

NOTICE TO CREDITORS OF OILSANDS QUEST INC.

NOTICE IS HEREBY GIVEN that Oilsands Quest Inc. ("OQI") has filed with the Alberta Court of Queen's Bench (the "Court") a Plan of Arrangement dated January 22, 2013 (as amended from time to time, the "**Plan**") pursuant to the *Companies' Creditors Arrangement Act* (Canada), as amended (the "**CCAA**").

The Plan contemplates the compromise of rights and claims of certain creditors of OQI (as defined in the Plan, "**Affected Creditors**"). Affected Claims (as that term is defined in the Plan) of Affected Creditors constitute one (1) class as established in the Plan, the "**Affected Creditors Class**".

NOTICE IS ALSO HEREBY GIVEN that a meeting of the Creditors (as that term is defined in the Plan) (the "Creditors' Meeting") will be held at Borden Ladner Gervais LLP, 1900, 520 Third Avenue S.W., Calgary, Alberta T2P 0R3 at 2:00 p.m. on February 21, 2013 for the purpose of considering and, if thought advisable by the Creditors, voting in favour of, with or without variation, a resolution to approve the Plan and to transact such other business as may properly come before such Creditors' Meeting or any adjournment thereof. The Creditors' Meeting is being held pursuant to the Order of the Court made on January 29, 2013 by the Honourable Madam Justice K. Horner (the "**Creditors' Meeting Order**").

The quorum for the Creditors' Meeting has been set by the Creditors' Meeting Order as the presence, in person or by proxy, at the Creditors' Meeting of one (1) Creditor.

To become effective, in respect of the Affected Creditors' Class, the Plan must be approved by a majority in number of Affected Creditors who represent at least two-thirds in value of the Voting Claims (as defined in the Plan) of the Creditors who actually vote on the resolution approving the Plan (in person or by proxy) at the Creditors' Meeting. The Plan must also be sanctioned by a final order of the Court under the CCAA.

NOTICE IS ALSO HEREBY GIVEN that such order will be sought on February 25, 2013 at 10:00 a.m. At that time OQI will also seek the other relief specified in the Plan. Subject to the satisfaction of the conditions to implementation of the Plan, all Affected Claims of Affected Creditors will then receive the treatment set out in the Plan unless otherwise ordered by the Court.

The value of each Affected Claim for voting purposes has or will be determined pursuant to the Creditors' Meeting Order, the Claims Process Order, the Subsequent Claims Process Order, the Plan, the CCAA, and any further order of the Court.

Any Creditor who is entitled to vote at the Creditors' Meeting but is unable to attend the Creditors' Meeting is requested to date, sign and return the enclosed form of proxy in the return envelope provided. In order to be used at the Creditors' Meeting, a proxy must be deposited with the Monitor, at the address below, at any time prior to 5:00 p.m. on the last Court Day (as that term is defined in the Creditors' Meeting Order) before the Creditors' Meeting, or with the Chair of the Creditors' Meeting prior to the commencement of the Creditors' Meeting or any adjournment thereof.

The Monitor's address for the purpose of filing forms of proxy and for obtaining any additional information or materials related to the Creditors' Meeting is:

Ernst & Young Inc.
Court Appointed Monitor of OQI
#1000, 440-2 Avenue S.W.
Calgary, AB T2P 5E9
Attention: Jessica Caden
Fax: (403) 206-5075
Email: jessica.caden@ca.ey.com

This notice is given by the OQI pursuant to the Creditors' Meeting Order.

You can view copies of the documents relating to this process on the following website www.ey.com/ca/oilsandsquest.

Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Plan.

DATED this 31st day of January, 2013.