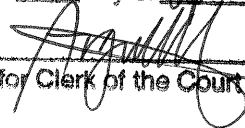


COURT FILE NUMBER **1701-03460**
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary
APPLICANT **ALBERTA ENERGY REGULATOR**
RESPONDENT **LEXIN RESOURCES LTD.**
DOCUMENT **DOCUMENT PROTOCOL ORDER**



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

I hereby certify this to be a true copy of
the original Document Protocol Order
Dated this 4 day of April 2017

for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: April 4, 2017

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

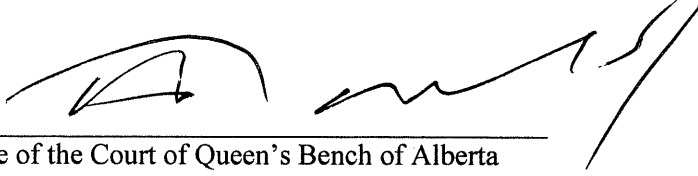
NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice A.D. Macleod

UPON THE APPLICATION of Grant Thornton Limited in its sole capacity as receiver of Lexin Resources Ltd. and not in its personal capacity (the "Receiver"); **AND UPON** having read the First Report of the Receiver dated March 30, 2017; **AND UPON** having heard the submissions of Counsel for the Receiver and any other counsel in attendance at this Application;

IT IS HEREBY ORDERED THAT:

1. Service of notice of this Application is deemed good and sufficient and this Application is properly returnable today.
2. The Protocol for the Review of Records by the Receiver and Disclosure to the Orphan Well Association, substantially in the form attached hereto as **Schedule "A"** is hereby approved.
3. The Protocol for the Review of Records seized by the Alberta Energy Regulator, substantially in the form attached hereto as **Schedule "B"** is hereby approved.

4. Service of this order shall be deemed good and sufficient by service on the Service List (as found at Schedule "A" to the Application) and by posting this order on the website maintained by the Receiver in respect of the Lexin Resources Ltd. receivership proceedings.

A handwritten signature in black ink, consisting of a large, stylized 'A' followed by a series of loops and a long, sweeping stroke that extends to the right.

Justice of the Court of Queen's Bench of Alberta

SCHEDULE "A"

Protocol for the Review of Records by the Court- Appointed Receiver of Lexin Resources Ltd. and the Urgent Disclosure of Records of Lexin Resources Ltd. to the Orphan Well Association

The following protocol (the "**Protocol**") outlines the manner in which Grant Thornton Limited, in its sole capacity as the Court-Appointed Receiver (the "**Receiver**") of Lexin Resources Ltd. ("**Lexin**") and not in its personal capacity, will review the records of Lexin Resources Ltd. and how the Orphan Well Association (the "**OWA**") will receive records on an urgent basis from the Receiver.

The Protocol applies to all Lexin records including those records as defined in the "Direction Regarding Inspection of Lexin Resources Ltd. (Lexin) Records and Licensed Sites" issued by the Alberta Energy Regulator (the "**AER**") on February 14, 2017 (the "**Lexin Records**"). Certain of the Lexin Records are required by the OWA for the urgent purpose of assisting the OWA in completing its mandate as delegated by the AER including responding in the event of an emergency and in relation to the designation of several Lexin properties as orphans for the purposes of suspension in accordance with s. 70(2)(a) of the *Oil and Gas Conservation Act*, RSA 2000, c O-6.

Any reference to "days" in this Protocol shall be "business days".

1. The Receiver has authority to take possession of all of the Lexin Records pursuant to the terms of the Receivership Order dated March 20, 2017.
2. Apart from the Lexin Emergency Records (as defined below), which are required on an urgent basis, the OWA may from time to time request Lexin Records from the Receiver as required, which request or requests shall be subject to the protocol set out herein.
3. Any interested party may apply to Court for advice and direction with respect to any step or procedure outlined in this Protocol.

Paper Records

4. Upon taking possession of hard copies of the Lexin Records (the "**Paper Records**"), but prior to review of same, the Receiver shall provide to counsel for Lexin, Groia & Company Professional Corporation ("**Groia & Company**"), a general index of the Paper Records on a continuous basis as those records are collected and catalogued. Such index may be limited to, depending upon the circumstances, a label on the box of documents if that is sufficient for identifying its contents. To the extent that a document is immediately identifiable on its face as a Lexin Emergency Record (as defined below), the Receiver may release same immediately to the OWA with a concurrent notification to Groia & Company that it has been released.
5. Upon receipt of the general index or indexes as the case may be, Groia & Company shall immediately (and in any case, within two (2) days), identify those documents or boxes of documents that it will not be reviewing for privilege (the "**Non-Privileged Records**"), and those documents or boxes of documents which may be "potentially privileged" and subject to review by Groia & Company (the "**Reviewable Paper Records**"). The Non-

Privileged Records shall be immediately reviewable by the Receiver. Lexin and Groia & Company acknowledge and agree that the Lexin Emergency Records (as defined below) shall form part of the Non-Privileged Records and shall not be subject to any privilege claim asserted by Lexin or Groia & Company.

