

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
MARSHALL W. COLLINS, GARY DANNENBERG, :
THEODORE M. KOLER, AND ELMER WALKER, :
Individually and on Behalf of All Others Similarly :
Situating :
:

Plaintiffs, :

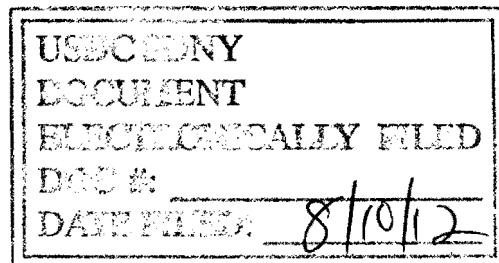
-v- :

OILSANDS QUEST INC. (f/k/a CANWEST :
PETROLEUM CORPORATION), CHRISTOPHER :
H. HOPKINS, T. MURRAY WILSON, KARIM :
HIRJI, GARTH WONG, RONALD PHILLIPS, :
THOMAS MILNE, GORDON TALLMAN, :
WILLIAM SCOTT THOMPSON, PAMELA :
WALLIN, JOHN READ, AND MCDANIEL & :
ASSOCIATES CONSULTINGS LTD., :

Defendants :

11 Civ. 1288 (JSR)

ORDER



----- X
In re: OILSANDS QUEST INC., *et al.*, :

Applicants in Foreign Proceedings. :

Chapter 15
12-10476 (JSR)

ORDER

ORDER ENFORCING CLAIMS ORDERS OF THE ALBERTA COURT

Pending before the Court is the *Motion for Orders Enforcing Orders of the Alberta Court* filed by Ernst & Young, the bankruptcy monitor and authorized foreign representative (the "**Monitor**") of Oilsands Quest Inc. and certain of its subsidiaries in proceedings under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Court of Queen's Bench Alberta (the "**Alberta Court**"). By the Motion, the Monitor seeks, among other things, an order giving full force and effect in the United States to the orders of the Alberta Court dated June 28, 2012 and July 20, 2012, annexed hereto as Exhibit 1 and Exhibit 2 respectively, requiring

creditors of Oilsands Quest Inc., Oilsands Quest Sask Inc., Township Petroleum Corporation, and 1291329 Alberta Ltd. to file claims against those entities (together, the "**Claims Orders**").

The Court hereby grants the Monitor's request that this Court give full force and effect in the United States to the Claims Orders.

SO ORDERED.

Dated: New York, New York
August 9, 2012


JED S. RAKOFF, U.S.D.J.

EXHIBIT 1

COURT FILE NUMBER 1101-15110

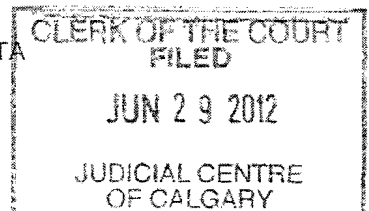
Clerk's Stamp

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
(Claims Procedure)

I hereby certify this to be a true copy of
the original Order

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

Norton Rose Canada LLP
3700 Devon Tower
400 Third Avenue SW
Calgary, Alberta T2P 4H2
Telephone: +1 403.267.8222
Fax: +1 403.264.5973
Attention: Randal Van de Mosselaer / Kyle D. Kashuba
Email: randal.vandemosselaer@nortonrose.com
kyle.kashuba@nortonrose.com
File No. 196023

Dated this 29 day of June, 2012
[Signature]
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED June 28, 2012

NAME OF JUSTICE WHO MADE THIS ORDER The Honourable Madam Justice B.E.C. Romaine

UPON THE APPLICATION of Oilsands Quest Inc. ("OQI"), Oilsands Quest Sask Inc. ("Sask"), Township Petroleum Corporation ("TPC"), Stripper Energy Services Inc., 1291329 Alberta Ltd. ("129"), Oilsands Quest Technology Inc., Western Petrochemicals Corp. and 1259882 Alberta Ltd. (collectively, the "Applicants" or "Oilsands Quest"); **AND UPON** having read the Affidavit of Garth Wong, filed June 26, 2012 (the "June 2012 Wong Affidavit"), the Seventh Report of Ernst & Young Inc., in its capacity as Court-appointed Monitor (the "Monitor") of Oilsands Quest, filed June 27, 2012 (the "Seventh Report"), and the pleadings and proceedings filed herein; **AND UPON** hearing counsel for Oilsands Quest, 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 this notice of this Application for this Order is hereby abridged and deemed good and sufficient and this Application is properly returnable today.

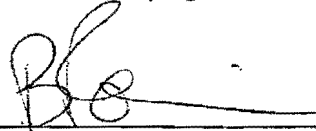
Claims Procedure

2. Capitalized terms not defined herein shall have the meanings ascribed to them in the Seventh Report of the Monitor.
3. The Monitor shall on or before July 6, 2012, in cooperation with Oilsands Quest, send a notice by registered mail, email, courier service or facsimile to each known creditor of each of OQI, Sask, TPC and 129 (the "**Affected Companies**" and each an "**Affected Company**"), as those creditors are identified to it by Oilsands Quest, indicating the amount of such creditor's claim against the Affected Companies as of November 29, 2011 (the "**Notices to Creditor**" and each a "**Notice to Creditor**"). In the circumstance of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which the Affected Company is prepared to allow as a claim by such creditor. The Notice to Creditor shall state whether a creditor's claim is secured or unsecured. Notices to Creditor substantially in the forms attached collectively as Schedule "**A**" to this Order is hereby approved with respect to each of the Affected Companies.
4. The Monitor shall also send, together with the Notice to Creditor, a form of proof of claim (the "**Proofs of Claim**" and each a "**Proof of Claim**") to each creditor or possible creditor described above. If a creditor wishes to dispute the Affected Company's assessment of its claim in the Notice to Creditor, it must complete and forward to the Monitor on or before August 2, 2012, with a copy to Oilsands Quest, a completed Proof of Claim advancing a claim in a different amount, and/or claiming secured status if applicable, supported by appropriate documentation. In the event that a Proof of Claim is not received by the Monitor as the case may be, by August 2, 2012, the amount of such creditor's claim and its status as secured or unsecured will, unless otherwise ordered by this Court, be conclusively deemed to be as shown in the Notice to Creditor

sent by the Monitor. Proofs of Claim substantially in the forms attached collectively as Schedule "B" to this order are hereby approved for each of the Affected Companies.

5. The Monitor shall also arrange to publish a Notice to Creditor Advertisement in the Calgary Herald newspaper on or before July 6, 2012. An advertisement substantially in the form of Notice to Creditor Advertisement attached as Schedule "C" to this Order is hereby approved.
6. Any party who does not receive a Notice to Creditor and who wishes to advance a claim against the Affected Company must complete and forward to the Monitor, a completed Proof of Claim supported by appropriate documentation advancing its claim and claiming secured status if applicable, with a copy to Oilsands Quest, on or before August 2, 2012.
7. Where a Proof of Claim is sent to the Monitor by a creditor prior to the deadline referred to herein, either as a result of disagreement with the Notice to Creditor or otherwise, then the Affected Company, with the cooperation of the Monitor, shall review the Proof of Claim and the Monitor shall provide to the creditor a notice in writing by registered mail, email, courier service or facsimile as to whether the claim set out in the Proof of Claim is accepted, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, the Company shall prepare and the Monitor shall issue its written reasons for the dispute (the "**Notices of Dispute**" and each a "**Notice of Dispute**"). Notices of Dispute substantially in the form attached as Schedule "D" to this Order is hereby approved with respect each of the Affected Companies.
8. Where a creditor wishes to challenge the Affected Company's Notice of Dispute, the creditor must notify the Monitor of its objection in writing by registered mail, courier service or facsimile within 15 days of the date of the Notice of Dispute. The creditor shall thereafter serve on the Monitor, with a copy to Oilsands Quest, a filed Application together with a supporting Affidavit in these proceedings returnable within 10 days after it gave its notice of objection, for the determination by the Court of the claim in dispute. Creditors not filing an objection to a Notice of Dispute issued by the Monitor, or failing to file an Application with a supporting Affidavit in accordance within the time period set out above shall, unless otherwise ordered by this Court, be conclusively deemed to have accepted the assessment of their claims set out in such Notice of Dispute.

