

Amended March 21/13

Court File No. M/M/114-12

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK

TRIAL DIVISION

JUDICIAL DISTRICT OF MONCTON

COURT OF QUEENS BENCH TRIAL DIVISION MONCTON, N.B. FILED/REGISTERED MAR 21 2013 COUR DU BANC DE LA REINE DIV DE PREMIERE INSTANCE MONCTON, N.-B. DÉPOSE/ENREGISTRE
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IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF LANDDRILL INTERNATIONAL INC.

(A BRITISH COLUMBIA CORPORATION), LANDDRILL INTERNATIONAL
LTD.

(A NEW BRUNSWICK CORPORATION), LANDDRILL ATLANTIC LTD.

(A NEW BRUNSWICK CORPORATION), LANDDRILL CONTRACT MINING
LTD.

(A NEW BRUNSWICK CORPORATION),

LANDDRILL INTERNATIONAL MEXICO S.A. DE C.V.

(A MEXICAN CORPORATION),

LANDDRILL INTERNATIONAL LLC (A MONGOLIAN CORPORATION) and
LANDDRILL INTERNATIONAL INC. (A BARBADOS CORPORATION)

(the "Applicants" and each, an "Applicant")

ORDER
(D&O Claims Solicitation Procedure)

WHEREAS the motion of Ernst & Young Inc., the Court-appointed Monitor of the Applicants (the "**Monitor**"), seeking an order approving a procedure for the solicitation of claims against the Directors and Officers (as defined below) pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the

"CCAA"), was heard this 20th day of March, 2013 at 145 Assumption Blvd., Moncton, New Brunswick.

ON READING the Monitor's Ninth Report;

AND UPON HEARING:

Maria Konyukhova, Counsel for the Monitor;

Stephen J. Hutchison, Counsel for the Applicants;

Mary Buttery, Counsel for Sprott Resource Lending Partnership;

Jeffrey M. Lee, Counsel for Norrep Credit Opportunities Fund and Crown Capital Partners Inc.; and

Alissa K. Mitchell, Counsel for GE Canada Equipment Financing, GP;

no one appearing for any other person on the Service List, although properly served as appears from the affidavit of service, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and Motion Record in respect of this Motion is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.

DEFINITIONS

2. **THIS COURT ORDERS** that, for the purposes of this Order establishing a claims solicitation procedure for the Applicants' Directors and Officers, in addition to terms defined elsewhere herein, the following terms shall have the following meanings:

- (a) **"Applicants' Website"** means <http://www.landdrill.com>;
- (b) **"Business Day"** means a day, other than a Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Moncton, New Brunswick;
- (c) **"CCAA"** means the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
- (d) **"CCAA Proceedings"** means the proceedings commenced by the Applicants in the Court under Court File No. M/M/114-12;
- (e) **"Court"** means the Court of Queen's Bench of New Brunswick (Trial Division) in the Judicial District of Moncton;
- (f) **"D&O Claim"** means any existing or future right or claim of any Person against one or more of the Directors and/or Officers of an Applicant which arose or arises as a result of such Director's or Officer's position, supervision, management or involvement as a Director or Officer of an Applicant since the Filing Date up to and including the date of this D&O Claims Solicitation Procedure Order and whether enforceable in any civil, administrative or criminal proceeding (each a **"D&O Claim"**, and collectively the **"D&O Claims"**).
- (g) **"D&O Claimant"** means a Person asserting a D&O Claim;
- (h) **"D&O Claims Bar Date"** means 5:00 p.m. on April 15, 2013;
- (i) **"D&O Claims Solicitation Procedure"** means the procedures outlined in this Order, including the Schedules;
- (j) **"D&O Proof of Claim Form"** means a form substantially in accordance with the form attached hereto as Schedule "B";

- (k) **"Directors"** means any and all of the directors of each of the Applicants since the Filing Date, and **"Director"** means any one of them;
- (l) **"Filing Date"** means August 31, 2012 as of 12:01 a.m.;
- (m) **"Initial Order"** means the Initial Order of the Honourable Chief Justice Smith dated August 31, 2012, as extended and amended from time to time;
- (n) **"Monitor"** means Ernst & Young Inc., in its capacity as the Court-appointed Monitor of the Applicants;
- (o) **"Monitor's Website"** means <http://www.ey.com/ca/landdrill>;
- (p) **"Notice of D&O Claims Solicitation Procedure and D&O Claims Bar Date"** means the notice for publication, substantially in the form attached as Schedule "A";
- (q) **"Officers"** means any and all of the officers of each of the Applicants since the Filing Date, and **"Officer"** means any one of them;
- (r) **"Orders"** means any and all of the orders issued by the Court in the CCAA Proceedings, including the Initial Order;
- (s) **"Person"** means any individual, partnership, firm, joint venture, trust, entity, corporation, unincorporated organization, trade union, pension plan administrator, pension plan regulator, governmental authority or agency, employee or other association, or similar entity, howsoever designated or constituted;
- (t) **"Supporting Documentation Submission Form"** means a form substantially in accordance with the form attached hereto as Schedule "C".