6. Failure to provide the Receiver with the list of Non-Privileged Records and Reviewable Paper Records within two (2) days of receipt of the general index or indexes will result in Lexin waiving privilege claims to any of the Paper Records.
7. Groia & Company will take immediate steps to review the Reviewable Paper Records, such review to be completed within two (2) days of identifying the records as Reviewable Paper Records. Failure to review the Reviewable Paper Records within two (2) days will result in Lexin waiving privilege claims to any of the Reviewable Paper Records. If any of the Lexin Emergency Records (as defined below) are inadvertently included within the Reviewable Paper Records, Groia & Company will immediately advise the Receiver upon discovery and return such record(s) to the Receiver, and the Receiver may then immediately provide access to such record(s) to the OWA in accordance with paragraph 26 of this Protocol.
8. Upon the completion of the review contemplated in paragraph 7, above, any Reviewable Paper Records which Groia & Company identifies as subject to solicitor/client privilege will be placed in a sealed envelope and will not be reviewed by the Receiver or the OWA.
9. Within two (2) days of reviewing the Reviewable Paper Records, Groia & Company will provide a list of the Reviewable Paper Records marked privileged. Such list shall include a general description of each Reviewable Paper Record so marked, as well as the nature of the privilege claimed.
10. The Receiver may determine whether it wishes to advance any process to challenge the claim of privilege on the Reviewable Paper Records or otherwise marked as privileged and sealed.
11. Those Reviewable Paper Records that were claimed as privileged will remain secured by the Receiver and will not be released for review to the Receiver or to the OWA until Lexin agrees or a Court order authorizes such release.
12. The Receiver shall maintain a listing of any Paper Records which are provided to the OWA.

Electronic Records

13. An IT firm will be identified by the Receiver to safely extract the data (the “**Electronic Records**”) from any servers or other electronic database and establish a new database. The IT consultant shall be appointed as the database management specialist, or if the IT consultant is unable to provide such service, the Receiver shall appoint an independent database management specialist (“**DMS**”) to manage the database.

14. Immediately upon receiving a request from the Receiver (and no later than one (1) day from receiving such request), Groia & Company will provide the DMS with a confidential list of search terms identifying features (law firm domain names, law firm e-mail addresses, law firm and lawyer names, issues on which legal advice was likely sought/received, etc.) that would indicate Electronic Records which might be subject to solicitor/client privilege (“**Reviewable Electronic Records**”).
15. The DMS will create a folder of the Reviewable Electronic Records that are recovered based on the search terms provided by Groia & Company, which folder shall be marked “potentially privileged”.
16. The Electronic Records that are not identified as “potentially privileged” will be made immediately available to the Receiver and Groia & Company. Groia & Company may, upon review of the Electronic Records not marked “potentially privileged”, determine that some of the Electronic Records are privileged, in which case it shall immediately advise the Receiver of the privilege claim. Lexin and Groia & Company hereby acknowledge and agree that the Lexin Emergency Records (as defined below) shall not form part of the Reviewable Electronic Records nor shall they be subject to any privilege claim asserted by Lexin or Groia & Company. In the event of receiving notification that certain of the Electronic Records not marked “potentially privileged” are subject to a privilege claim, the Receiver shall immediately destroy all copies of the documents at issue in its possession in electronic or hard form, the original Electronic Records being maintained by the DMS. The documents at issue shall then be marked as privileged and treated as such by all parties and described by Groia & Company pursuant to paragraph 19. Such privilege claims shall remain subject to challenge pursuant to paragraph 20 of this Protocol.
17. The DMS will provide Lexin’s counsel with an electronic collection of the Reviewable Electronic Records and Groia & Company, within five (5) days of receipt of such electronic collection, will conduct a review of the Reviewable Electronic Records to determine whether they are subject to privilege and will mark any of those records determined to be privileged as “privileged” (the “**Privileged Electronic Records**”). If any of the Lexin Emergency Records (as defined below) are inadvertently included within the Reviewable Electronic Records, Groia & Company will immediately advise the DMS upon discovery of such record(s), the DMS may then immediately provide such record(s) to the Receiver and the Receiver shall be at liberty to provide a copy of such record(s) to the OWA in accordance with paragraph 28 of this Protocol.
18. The DMS will immediately provide the Reviewable Electronic Records that were determined not to be privileged to the Receiver.
19. The DMS will advise the Receiver of the number of Privileged Electronic Records and within two (2) days of having marked the Privileged Electronic Records as privileged, Groia & Company shall provide a general description of each of the Privileged Electronic Records as well as the nature of the privilege claimed.