9. Claims not proven in accordance with the procedures set out above shall, unless otherwise ordered by this Court, be deemed to be forever barred and may not thereafter be advanced against the Affected Company or any of the Applicants in the event that a plan of arrangement is approved by creditors, sanctioned by this Honourable Court, and implemented.
10. Oilsands Quest shall serve a copy of this Order on all parties attending at the hearing of the within Application and the Monitor shall post a copy of this Order on its website and include the address of the website with the materials sent to creditors and claimants of the Affected Companies, which together shall be deemed good and sufficient service of this Order upon all interested parties.
11. Oilsands Quest and the Monitor are at liberty and are hereby authorized and empowered to apply to any Court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for advice, assistance and direction as may be necessary to give full force and effect to, and in carrying out the terms of, this Order.



Justice of the Court of Queen's Bench of Alberta

SCHEDULE "A"
NOTICES TO CREDITOR

NOTICE TO CREDITOR OF OILSANDS QUEST INC.

TO: [NAME AND ADDRESS OF CREDITOR]

On November 29, 2011, Oilsands Quest Inc. ("OQI"), applied for and received protection from its creditors by order of the Court of Queen's Bench of Alberta (the "Court") pursuant to the *Companies Creditors' Arrangements Act* (the "CCAA"). Ernst & Young Inc. was appointed Monitor of OQI (the "Monitor"). It is the intention of OQI to propose a plan of compromise and arrangement to its creditors.

On June 28, 2012, the Court granted a further order prescribing a process by which the identity and status of all creditors of OQI and the amounts of their claims will be established for purposes of the CCAA proceedings (the "Claims Process Order"). A copy of the Claims Process Order may be viewed at www.ey.com/ca/oilsandsquest.

Pursuant to the Claims Process Order, the Monitor, in cooperation with OQI, is to send a notice to each known creditor of OQI (the "Notice to Creditor") indicating the amount of such creditor's claim as of November 29, 2011. In the case of the claims of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which OQI is prepared to allow as a claim by such creditor.

All claims against OQI are listed as unsecured based on the records of OQI.

OQI HAS REVIEWED ITS RECORDS AND ACCEPTS THAT YOUR CLAIM AGAINST OQI, AS OF NOVEMBER 29, 2011, WAS AN [UNSECURED/SECURED] CLAIM IN THE AMOUNT OF \$_____.

IN THE EVENT THAT YOU AGREE WITH OQI'S ASSESSMENT OF YOUR CLAIM, YOU NEED TAKE NO FURTHER ACTION.

HOWEVER, IF YOU WISH TO DISPUTE OQI'S ASSESSMENT OF YOUR CLAIM, YOU MUST TAKE THE STEPS OUTLINED BELOW.

The Claims Process Order provides that if a creditor disagrees with the assessment of its claim set out in this Notice to Creditor, the creditor must complete and return to the Monitor, with a copy to OQI, a completed Proof of Claim advancing a claim in a different amount and/or claiming secured status if applicable, supported by appropriate documentation. A blank Proof of Claim form is enclosed. The Proof of Claim with supporting documentation must be received by the Monitor no later than **July 20, 2012**. If no such Proof of Claim is received by the Monitor by that date the amount of such creditor's claim and its status as secured or unsecured will be, subject to further order of the Court, conclusively deemed to be as shown in this Notice to Creditor.

The Claims Process Order also provides that any party who does not receive a Notice to Creditor and who wishes to advance a claim against OQI must complete and forward to the Monitor, with a copy to OQI, a completed Proof of Claim supported by appropriate documentation advancing its claim and claiming secured status if applicable, on or before **July 20, 2012**.

Claims not proven in accordance with the procedures set out above shall, unless otherwise ordered by the Court, be deemed to be forever barred and may not thereafter be advanced against OQI.

Where a Proof of Claim is sent OQI, with the cooperation of the Monitor, will review the Proof of Claim and the Monitor shall provide to the creditor a notice in writing by registered mail, by courier service, email or by facsimile as to whether the claim set out in the Proof of Claim is accepted, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, the Monitor will issue a Notice of Dispute indicating the reasons for the dispute.

The Claims Process Order further provides that where a creditor objects to a Notice of Dispute, the creditor must notify the Monitor, of the objection in writing by registered mail, courier service, email or facsimile within fifteen (15) days of receipt of the Notice of Dispute. The creditor shall thereafter serve on the Monitor, with a copy to OQI, a filed Notice of Motion with a supporting Affidavit in OQI's CCAA proceedings, returnable within ten (10) calendar days after it gave its notice of objection, for the determination by the Court of the claim in dispute.

If you have any questions regarding the claims process or the attached materials, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5153 or jessica.caden@ca.ey.com.

Dated the _____ day of July, 2012 in Calgary, Alberta

Ernst & Young Inc., in its capacity as
Monitor of Oilsands Quest Inc.

NOTICE TO CREDITOR OF OILSANDS QUEST SASK INC.

TO: [NAME AND ADDRESS OF CREDITOR]

On November 29, 2011, Oilsands Quest Sask Inc. ("Sask"), applied for and received protection from its creditors by order of the Court of Queen's Bench of Alberta (the "Court") pursuant to the *Companies Creditors' Arrangements Act* (the "CCAA"). Ernst & Young Inc. was appointed Monitor of Sask (the "Monitor"). It is the intention of Sask to propose a plan of compromise and arrangement to its creditors.

On June 28, 2012, the Court granted a further order prescribing a process by which the identity and status of all creditors of Sask and the amounts of their claims will be established for purposes of the CCAA proceedings (the "Claims Process Order"). A copy of the Claims Process Order may be viewed at www.ey.com/ca/oilsandsquest.

Pursuant to the Claims Process Order, the Monitor, in cooperation with Sask, is to send a notice to each known creditor of Sask (the "Notice to Creditor") indicating the amount of such creditor's claim as of November 29, 2011. In the case of the claims of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which Sask is prepared to allow as a claim by such creditor.

All claims against Sask are listed as unsecured based on the records of Sask.

SASK HAS REVIEWED ITS RECORDS AND ACCEPTS THAT YOUR CLAIM AGAINST SASK, AS OF NOVEMBER 29, 2011, WAS AN [UNSECURED/SECURED] CLAIM IN THE AMOUNT OF \$_____.

IN THE EVENT THAT YOU AGREE WITH SASK'S ASSESSMENT OF YOUR CLAIM, YOU NEED TAKE NO FURTHER ACTION.

