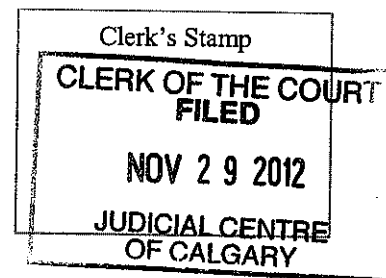


COURT FILE NUMBER **1101-16110**
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary
APPLICANTS **IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, RSC
1985, c C-36, AS AMENDED**



**AND IN THE MATTER OF OILSANDS
QUEST INC., OILSANDS QUEST SASK
INC., TOWNSHIP PETROLEUM
CORPORATION, STRIPPER ENERGY
SERVICES INC., 1291329 ALBERTA LTD.,
OILSANDS QUEST TECHNOLOGY INC.,
WESTERN PETROCHEMICALS CORP.
and 1259882 ALBERTA LTD.**

DOCUMENT **ORDER
(Appointing Litigation Agent)**

ADDRESS FOR SERVICE AND Josef G.A. Kruger Q.C.
CONTACT INFORMATION OF Borden Ladner Gervais LLP
PARTY FILING THIS 1900, 520 3rd Ave. S.W.
DOCUMENT Calgary, AB T2P 0R3
 Telephone: (403) 232-9563
 Facsimile: (403) 266-1395
 Email: jkruger@blg.com
 File No. 413255.000037

DATE ON WHICH ORDER WAS November 29, 2012
PRONOUNCED

NAME OF JUSTICE WHO MADE The Honourable Justice Macleod
THIS ORDER

UPON THE APPLICATION of Oilsands Quest Inc., Oilsands Quest Sask Inc., Township Petroleum Corporation, Stripper Energy Services Inc., 1291329 Alberta Ltd., Oilsands Quest Technology Inc., Western Petrochemicals Corp. and 1259882 Alberta Ltd. (collectively, "**OQI**"), represented herein by the Monitor, Ernst & Young Inc. ("E&Y") pursuant to the extended powers granted to the Monitor by Order

dated June 28, 2012, AND UPON having read the Twelfth Report of the Monitor, and the pleadings and proceedings filed herein; AND UPON hearing counsel for OQI, the Monitor and from any other affected parties that may be present;

IT IS HEREBY ORDERED AND DECLARED THAT:

Service

1. The time for service of notice of this Application for this Order is hereby abridged and deemed good and sufficient and this Application is properly returnable today.

Appointment of Hardie & Kelly Inc. as Agent

2. Hardie & Kelly Inc. ("H&K") is hereby authorized, directed, and appointed to act as agent of OQI in all matters in which E&Y cannot act as Agent due to conflict, or other reasons ("Conflicted Claims") including, *inter alia*, reviewing and responding to any claims TD Securities Inc. may make against OQI in the Subsequent Claims Process ordered on November 29, 2012 (the "Subsequent Claims Process Order") or otherwise.
3. H&K will have all rights, duties and obligations which the Monitor has pursuant to the Subsequent Claims Process Order as far as the Conflicted Claims are concerned.
4. The Initial Order in this matter dated November 29, 2011 is hereby amended by substituting paragraph 30 thereof with the following paragraph:

"The Monitor, counsel to the Monitor, if any, the Applicants' counsel, and the litigation agent and its counsel, as security for the proceeding fees and disbursements incurred both before and after the granting of this Order, shall be entitled to the benefits of and are hereby granted a charge (the "Administration Charge") on the Property, which charge shall not exceed an aggregate amount of \$1,000,000, as security for their professional fees and disbursements incurred at the normal rates and charges of the Monitor, the Litigation Agent and such counsel, both before and after the making of this order in respect of these proceedings. The Administration Charge shall have the property set out in paragraphs 32 and 34 hereof."



Justice of the Court of Queen's Bench of Alberta