20. The Receiver may determine whether any further process is necessary to challenge the claim of privilege on those Privileged Electronic Records.
21. Those Privileged Electronic Records will remain secured by the Receiver and not be released for review to the Receiver or to the OWA until Lexin agrees or a Court order directs such release.
22. The Receiver shall maintain a listing of any Electronic Records which are provided to the OWA.
23. Nothing that Lexin or its counsel does in compliance with this Protocol shall constitute a waiver of privilege, and Lexin continues to have the right to assert a privilege claim over any document that is in or comes into the possession of the OWA or the Receiver, save and except for the Lexin Emergency Records which Lexin and Groia & Company acknowledge are not subject to privilege.

Emergency Records

24. Upon taking possession of the Lexin Records, the OWA requests that the Receiver identify the following on an urgent basis from among the Lexin Records:
 - a. Emergency Response Plans for each field and well licensed by Lexin;
 - b. Well files and data in respect of each well licensed by Lexin, including:
 - i. Emergency Planning Zone ("EPZ") calculations, Shut-In Casing Pressure ("SICP"), Absolute Open Flow ("AOF"), and gas analyses;
 - ii. Downhole configurations;
 - iii. Recent workover information;
 - iv. Completion information;
 - v. Cement tops;
 - vi. Well logs;
 - vii. Monitoring data-sensors;
 - viii. Vendor information for workovers/maintenance; and
 - ix. Electronic well information and data from software programs including CS Explorer and Peleton WellView;
 - c. Surface files in respect of each well licensed by Lexin;
 - d. Facility files and data in respect of each facility licensed by Lexin, including:

- i. Equipment lists; and
 - ii. Process flow diagrams (connections);
- e. Pipeline files and data in respect of each pipeline licensed by Lexin, including:
 - i. Plats, maps, information, and ratings;
 - ii. Cathodic protection information; and
 - iii. Maintenance records and information;
- f. Environmental data in respect of all assets licensed by Lexin; and
- g. Landowner data in respect of all assets licensed by Lexin, including:
 - i. Landowner contact information, names, phone numbers, addresses, list of concerns; and
 - ii. Surface lease information;

(collectively, the "**Lexin Emergency Records**").

- 25. Lexin hereby acknowledges that the Lexin Emergency Records are not subject to any privilege claim asserted by Lexin or Groia & Company. Neither Lexin nor Groia & Company shall label or identify any of the Lexin Emergency Records as privileged, such records being immediately releasable to the Receiver and the OWA.
- 26. To the extent that any of the Lexin Emergency Records are identified by the Receiver in hard copy, the OWA requests that the Receiver provide the OWA with access to such records on an urgent basis, including for the purposes of making copies. The Receiver shall maintain a listing of all of the Lexin Emergency Records which are provided to the OWA.
- 27. In respect of any Lexin Emergency Records which are not identified by the Receiver in hard copy, the OWA may provide to the Receiver a list of search terms to assist in locating such records in electronic format from among the Lexin Records. To the extent that the Lexin Emergency Records are identified on their face based on the search terms provided, such Lexin Emergency Records shall be immediately releasable to the OWA, with concurrent notification to Groia & Company of such release.
- 28. To the extent that any of the Lexin Emergency Records are identified by the Receiver in electronic format, the OWA requests that the Receiver provide an electronic copy of such record(s) to the OWA on an immediate and urgent basis. The Receiver shall maintain a listing of all of the Lexin Emergency Records in electronic format which are provided to the OWA.

SCHEDULE "B"

PROTOCOL FOR THE DISCLOSURE OF RECORDS SEIZED BY THE ALBERTA ENERGY REGULATOR

The following protocol (the “**Protocol**”) outlines how Grant Thornton Limited in its capacity as court appointed receiver (the “**Receiver**”) of Lexin Resources Ltd. (“**Lexin**”) and not in its personal capacity, will receive records of Lexin (“**Records**”) seized by the Alberta Energy Regulator (the “**AER**”).