HOWEVER, IF YOU WISH TO DISPUTE SASK'S ASSESSMENT OF YOUR CLAIM, YOU MUST TAKE THE STEPS OUTLINED BELOW.

The Claims Process Order provides that if a creditor disagrees with the assessment of its claim set out in this Notice to Creditor, the creditor must complete and return to the Monitor, with a copy to Sask, a completed Proof of Claim advancing a claim in a different amount and/or claiming secured status if applicable, supported by appropriate documentation. A blank Proof of Claim form is enclosed. The Proof of Claim with supporting documentation must be received by the Monitor no later than **July 20, 2012**. If no such Proof of Claim is received by the Monitor by that date the amount of such creditor's claim and its status as secured or unsecured will be, subject to further order of the Court, conclusively deemed to be as shown in this Notice to Creditor.

The Claims Process Order also provides that any party who does not receive a Notice to Creditor and who wishes to advance a claim against Sask must complete and forward to the Monitor, with a copy to Sask, a completed Proof of Claim supported by appropriate documentation advancing its claim and claiming secured status if applicable, on or before **July 20, 2012**.

Claims not proven in accordance with the procedures set out above shall, unless otherwise ordered by the Court, be deemed to be forever barred and may not thereafter be advanced against Sask.

Where a Proof of Claim is sent Sask, with the cooperation of the Monitor, will review the Proof of Claim and the Monitor shall provide to the creditor a notice in writing by registered mail, by courier service, email or by facsimile as to whether the claim set out in the Proof of Claim is accepted, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, the Monitor will issue a Notice of Dispute indicating the reasons for the dispute.

The Claims Process Order further provides that where a creditor objects to a Notice of Dispute, the creditor must notify the Monitor, of the objection in writing by registered mail, courier service, email or facsimile within fifteen (15) days of receipt of the Notice of Dispute. The creditor shall thereafter serve on the Monitor, with a copy to Sask, a filed Notice of Motion with a supporting Affidavit in Sask's CCAA proceedings, returnable within ten (10) calendar days after it gave its notice of objection, for the determination by the Court of the claim in dispute.

If you have any questions regarding the claims process or the attached materials, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5153 or jessica.caden@ca.ey.com.

Dated the _____ day of July, 2012 in Calgary, Alberta

Ernst & Young Inc., in its capacity as
Monitor of Oilsands Quest Sask Inc.

NOTICE TO CREDITOR OF TOWNSHIP PETROLEUM CORPORATION

TO: [NAME AND ADDRESS OF CREDITOR]

On November 29, 2011, Township Petroleum Corporation ("TPC"), applied for and received protection from its creditors by order of the Court of Queen's Bench of Alberta (the "Court") pursuant to the *Companies Creditors' Arrangements Act* (the "CCAA"). Ernst & Young Inc. was appointed Monitor of TPC (the "Monitor"). It is the intention of TPC to propose a plan of compromise and arrangement to its creditors.

On June 28, 2012, the Court granted a further order prescribing a process by which the identity and status of all creditors of TPC and the amounts of their claims will be established for purposes of the CCAA proceedings (the "Claims Process Order"). A copy of the Claims Process Order may be viewed at www.ey.com/ca/oilsandsquest.

Pursuant to the Claims Process Order, the Monitor, in cooperation with TPC, is to send a notice to each known creditor of TPC (the "Notice to Creditor") indicating the amount of such creditor's claim as of November 29, 2011. In the case of the claims of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which TPC is prepared to allow as a claim by such creditor.

All claims against TPC are listed as unsecured based on the records of TPC.

TPC HAS REVIEWED ITS RECORDS AND ACCEPTS THAT YOUR CLAIM AGAINST TPC, AS OF NOVEMBER 29, 2011, WAS AN [UNSECURED/SECURED] CLAIM IN THE AMOUNT OF \$_____.

IN THE EVENT THAT YOU AGREE WITH TPC'S ASSESSMENT OF YOUR CLAIM, YOU NEED TAKE NO FURTHER ACTION.

HOWEVER, IF YOU WISH TO DISPUTE TPC'S ASSESSMENT OF YOUR CLAIM, YOU MUST TAKE THE STEPS OUTLINED BELOW.

The Claims Process Order provides that if a creditor disagrees with the assessment of its claim set out in this Notice to Creditor, the creditor must complete and return to the Monitor, with a copy to TPC, a completed Proof of Claim advancing a claim in a different amount and/or claiming secured status if applicable, supported by appropriate documentation. A blank Proof of Claim form is enclosed. The Proof of Claim with supporting documentation must be received by the Monitor no later than **July 20, 2012**. If no such Proof of Claim is received by the Monitor by that date the amount of such creditor's claim and its status as secured or unsecured will be, subject to further order of the Court, conclusively deemed to be as shown in this Notice to Creditor.

The Claims Process Order also provides that any party who does not receive a Notice to Creditor and who wishes to advance a claim against TPC must complete and forward to the Monitor, with a copy to TPC, a completed Proof of Claim supported by appropriate documentation advancing its claim and claiming secured status if applicable, on or before **July 20, 2012**.

Claims not proven in accordance with the procedures set out above shall, unless otherwise ordered by the Court, be deemed to be forever barred and may not thereafter be advanced against TPC.

Where a Proof of Claim is sent TPC, with the cooperation of the Monitor, will review the Proof of Claim and the Monitor shall provide to the creditor a notice in writing by registered mail, by courier service, email or by facsimile as to whether the claim set out in the Proof of Claim is accepted, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, the Monitor will issue a Notice of Dispute indicating the reasons for the dispute.

The Claims Process Order further provides that where a creditor objects to a Notice of Dispute, the creditor must notify the Monitor, of the objection in writing by registered mail, courier service, email or facsimile within fifteen (15) days of receipt of the Notice of Dispute. The creditor shall thereafter serve on the Monitor, with a copy to TPC, a filed Notice of Motion with a supporting Affidavit in TPC's CCAA proceedings, returnable within ten (10) calendar days after it gave its notice of objection, for the determination by the Court of the claim in dispute.

If you have any questions regarding the claims process or the attached materials, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5153 or jessica.caden@ca.ey.com.

Dated the _____ day of July, 2012 in Calgary, Alberta

Ernst & Young Inc., in its capacity as
Monitor of Township Petroleum Corporation

NOTICE TO CREDITOR OF 1291329 ALBERTA LTD.

TO: [NAME AND ADDRESS OF CREDITOR]

On November 29, 2011, 1291329 Alberta Ltd. ("129"), applied for and received protection from its creditors by order of the Court of Queen's Bench of Alberta (the "Court") pursuant to the *Companies Creditors' Arrangements Act* (the "CCAA"). Ernst & Young Inc. was appointed Monitor of 129 (the "Monitor"). It is the intention of 129 to propose a plan of compromise and arrangement to its creditors.

On June 28, 2012, the Court granted a further order prescribing a process by which the identity and status of all creditors of 129 and the amounts of their claims will be established for purposes of the CCAA proceedings (the "Claims Process Order"). A copy of the Claims Process Order may be viewed at www.ey.com/ca/oilsandsquest.

Pursuant to the Claims Process Order, the Monitor, in cooperation with 129, is to send a notice to each known creditor of 129 (the "Notice to Creditor") indicating the amount of such creditor's claim as of November 29, 2011. In the case of the claims of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which 129 is prepared to allow as a claim by such creditor.

