and the associated adverse effects on Lexin. Therefore, Lexin kindly requests the AER to immediately lift the Garnishing Orders.

Yours truly,

Bonnie Roberts Jones

This is **Exhibit "T"** referred to in the Affidavit of Laura Chant, sworn before me on March 11, 2017.



A Commissioner for Oaths in and for the
Province of Alberta

Patricia M. Johnston, Q.C.
A Commissioner for Oaths
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COURT FILE NUMBER 1701-02272
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary
APPLICANT LEXIN RESOURCES LTD.
RESPONDENT ALBERTA ENERGY REGULATOR
DOCUMENT APPLICATION BY LEXIN RESOURCES LTD.

Clerk's Stamp

CLERK OF THE COURT
FILED
FEB 27 2017
JUDICIAL CENTRE
OF CALGARY

ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF PARTY
FILING THIS DOCUMENT

GROIA & COMPANY
Professional Corporation Lawyers
365 Bay Street, Suite 1100
Toronto, ON M5H 2V1
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Joseph Groia, LSUC# 20612J
Tel : 416-203-4472
Bonnie Roberts Jones, LSUC # 41256L
Tel: 416-203-4476

NOTICE TO RESPONDENT:

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the Justice.

To do so, you must be in Court when the application is heard as shown below:

Date: **March 3, 2017**
Time: **10:00 a.m.**
Where: **Calgary - Calgary Courts Centre, 601-5 Street SW, Calgary, AB T2P 5P7**
Before Whom: **Justice of the Court of Queen's Bench**

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. An Order in the nature of mandamus directing the Alberta Energy Regulator ("AER") to forthwith take all reasonable steps to remedy all health, safety and environmental issues that may exist at the wells, facilities and pipelines for which Lexin Resources Inc. ("Lexin") is listed as the licensee (the "Lexin Sites");
2. An Order directing the AER to issue abandonment orders for the Lexin Sites which have already been designated as orphans by the AER and to have those sites transferred to the Orphan Well Association ("OWA");
3. An Order abridging time for service and filing of this Application, as may be necessary; and,
4. Such other relief as counsel may request and this Honourable Court may deem appropriate.

Grounds for making this application:

5. Lexin is a corporation extra-provincially registered in the province of Alberta that is engaged in the development and production of natural gas, natural gas liquids and crude oil.
6. The AER is a corporation established by the *Responsible Energy Development Act* ("REDA"), which is tasked with, among other things, overseeing the safe, efficient, orderly and environmentally responsible development of energy resources in Alberta.
7. The AER and Lexin are engaged in a long-standing dispute with respect to, among other things, the proper licensee for the Mazeppa Sour Gas Plant (the "Plant") and the appropriate amount of Lexin's liability to the AER (the "Dispute"). In connection with the Dispute, the AER has issued a number of notices and orders against Lexin, including, but not limited to:
 - a. Notices of Garnishment in respect of Lexin's purported debt to the AER;

- b. Closure/Abandonment orders ordering the suspension, closure and abandonment of various wells and pipelines, including an order that Lexin suspend and discontinue activities at the Plant; and,
 - c. Environmental Protection orders pursuant to the *Environmental Protection and Enhancement Act*.
- 8. On December 2, 2016, Lexin wrote to the AER and advised that the Dispute has materially adversely affected Lexin's operations, liquidity and access to capital.
- 9. On January 31, 2017, Lexin repeated its concerns with respect to the adverse effects the Dispute was having on its financial situation. Moreover, Lexin advised that the Dispute had caused very serious ongoing health and safety concerns related to the sour wells for which Lexin was listed as the licensee. Lexin advised that it was not sure it will be able to continue to provide proper health and safety overview and measures for the sour wells, particularly beyond February 15, 2017.
- 10. In the January 31, 2017 letter, Lexin expressed its concerns that there were serious health and safety risks for all concerned. Lexin suggested at the time that the sour wells needed to be transferred to the OWA and made itself available to meet with the AER at its earliest opportunity to discuss these concerns.
- 11. On February 14, 2017, the AER issued an order suspending Lexin's operations and licenses (the "Suspension Order") such that Lexin must immediately suspend operations. The AER has indicated that it had issued the Suspension Order because of its serious concerns that Lexin's continued operation of the Lexin Sites poses an unacceptable risk to public safety and the environment.
- 12. On February 14, 2017, the AER indicated that it intended to designate the Lexin Sites as orphans and to delegate authority to the OWA to carry out suspension activities.
- 13. On February 20, 2017, Lexin wrote to the AER and inquired as to whether or not abandonment orders had been issued with respect to the Lexin Sites listed in the Suspension Order.

14. On February 22, 2017, the AER indicated that 1088 of the 1662 Lexin Sites had been designated as orphans for suspension purposes, which has the effect of authorizing the OWA to address health and safety responsibilities on those sites.
15. On February 23, 2017, Lexin wrote to the AER and reiterated that the Dispute had adversely affected Lexin's operations, liquidity and access to capital and had affected Lexin's ability to take the steps necessary to comply with the Environmental Orders issued by the AER against Lexin. Lexin requested that the AER immediately lift the Garnishing Orders.
16. On February 24, 2017, the AER confirmed that it had not issued abandonment orders relating to the Lexin Sites and advised that it is not prepared to lift the Garnishing Orders at this time.
17. The AER has expressed its concerns that given the Suspension Order, there will be less activity on the Lexin Sites and greater risk of equipment being removed from the Lexin Sites by third parties in an unauthorized and potentially dangerous manner which could leave the Lexin Sites in an unsafe condition.
18. The Government of Alberta has expressed its concerns relating to the risks to public safety and the environment resulting from the unauthorized removal of equipment and infrastructure from sites, including the risk of substance release, fires or explosions.
19. The AER has serious concerns with respect to health, safety and environmental issues at the Lexin Sites that extend well beyond the removal of equipment.
20. Lexin currently has a very limited number of employees. It has an insufficient number of employees and resources to address the health and safety concerns at the Lexin Sites.
21. As a result of the various measures that the AER has taken against Lexin, Lexin is not capable of providing the appropriate level of care and custody of the Lexin Sites required to ensure that the health, safety and environmental concerns are properly addressed.

Material or evidence to be relied on:

- 22. Affidavits of Cory Schieman sworn February 14, 15, 16 and 22, 2017 and exhibits thereto;
- 23. Affidavits of Jodi Halpin sworn February 16 and 23, 2017 and exhibits thereto;
- 24. Affidavit of Elaine Blais sworn February 22, 2017 and exhibits thereto;
- 25. Affidavits of Tatsiana Okun, sworn February 16 and 25, 2017, and exhibits thereto; and,
- 26. Such further and other materials as counsel may advise and this Court may permit.

Applicable rules:

- 27. *Alberta Rules of Court*, Rule 6.3
- 28. Such further and other rules as counsel may advise and this Court may permit

Applicable Acts and regulations:

- 29. *Oil and Gas Conservation Act*, RSA 2000, c 0-6, section 70(2)
- 30. *Responsible Energy Development Act*, RSA 2012, c R-17.3, section 2
- 31. Alberta Energy Regulator, *Directive 006, section 7*

Any irregularity complained of or objection relied on:

- 32. N/A

How the application is proposed to be heard or considered:

- 33. Before a Justice in Chambers

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.