Any reference to “days” in this Protocol shall be “business days”.

Paper Records

1. An AER investigator will attend at the Receiver’s office and under the supervision of the investigator and the Receiver, will provide Lexin’s counsel with an opportunity to review the paper records (the “**Paper Records**”) that have been seized.
2. Lexin’s counsel shall have five (5) days within receiving the request from the Receiver to attend at the Receiver’s office at a time agreed upon by the Receiver, and review the Paper Records as contemplated in paragraph 1, above. Failure to attend at the Receiver’s office at a time agreed upon by the Receiver within five (5) days of such request will result in Lexin waiving privilege claims to any of the Paper Records.
3. Any Paper Records which Lexin’s counsel identifies as subject to solicitor/client privilege will be placed in a sealed envelope and will not be reviewed by the AER or the Receiver.
4. Within two (2) days of reviewing the Paper Records, Lexin’s counsel will provide a list of the Paper Records marked privileged. Such list shall include a general description of each Paper Record so marked, as well as the nature of the privilege claimed.
5. The AER will take the balance of the Paper Records and have them copied, and provide a copy to the Receiver and counsel for Lexin.
6. The Receiver and the AER may each determine whether they wish to advance any process to challenge the claim of privilege on the Paper Records marked as privileged and sealed.
7. Those Paper Records that were claimed as privileged will remain secured by the AER and will not be released to the Receiver or to the AER for its investigation until Lexin agrees or a Court order authorizes such release.

Electronic Records

8. An IT firm will be identified by the AER and the Receiver to safely extract the data (the “**Electronic Records**”) from the servers under the oversight of the AER investigators and

establish a database. The IT consultant shall be appointed as the database management specialist, or if the IT consultant is unable to provide such service, the Receiver, in consultation with the AER, shall appoint an independent database management specialist (“DMS”) to manage the database.

9. Within five (5) days of receiving a request, Lexin’s counsel will provide the DMS with a confidential list of search terms identifying features (domain names, e-mail addresses, law firm and lawyer names, issues on which legal advice was likely sought/received, etc.) that would indicate Electronic Records which might be subject to solicitor/client privilege.

10. The DMS will load the full set of files and will not allow the Receiver or the AER access to the full database (original database).

11. The DMS will create a folder of the Electronic Records that are recovered based on the search terms provided by Lexin’s legal counsel, which folder shall be marked “potentially privileged”.

12. The Electronic Records that are not identified as “potentially privileged” will be made available to the Receiver, AER and Lexin’s counsel. Lexin’s counsel may, upon review of the Electronic Records not marked “potentially privileged”, determine that some of the Electronic Records are privileged, in which case it shall immediately advise the Receiver and the AER of the privilege claim. In the event of such notification, the AER and the Receiver shall immediately destroy all copies of the documents at issue in their possession in electronic or hard form with no impact on the investigation proceedings initiated by the AER. The original Electronic Records shall be maintained by the DMS. The documents at issue shall then be marked as privileged and treated as such by all parties and described by Lexin’s counsel pursuant to paragraph 15. Such privilege claims shall remain subject to challenge pursuant to paragraph 16 of this Protocol.

13. The DMS will provide Lexin’s counsel with an electronic collection of the records identified through the screening process as “potentially privileged” and Lexin’s counsel, within five (5) days of receipt of such electronic collection, will conduct a review of the “potentially privileged” Electronic Records to determine whether they are subject to privilege and will mark any of those “potentially privileged” Electronic Records determined to be privileged as “privileged”.

14. The DMS will provide the “potentially privileged” subset of Electronic Records that were determined not to be privileged to the Receiver and AER.

15. The DMS will advise the Receiver and the AER of the number of Electronic Records that Lexin is claiming as privileged and within two (2) days of having marked the Electronic Records as privileged, Lexin’s counsel shall provide a general description of each of the Electronic Records marked privileged as well as the nature of the privilege claimed.

16. The Receiver and AER may each determine whether any further process is necessary to challenge the claim of privilege on those remaining documents.

17. Those Electronic Records that were claimed as privileged will remain secured by the AER and not be released to the Receiver or to the AER for its investigation until Lexin agrees or a Court order directs such release.

18. Nothing that Lexin or its counsel does in compliance with this Protocol shall constitute a waiver of privilege, and Lexin continues to have the right to assert a privilege claim over any document that is in or comes into the possession of the Receiver or the AER.