All claims against 129 are listed as unsecured based on the records of 129.

129 HAS REVIEWED ITS RECORDS AND ACCEPTS THAT YOUR CLAIM AGAINST 129, AS OF NOVEMBER 29, 2011, WAS AN [UNSECURED/SECURED] CLAIM IN THE AMOUNT OF \$ _____.

IN THE EVENT THAT YOU AGREE WITH 129'S ASSESSMENT OF YOUR CLAIM, YOU NEED TAKE NO FURTHER ACTION.

HOWEVER, IF YOU WISH TO DISPUTE 129'S ASSESSMENT OF YOUR CLAIM, YOU MUST TAKE THE STEPS OUTLINED BELOW.

The Claims Process Order provides that if a creditor disagrees with the assessment of its claim set out in this Notice to Creditor, the creditor must complete and return to the Monitor, with a copy to 129, a completed Proof of Claim advancing a claim in a different amount and/or claiming secured status if applicable, supported by appropriate documentation. A blank Proof of Claim form is enclosed. The Proof of Claim with supporting documentation must be received by the Monitor no later than **July 20, 2012**. If no such Proof of Claim is received by the Monitor by that date the amount of such creditor's claim and its status as secured or unsecured will be, subject to further order of the Court, conclusively deemed to be as shown in this Notice to Creditor.

The Claims Process Order also provides that any party who does not receive a Notice to Creditor and who wishes to advance a claim against 129 must complete and forward to the Monitor, with a copy to 129, a completed Proof of Claim supported by appropriate documentation advancing its claim and claiming secured status if applicable, on or before **July 20, 2012**.

Claims not proven in accordance with the procedures set out above shall, unless otherwise ordered by the Court, be deemed to be forever barred and may not thereafter be advanced against 129.

Where a Proof of Claim is sent 129, with the cooperation of the Monitor, will review the Proof of Claim and the Monitor shall provide to the creditor a notice in writing by registered mail, by courier service, email or by facsimile as to whether the claim set out in the Proof of Claim is accepted, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, the Monitor will issue a Notice of Dispute indicating the reasons for the dispute.

The Claims Process Order further provides that where a creditor objects to a Notice of Dispute, the creditor must notify the Monitor, of the objection in writing by registered mail, courier service, email or facsimile within fifteen (15) days of receipt of the Notice of Dispute. The creditor shall thereafter serve on the Monitor, with a copy to 129, a filed Notice of Motion with a supporting Affidavit in 129's CCAA proceedings, returnable within ten (10) calendar days after it gave its notice of objection, for the determination by the Court of the claim in dispute.

If you have any questions regarding the claims process or the attached materials, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5153 or jessica.caden@ca.ey.com.

Dated the _____ day of July, 2012 in Calgary, Alberta

Ernst & Young Inc., in its capacity as
Monitor of 1291329 Alberta Ltd.

SCHEDULE "B"
PROOFS OF CLAIM

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended
AND IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9

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.

Proof of Claim OILSANDS QUEST INC. ("OQI")
For Claims Arising Before November 29, 2011
(See Reverse for Instructions)

Regarding the claim of _____ (referred to in this form as "the
creditor") (name of creditor)

All notices or correspondence regarding this claim to be forwarded to the creditor at the following address:

Telephone: _____ Fax: _____

I, _____ residing in the _____

(name of person signing claim)

(city, town, etc.)

of _____ in the Province of _____

(name of city, town, etc.)

Do hereby certify that:

1. ☐ I am the creditor
or
☐ I am _____ of the creditor.
(if an officer or employee of the company, state position or title)
2. I have knowledge of all the circumstances connected with the claim referred to in this form.
3. A. OQI was, as at November 29, 2011, and still is indebted to the creditor in the sum of \$ _____ as shown by the statement of account attached hereto and marked "Schedule A". Claims should not include the value of goods and/or services supplied or claims arising after November 29, 2011. If a creditor's claim is to be reduced by deducting any counter claims to which OQI is entitled and/or amounts associated with the return of equipment and/or assets by OQI, please specify.

The statement of account must specify the vouchers or other evidence in support of the claim including the date and location of the delivery of all services and materials. Any claim for interest must be supported by contractual documentation evidencing the entitlement to interest.

- B. The indebtedness referred to in paragraph 3. A. is in the following currency:

☐ Canadian Dollars

☐ United States Dollars

4. A. ☐ Unsecured claim. \$ _____. In respect to the said debt, the creditor does not and has not since November 29, 2011, held any assets of OQI as security.

- B. ☐ Secured claim. \$ _____. In respect of the said debt, the creditor holds assets of OQI valued at \$ _____ as security:

Provide full particulars of the security, including the date on which the security was given and the value at which the creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as Schedule "B"

Dated at _____, this _____ day of _____, 2012.
insert city and date of signature

Witness _____

(signature of individual completing the form)

Must be signed and witnessed

Instructions for Completing Proof of Claim Forms

In completing the attached form, your attention is directed to the notes on the form and to the following requirements:

Proof of Claim:

1. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.
2. The person signing the form must have knowledge of the circumstances connected with the claim.
3. A. A Statement of Account containing details of secured and unsecured claims, and if applicable, of the amount due in respect of property claims, and must be attached and marked Schedule "A". Claims should not include the value of goods and/or services arising after November 29, 2011. It is necessary that all creditors indicate the date and location of the delivery of all goods and/or services. Any amounts claimed as interest should be clearly noted as being for interest.

B. Tick the appropriate currency.
4. The nature of the claim must be indicated by ticking the type of claim which applies. e.g. -

Ticking (A) indicates the claim is unsecured;

Ticking (B) indicates the claim is secured, such as a mortgage, lease, or other security interest, and the value at which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule "B" and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc.;
- A creditor may have separate claims in different categories, in which case a separate claim form must be submitted for each claim.
5. The person signing the form must insert the place and date in the space provided, and the signature must be witnessed.

Send a copy of the completed Proof of Claim, by July 20, 2012, to the Monitor, with a copy to OQI at the below addresses:

Ernst & Young Inc.
Attn: Jessica Caden
1000, 440 2nd Ave SW
Calgary, AB T2P 5E9
Email: jessica.caden@ca.ey.com
Fax: 403-206-5075

Oilsands Quest Inc.
Attn: Kyle Kashuba
3700, 400 Third Avenue SW
Calgary, Alberta T2P 4H2
Email: kyle.kashuba@nortonrose.com
Fax: 403-264-5973

Additional information regarding OQI and the CCAA process, as well as copies of claims documents may be obtained at <http://www.ey.com/ca/oilsandsquest>. If there are any questions in completing the Proof of Claim, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5153.

Note: Any claim not filed by July 20, 2012 will, unless otherwise ordered by the Court of Queen's Bench of Alberta, be barred and may not thereafter be advanced against OQI.

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended
AND IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9

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.

Proof of Claim OILSANDS QUEST SASK INC. ("Sask")
For Claims Arising Before November 29, 2011
(See Reverse for Instructions)

Regarding the claim of _____ (referred to in this form as "the
creditor") (name of creditor)

All notices or correspondence regarding this claim to be forwarded to the creditor at the following address:

Telephone: _____ Fax: _____

I, _____ residing in the _____
(name of person signing claim) (city, town, etc.)

of _____ in the Province of _____
(name of city, town, etc.)

Do hereby certify that:

1. ☐ I am the creditor
or
☐ I am _____ of the creditor.
(if an officer or employee of the company, state position or title)

2. I have knowledge of all the circumstances connected with the claim referred to in this form.

3. A. Sask was, as at November 29, 2011, and still is indebted to the creditor in the sum of \$ _____ as shown by the statement of account attached hereto and marked "Schedule A". Claims should not include the value of goods and/or services supplied or claims arising after November 29, 2011. If a creditor's claim is to be reduced by deducting any counter claims to which Sask is entitled and/or amounts associated with the return of equipment and/or assets by Sask, please specify.

The statement of account must specify the vouchers or other evidence in support of the claim including the date and location of the delivery of all services and materials. Any claim for interest must be supported by contractual documentation evidencing the entitlement to interest.

B. The indebtedness referred to in paragraph 3. A. is in the following currency:

- ☐ Canadian Dollars
☐ United States Dollars

4. A. ☐ Unsecured claim. \$ _____. In respect to the said debt, the creditor does not and has not since November 29, 2011, held any assets of Sask as security.

B. ☐ Secured claim. \$ _____. In respect of the said debt, the creditor holds assets of Sask valued at \$ _____ as security:

Provide full particulars of the security, including the date on which the security was given and the value at which the creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as Schedule "B"

Dated at _____, this _____ day of _____, 2012.
Insert city and date of signature

Witness _____

(signature of individual completing the form)

Must be signed and witnessed

Instructions for Completing Proof of Claim Forms

In completing the attached form, your attention is directed to the notes on the form and to the following requirements:

Proof of Claim:

1. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.
2. The person signing the form must have knowledge of the circumstances connected with the claim.
 - A. A Statement of Account containing details of secured and unsecured claims, and if applicable, of the amount due in respect of property claims, and must be attached and marked Schedule "A". Claims should not include the value of goods and/or services arising after November 29, 2011. It is necessary that all creditors indicate the date and location of the delivery of all goods and/or services. Any amounts claimed as interest should be clearly noted as being for interest.
 - B. Tick the appropriate currency.
4. The nature of the claim must be indicated by ticking the type of claim which applies. e.g. -
Ticking (A) indicates the claim is unsecured;
Ticking (B) indicates the claim is secured, such as a mortgage, lease, or other security interest, and the value at which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule "B" and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc.;
A creditor may have separate claims in different categories, in which case a separate claim form must be submitted for each claim.
5. The person signing the form must insert the place and date in the space provided, and the signature must be witnessed.

Send a copy of the completed Proof of Claim, by **July 20, 2012**, to the Monitor, with a copy to Sask at the below addresses:

Ernst & Young Inc.
Attn: Jessica Caden
1000,440 2nd Ave SW
Calgary, AB T2P 5E9
Email: jessica.caden@ca.ey.com
Fax: 403-206-5075

Oilsands Quest Sask Inc.
Attn: Kyle Kashuba
3700, 400 Third Avenue SW
Calgary, Alberta T2P 4H2
Email : kyle.kashuba@nortonrose.com
Fax: 403-264-5973

Additional information regarding Sask and the CCAA process, as well as copies of claims documents may be obtained at <http://www.ey.com/ca/oilsandsquest>. If there are any questions in completing the Proof of Claim, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5153.

Note: Any claim not filed by July 20, 2012 will, unless otherwise ordered by the Court of Queen's Bench of Alberta, be barred and may not thereafter be advanced against Sask.

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended
AND IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9

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

Proof of Claim TOWNSHIP PETROLEUM CORPORATION ("TPC")
For Claims Arising Before November 29, 2011
(See Reverse for Instructions)

Regarding the claim of _____ (referred to in this form as "the
creditor") (name of creditor)

All notices or correspondence regarding this claim to be forwarded to the creditor at the following address:

Telephone: _____ Fax: _____

I, _____ residing in the _____
(name of person signing claim) (city, town, etc.)

of _____ in the Province of _____
(name of city, town, etc.)

Do hereby certify that:

1. ☐ I am the creditor
or
☐ I am _____ of the creditor.
(if an officer or employee of the company, state position or title)

2. I have knowledge of all the circumstances connected with the claim referred to in this form.

3. A. TPC was, as at November 29, 2011, and still is indebted to the creditor in the sum of \$ _____ as
shown by the statement of account attached hereto and marked "Schedule A". Claims should not include the value of goods
and/or services supplied or claims arising after November 29, 2011. If a creditor's claim is to be reduced by deducting any
counter claims to which TPC is entitled and/or amounts associated with the return of equipment and/or assets by TPC,
please specify.

*The statement of account must specify the vouchers or other evidence in support of the claim including the date and
location of the delivery of all services and materials. Any claim for interest must be supported by contractual
documentation evidencing the entitlement to interest.*

B. The indebtedness referred to in paragraph 3. A. is in the following currency:

- ☐ Canadian Dollars
☐ United States Dollars

4. A. ☐ Unsecured claim. \$ _____. In respect to the said debt, the creditor does not and has not
since November 29, 2011, held any assets of TPC as security.

B. ☐ Secured claim. \$ _____. In respect of the said debt, the creditor holds assets of TPC
valued at \$ _____ as security:

*Provide full particulars of the security, including the date on which the security was given and the value at which
the creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as
Schedule "B"*

Dated at _____, this _____ day of _____, 2012.
Insert city and date of signature

Witness _____

(signature of individual completing the form)

Must be signed and witnessed

Instructions for Completing Proof of Claim Forms

In completing the attached form, your attention is directed to the notes on the form and to the following requirements:

Proof of Claim:

1. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.
2. The person signing the form must have knowledge of the circumstances connected with the claim.
3. A. A Statement of Account containing details of secured and unsecured claims, and if applicable, of the amount due in respect of property claims, and must be attached and marked Schedule "A". Claims should not include the value of goods and/or services arising after November 29, 2011. It is necessary that all creditors indicate the date and location of the delivery of all goods and/or services. Any amounts claimed as interest should be clearly noted as being for interest.

B. Tick the appropriate currency.
4. The nature of the claim must be indicated by ticking the type of claim which applies. e.g. -

Ticking (A) indicates the claim is unsecured;

Ticking (B) indicates the claim is secured, such as a mortgage, lease, or other security interest, and the value at which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule "B" and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc.;

A creditor may have separate claims in different categories, in which case a separate claim form must be submitted for each claim.

5. The person signing the form must insert the place and date in the space provided, and the signature must be witnessed.

Send a copy of the completed Proof of Claim, by July 20, 2012, to the Monitor, with a copy to TPC at the below addresses:

Ernst & Young Inc.
Attn: Jessica Caden
1000, 440 2nd Ave SW
Calgary, AB T2P 5E9
Email: jessica.caden@ca.ey.com
Fax: 403-206-5075

Township Petroleum Corporation
Attn: Kyle Kashuba
3700, 400 Third Avenue SW
Calgary, Alberta T2P 4H2
Email: kyle.kashuba@nortonrose.com
Fax: 403-264-5973

Additional information regarding TPC and the CCAA process, as well as copies of claims documents may be obtained at <http://www.ey.com/ca/oilsandsquest>. If there are any questions in completing the Proof of Claim, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5153.

Note: Any claim not filed by July 20, 2012 will, unless otherwise ordered by the Court of Queen's Bench of Alberta, be barred and may not thereafter be advanced against TPC.

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended
AND IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9

AND IN THE MATTER OF
OILSANDS QUEST INC., OILSANDS QUEST 129 INC., TOWNSHIP PETROLEUM CORPORATION, STRIPPER ENERGY
SERVICES INC., 1291329 ALBERTA LTD., OILSANDS QUEST TECHNOLOGY INC., WESTERN PETROCHEMICALS
CORP. and 1259882 ALBERTA LTD.

Proof of Claim 1291329 ALBERTA LTD. ("129")
For Claims Arising Before November 29, 2011
(See Reverse for Instructions)

Regarding the claim of _____ (referred to in this form as "the
creditor") (name of creditor)

All notices or correspondence regarding this claim to be forwarded to the creditor at the following address:

Telephone: _____ Fax: _____
I, _____ residing in the _____
(name of person signing claim) (city, town, etc.)
of _____ in the Province of _____
(name of city, town, etc.)

Do hereby certify that:

1. ☐ I am the creditor
or
☐ I am _____ of the creditor.
(if an officer or employee of the company, state position or title)
2. I have knowledge of all the circumstances connected with the claim referred to in this form.
3. A. 129 was, as at November 29, 2011, and still is indebted to the creditor in the sum of \$ _____ as
shown by the statement of account attached hereto and marked "Schedule A". Claims should not include the value of goods
and/or services supplied or claims arising after November 29, 2011. If a creditor's claim is to be reduced by deducting any
counter claims to which 129 is entitled and/or amounts associated with the return of equipment and/or assets by 129, please
specify.

*The statement of account must specify the vouchers or other evidence in support of the claim including the date and
location of the delivery of all services and materials. Any claim for interest must be supported by contractual
documentation evidencing the entitlement to interest.*

- B. The indebtedness referred to in paragraph 3. A. is in the following currency:

- ☐ Canadian Dollars
☐ United States Dollars

4. A. ☐ Unsecured claim. \$ _____. In respect to the said debt, the creditor does not and has not
since November 29, 2011, held any assets of 129 as security.
- B. ☐ Secured claim. \$ _____. In respect of the said debt, the creditor holds assets of 129
valued at \$ _____ as security:

*Provide full particulars of the security, including the date on which the security was given and the value at which
the creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as
Schedule "B"*

Dated at _____, this _____ day of _____, 2012.
Insert city and date of signature

Witness _____

(signature of individual completing the form)

Must be signed and witnessed

Instructions for Completing Proof of Claim Forms

In completing the attached form, your attention is directed to the notes on the form and to the following requirements:

Proof of Claim:

1. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.
2. The person signing the form must have knowledge of the circumstances connected with the claim.
3. A. A Statement of Account containing details of secured and unsecured claims, and if applicable, of the amount due in respect of property claims, and must be attached and marked Schedule "A". Claims should not include the value of goods and/or services arising after November 29, 2011. It is necessary that all creditors indicate the date and location of the delivery of all goods and/or services. Any amounts claimed as interest should be clearly noted as being for interest.

B. Tick the appropriate currency.

4. The nature of the claim must be indicated by ticking the type of claim which applies. e.g. -

Ticking (A) indicates the claim is unsecured;

Ticking (B) indicates the claim is secured, such as a mortgage, lease, or other security interest, and the value at which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule "B" and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc.;

A creditor may have separate claims in different categories, in which case a separate claim form must be submitted for each claim.

5. The person signing the form must insert the place and date in the space provided, and the signature must be witnessed.

Send a copy of the completed Proof of Claim, by July 20, 2012, to the Monitor, with a copy to 129 at the below addresses:

Ernst & Young Inc.
Attn: Jessica Caden
1000, 440 2nd Ave SW
Calgary, AB T2P 5E9
Email: jessica.caden@ca.ey.com
Fax: 403-206-5075

1291329 Alberta Ltd.
Attn: Kyle Kashuba
3700, 400 Third Avenue SW
Calgary, Alberta T2P 4H2
Email: kyle.kashuba@nortonrose.com
Fax: 403-264-5973

Additional information regarding 129 and the CCAA process, as well as copies of claims documents may be obtained at <http://www.ey.com/ca/oilsandsquest>. If there are any questions in completing the Proof of Claim, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5153.

Note: Any claim not filed by July 20, 2012 will, unless otherwise ordered by the Court of Queen's Bench of Alberta, be barred and may not thereafter be advanced against 129.

SCHEDULE "C"

NOTICE TO CREDITOR ADVERTISEMENT

NOTICE TO THE CREDITORS OF OILSANDS QUEST INC., OILSANDS QUEST SASK INC., TOWNSHIP PETROLEUM CORPORATION AND 1291329 ALBERTA LTD.

On November 29, 2011, Oilsands Quest Inc. Oilsands Quest Sask Inc., Township Petroleum Corporation and 1291329 Alberta Ltd. (collectively the "Companies"), applied for and received protection from its creditors by order of the Court of Queen's Bench of Alberta (the "Court") pursuant to the Companies Creditors' Arrangements Act (the "CCAA"). Ernst & Young Inc. was appointed Monitor of the Companies (the "Monitor"). It is the intention of the Companies to propose a plan of compromise and arrangement to its creditors.

On June 28, 2012, the Court granted a further order prescribing a process by which the identity and status of all creditors of the Companies and the amounts of their claims will be established for purposes of the CCAA proceedings (the "Claims Process Order"). A copy of the Claims Process Order may be viewed at www.ey.com/ca/oilsandsquest.

Pursuant to the Claims Process Order, the Monitor, in cooperation with the Companies, is to send a notice to each known creditor of the Companies (the "Notice to Creditor") indicating the amount of such creditor's claim as of November 29, 2011. In the case of the claims of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which the Companies is prepared to allow as a claim by such creditor.

CREDITORS RECEIVING A NOTICE TO CREDITOR WHO AGREE WITH THE AMOUNT SHOWN AS OWED TO THEM BY THE COMPANIES IN THE NOTICE TO CREDITOR NEED TAKE NO FURTHER STEPS TO PROVE OR PRESERVE THEIR CLAIMS.

ANY CREDITOR HAVING A CLAIM AGAINST THE COMPANIES WHO HAS NOT RECEIVED A NOTICE TO CREDITOR OR WHO DISAGREES WITH THE AMOUNT OR STATUS OF THE CLAIM AS INDICATED IN THE NOTICE TO CREDITOR MUST FILE A PROOF OF CLAIM WITH THE MONITOR IN THE PRESCRIBED FORM BEFORE JULY 20, 2012 IN ORDER TO PARTICIPATE IN ANY VOTING OR DISTRIBUTIONS ASSOCIATED WITH THE CCAA PROCEEDINGS. CLAIMS NOT PROVEN IN ACCORDANCE WITH THESE PROCEDURES SHALL, UNLESS OTHERWISE ORDERED BY THE COURT, BE DEEMED TO BE FOREVER BARRED AND MAY NOT BE ADVANCED AGAINST THE COMPANIES.

Any creditor who chooses to file a Proof of Claim is required to provide whatever supporting documentation they may have, such as contracts, bonds, investment forms, cancelled cheques, bills of sale, receipts, or invoices in support of their claim, as at November 29, 2011.

All claims must be made in the prescribed "Proof of Claim" form together with the required supporting documentation and be postmarked or received the Monitor on or before the Claims Bar Date, being July 20, 2012.

The prescribed "Proof of Claim" form may be found at www.ey.com/ca/oilsandsquest or can otherwise be obtained by contacting:

Ernst & Young Inc.
Attn: Jessica Caden
1000, 440 2nd Avenue SW
Calgary, AB T2P 5E9
Email: jessica.caden@ca.ey.com
Phone: (403) 206-5153
Fax: (403) 206-5075

Ernst & Young Inc.
Monitor of Oilsands Quest Inc.
Oilsands Quest Sask Inc.,
Township Petroleum Corporation and
1291329 Alberta Ltd.

SCHEDULE "D"
NOTICES OF DISPUTE

Notice of Dispute of Claim

by

OILSANDS QUEST INC. ("OQI")

Take note that the **NOTICE OF CLAIM** of

_____ ("**Creditor**") is **DISPUTED**

OQI disputes:

___ the whole amount of your claim; or

___ part of your claim in the amount of \$_____ (**Amount disallowed**); and/or

___ your claim of secured status;

for the following reason(s):

If you wish to challenge this Notice of Dispute you must:

- within fifteen (15) days of receipt of this Notice of Dispute, notify the Monitor, in writing of your objection to this Notice of Dispute by registered mail, courier service or facsimile to the address or fax number below; and,
- within ten (10) calendar days after you give your notice of objection the Monitor you must file with the Court of Queen's Bench of Alberta and serve on OQI (with a copy to the Monitor), a Notice of Motion in OQI's proceedings under the *Companies' Creditors Arrangements Act* and an Affidavit containing all supporting documentation for the determination by the Court of your disputed claim.

If you do not file an objection to this Notice of Dispute or if you fail to file a motion with supporting Affidavit within the period prescribed above, thereafter you will, otherwise ordered by the Court, be conclusively deemed to have accepted the assessment of your claims set out in this Notice of Dispute.

Address for Service of Objections to Notice of Dispute and Notices of Motion:

Ernst & Young Inc.,
Monitor of OQI
1000, 440 2nd Avenue SW
Calgary, Alberta T2P 5E9
Attention: Jessica Caden
Telephone: (403) 206-5153
Fax: (403) 206-5075

Oilsands Quest Inc.
C/O Norton Rose Canada LLP
400 3rd Avenue SW, Suite 3700
Calgary, Alberta T2P 4H2
Attention: Kyle Kashuba
Telephone: (403) 267-8222
Fax: (403) 264-5973

Dated at Calgary, Alberta this ____ day of _____, 2012.

Ernst & Young Inc.
In its capacity as Monitor of
Oilsands Quest Inc.

H. Neil Narfason, CA•CIRP, CBV
Senior Vice President

cc Norton Rose Canada LLP – Attention: Kyle Kashuba

Notice of Dispute of Claim

by

OILSANDS QUEST SASK INC. ("Sask")

Take note that the **NOTICE OF CLAIM** of

_____ ("**Creditor**") is **DISPUTED**

Sask disputes:

_____ the whole amount of your claim; or

_____ part of your claim in the amount of \$_____ (**Amount disallowed**); and/or

_____ your claim of secured status;

for the following reason(s):

If you wish to challenge this Notice of Dispute you must:

- within fifteen (15) days of receipt of this Notice of Dispute, notify the Monitor, in writing of your objection to this Notice of Dispute by registered mail, courier service or facsimile to the address or fax number below; and,
- within ten (10) calendar days after you give your notice of objection the Monitor you must file with the Court of Queen's Bench of Alberta and serve on Sask (with a copy to the Monitor), a Notice of Motion in Sask's proceedings under the *Companies' Creditors Arrangements Act* and an Affidavit containing all supporting documentation for the determination by the Court of your disputed claim.

If you do not file an objection to this Notice of Dispute or if you fail to file a motion with supporting Affidavit within the period prescribed above, thereafter you will, otherwise ordered by the Court, be conclusively deemed to have accepted the assessment of your claims set out in this Notice of Dispute.

Address for Service of Objections to Notice of Dispute and Notices of Motion:

Ernst & Young Inc.,
Monitor of Sask
1000, 440 2nd Avenue SW
Calgary, Alberta T2P 5E9
Attention: Jessica Caden
Telephone: (403) 206-5153
Fax: (403) 206-5075

Oilsands Quest Sask Inc.
C/O Norton Rose Canada LLP
400 3rd Avenue SW, Suite 3700
Calgary, Alberta T2P 4H2
Attention: Kyle Kashuba
Telephone: (403) 267-8222
Fax: (403) 264-5973

Dated at Calgary, Alberta this ____ day of _____, 2012.

Ernst & Young Inc.
In its capacity as Monitor of
Oilsands Quest Sask Inc.

H. Neil Narfason, CA•CIRP, CBV
Senior Vice President

cc Norton Rose Canada LLP – Attention: Kyle Kashuba

Notice of Dispute of Claim

by

TOWNSHIP PETROLEUM CORPORATION ("TPC")

Take note that the **NOTICE OF CLAIM** of

_____ ("Creditor") is **DISPUTED**

TPC disputes:

_____ the whole amount of your claim; or

_____ part of your claim in the amount of \$_____ (**Amount disallowed**); and/or

_____ your claim of secured status;

for the following reason(s):

If you wish to challenge this Notice of Dispute you must:

- within fifteen (15) days of receipt of this Notice of Dispute, notify the Monitor, in writing of your objection to this Notice of Dispute by registered mail, courier service or facsimile to the address or fax number below; and,
- within ten (10) calendar days after you give your notice of objection the Monitor you must file with the Court of Queen's Bench of Alberta and serve on TPC (with a copy to the Monitor), a Notice of Motion in TPC's proceedings under the *Companies' Creditors Arrangements Act* and an Affidavit containing all supporting documentation for the determination by the Court of your disputed claim.

If you do not file an objection to this Notice of Dispute or if you fail to file a motion with supporting Affidavit within the period prescribed above, thereafter you will, otherwise ordered by the Court, be conclusively deemed to have accepted the assessment of your claims set out in this Notice of Dispute.

Address for Service of Objections to Notice of Dispute and Notices of Motion:

Ernst & Young Inc.,
Monitor of TPC
1000, 440 2nd Avenue SW
Calgary, Alberta T2P 5E9
Attention: Jessica Caden
Telephone: (403) 206-5153
Fax: (403) 206-5075

Township Petroleum Corporation
C/O Norton Rose Canada LLP
400 3rd Avenue SW, Suite 3700
Calgary, Alberta T2P 4H2
Attention: Kyle Kashuba
Telephone: (403) 267-8222
Fax: (403) 264-5973

Dated at Calgary, Alberta this ____ day of _____, 2012.

Ernst & Young Inc.
In its capacity as Monitor of
Township Petroleum Corporation

H. Neil Narfason, CA•CIRP, CBV
Senior Vice President

cc Norton Rose Canada LLP – Attention: Kyle Kashuba

Notice of Dispute of Claim

by

1291329 Alberta Ltd. ("129")

Take note that the **NOTICE OF CLAIM** of

_____ ("Creditor") is **DISPUTED**

129 disputes:

_____ the whole amount of your claim; or

_____ part of your claim in the amount of \$ _____ (**Amount disallowed**); and/or

_____ your claim of secured status;

for the following reason(s):

If you wish to challenge this Notice of Dispute you must:

- within fifteen (15) days of receipt of this Notice of Dispute, notify the Monitor, in writing of your objection to this Notice of Dispute by registered mail, courier service or facsimile to the address or fax number below; and,
- within ten (10) calendar days after you give your notice of objection the Monitor you must file with the Court of Queen's Bench of Alberta and serve on 129 (with a copy to the Monitor), a Notice of Motion in 129's proceedings under the *Companies' Creditors Arrangements Act* and an Affidavit containing all supporting documentation for the determination by the Court of your disputed claim.

If you do not file an objection to this Notice of Dispute or if you fail to file a motion with supporting Affidavit within the period prescribed above, thereafter you will, otherwise ordered by the Court, be conclusively deemed to have accepted the assessment of your claims set out in this Notice of Dispute.

Address for Service of Objections to Notice of Dispute and Notices of Motion:

Ernst & Young Inc.,
Monitor of 1291329 Alberta Ltd.
1000, 440 2nd Avenue SW
Calgary, Alberta T2P 5E9
Attention: Jessica Caden
Telephone: (403) 206-5153
Fax: (403) 206-5075

1291329 Alberta Ltd.
C/O Norton Rose Canada LLP
400 3rd Avenue SW, Suite 3700
Calgary, Alberta T2P 4H2
Attention: Kyle Kashuba
Telephone: (403) 267-8222
Fax: (403) 264-5973

Dated at Calgary, Alberta this ____ day of _____, 2012.

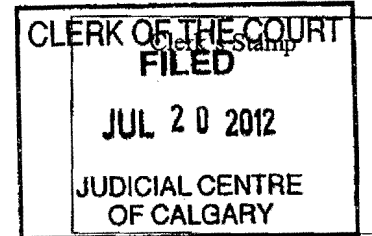
Ernst & Young Inc.
In its capacity as Monitor of
1291329 Alberta Ltd.

H. Neil Narfason, CA•CIRP, CBV
Senior Vice President

cc Norton Rose Canada LLP – Attention: Kyle Kashuba

EXHIBIT 2

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, R.S.C. 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 (Extension of Claims Bar Date)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
Josef G.A. Krüger, Q.C.
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
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 PRONOUNCED: Friday, July 20, 2012

LOCATION WHERE ORDER WAS PRONOUNCED: Queen's Bench Chambers

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Madam Justice B.E.C. Romaine

UPON THE APPLICATION of Ernst & Young Inc. in its capacity as Monitor of Oilsands Quest Inc. and Oilsands Quest Sask Inc. ("Oilsands Quest"); **AND UPON** having read the pleadings filed of record,

the Monitor's Eighth Report and the prior Orders pronounced in this action; **AND UPON** hearing counsel for the Monitor, Oilsands Quest and other affected parties that may be present;

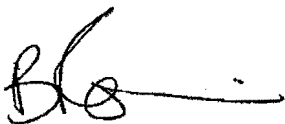
IT IS HEREBY ORDERED THAT:

Service

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

Extension of Claims Bar Date

2. The Claims Bar Date of August 2, 2012 established by the Claims Procedure Order pronounced by this Court on June 28, 2012 (the "Claims Procedure Order") is hereby extended to August 31, 2012.
3. The Monitor shall arrange to publish a Notice to Creditors advertisement in the Calgary Herald informing creditors of the extension of the Claims Bar Date.
4. The Monitor shall arrange to publish in the Wall Street Journal a Notice to US Creditors advertisement substantially in the form of Notice to Creditors Advertisement attached hereto as Schedule "A1".
5. The Monitor shall serve a copy of this Order on all parties attending the hearing of the within application, and the Monitor shall post a copy of this Order on its website, which together shall be deemed good and sufficient service of this Order upon all interested parties.
6. The Monitor is at liberty and is hereby authorized and empowered to apply to any Court, tribunal, regulatory or administrative body, where ever located, for the recognition of this Order and for advice, assistance and direction as may be necessary to give full force and effect to, and in carrying out the terms of this Order.



Justice of the Court of Queen's Bench of Alberta

SCHEDULE "A1"

NOTICE TO THE CREDITORS OF OILSANDS QUEST INC., OILSANDS QUEST SASK INC., TOWNSHIP PETROLEUM CORPORATION AND 1291329 ALBERTA LTD.

On November 29, 2011, Oilsands Quest Inc. Oilsands Quest Sask Inc., Township Petroleum Corporation and 1291329 Alberta Ltd. (collectively the "Companies"), applied for and received protection from its creditors by order of the Court of Queen's Bench of Alberta (the "Court") pursuant to the Companies Creditors' Arrangements Act (the "CCAA"). Ernst & Young Inc. was appointed Monitor of the Companies (the "Monitor").

On June 28, 2012, the Court granted a further order prescribing a process by which the identity and status of all creditors of the Companies and the amounts of their claims will be established for purposes of the CCAA proceedings (the "Claims Process Order"). On July 20, 2012, the Court granted a further order extending the claims bar date to August 31, 2012 (the "US Claims Process Order").

Pursuant to the Claims Process Order and US Claims Process Order, the Monitor, in cooperation with the Companies, is to send a notice to each known creditor of the Companies (the "Notice to Creditor") indicating the amount of such creditor's claim as of November 29, 2011. In the case of the claims of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which the Companies is prepared to allow as a claim by such creditor.

CREDITORS RECEIVING A NOTICE TO CREDITOR WHO AGREE WITH THE AMOUNT SHOWN AS OWED TO THEM BY THE COMPANIES IN THE NOTICE TO CREDITOR NEED TAKE NO FURTHER STEPS TO PROVE OR PRESERVE THEIR CLAIMS.

ANY CREDITOR HAVING A CLAIM AGAINST THE COMPANIES WHO HAS NOT RECEIVED A NOTICE TO CREDITOR OR WHO DISAGREES WITH THE AMOUNT OR STATUS OF THE CLAIM AS INDICATED IN THE NOTICE TO CREDITOR MUST FILE A PROOF OF CLAIM WITH THE MONITOR IN THE PRESCRIBED FORM BEFORE AUGUST 31, 2012 IN ORDER TO PARTICIPATE IN ANY VOTING OR DISTRIBUTIONS ASSOCIATED WITH THE CCAA PROCEEDINGS. CLAIMS NOT PROVEN IN ACCORDANCE WITH THESE PROCEDURES SHALL, UNLESS OTHERWISE ORDERED BY THE COURT, BE DEEMED TO BE FOREVER BARRED AND MAY NOT BE ADVANCED AGAINST THE COMPANIES.

Any creditor who chooses to file a Proof of Claim is required to provide whatever supporting documentation they may have, such as contracts, bonds, investment forms, cancelled cheques, bills of sale, receipts, or invoices in support of their claim, as at November 29, 2011.

All claims must be made in the prescribed "Proof of Claim" form together with the required supporting documentation and be postmarked or received the Monitor on or before the Claims Bar Date, being August 31, 2012.

Copies of the court orders and the prescribed "Proof of Claim" form may be found at www.ey.com/ca/oilsandsquest or can otherwise be obtained by contacting:

Ernst & Young Inc.
Attn: Jessica Caden
1000, 440 2nd Avenue SW
Calgary, AB T2P 5B9
Email: jessica.caden@ca.ey.com
Phone: (403) 206-5153
Fax: (403) 206-5075

Ernst & Young Inc.
Monitor of Oilsands Quest Inc.
Oilsands Quest Sask Inc.,
Township Petroleum Corporation and
1291329 Alberta Ltd.