INTERPRETATION

3. **THIS COURT ORDERS** that all references as to time herein shall mean local time in Moncton, New Brunswick, Canada, and any references to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day, unless otherwise indicated herein.
4. **THIS COURT ORDERS** that all references to the word "including" shall mean "including without limitation".
5. **THIS COURT ORDERS** that all references to the singular herein include the plural, the plural include the singular, and any gender includes the other gender.

GENERAL PROVISIONS

6. **THIS COURT ORDERS** that any D&O Claims denominated in a foreign currency shall be converted to Canadian dollars for the purposes of this D&O Claims Solicitation Procedure on the basis of the average Bank of Canada Canadian dollar noon exchange rate at the close of business on the Filing Date or such other exchange rate as the Monitor reasonably considers acceptable.
7. **THIS COURT ORDERS** that interest and penalties that would otherwise accrue after the Filing Date shall not be included in any D&O Claim.

ADMINISTRATION OF THE D&O CLAIMS SOLICITATION PROCEDURE

8. **THIS COURT ORDERS** that the D&O Claims Solicitation Procedure shall govern the solicitation of D&O Claims against the Applicants and shall be administered by the Monitor as provided for in this Order.

MONITOR'S ROLE

9. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA and under the Orders, is hereby authorized and directed to take such other actions and fulfill such other roles as are contemplated by this Order.
10. **THIS COURT ORDERS** that the Monitor, in carrying out the terms of the D&O Claims Solicitation Procedure Order, shall have all of the protections given it by the CCAA and the Initial Order or as an officer of this Court, including the stay of proceedings in its favour, shall incur no liability or obligation as a result of the carrying out of its obligations under this Order, shall be entitled to rely on the books and records of the Applicants, and any information provided by the Applicants or a D&O Claimant, and shall not be liable for any claims or damages resulting from any errors or omissions in such books, records, or information.

NOTICE OF D&O CLAIMS BAR DATE

11. **THIS COURT ORDERS** that:
 - (a) The Monitor shall cause the Notice of D&O Claims Solicitation Procedure and D&O Claims Bar Date to be placed in each of the Globe and Mail (national edition), the Times & Transcript, the Telegraph Journal and the Daily Gleaner as soon as practicable after the date of this order;
 - (b) The Monitor shall cause the Notice of D&O Claims Solicitation Procedure and D&O Claims Bar Date to be distributed via the Canada Newswire as soon as practicable after the date of this order;
 - (c) The Monitor shall cause the Notice of D&O Claims Solicitation Procedure and D&O Claims Bar Date to be posted on the Monitor's

Website as soon as practicable after the date of this Order and cause it to remain posted thereon until its discharge as Monitor of the Applicants; and

- (d) The Monitor or the Applicants shall cause the Notice of D&O Claims Solicitation Procedure and D&O Claims Bar Date to be posted on the Applicants' Website as soon as practicable after the date of this Order and cause it to remain posted thereon until the CCAA Proceedings have been terminated.

DEADLINE FOR SUBMITTING A D&O CLAIM

- 12. **THIS COURT ORDERS** that any Person that wishes to assert a D&O Claim must submit proof of such D&O Claim to the Monitor in the manner prescribed in this Order using the D&O Proof of Claim Form, together with all relevant supporting documentation in respect of such D&O Claim using the Supporting Documentation Submission Form, on or before the D&O Claims Bar Date.
- 13. **THIS COURT ORDERS** that any Person who does not file a proof of a D&O Claim in accordance with this Order by the D&O Claims Bar Date or such other later date as may be ordered by the Court shall be forever barred from asserting or enforcing such D&O Claim against the Directors and Officers and the Directors and Officers shall not have any liability whatsoever in respect of such D&O Claim and such D&O Claim shall be extinguished without any further act or notification.

NOTICE OF TRANSFEREES

- 14. **THIS COURT ORDERS** that if, after the Filing Date, the holder of a D&O Claim transfers or assigns the whole of such D&O Claim to another Person, neither the Monitor nor the Applicants shall be obligated to give notice or

otherwise deal with the transferee or assignee of such D&O Claim in respect thereof unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, shall have been received and acknowledged by the Monitor in writing and thereafter such transferee or assignee shall for the purposes hereof constitute the D&O Claimant in respect of such D&O Claim. Any such transferee or assignee of a D&O Claim shall be bound by any notices given or steps taken in respect of such D&O Claim in accordance with this Order prior to receipt and acknowledgment by the Monitor of satisfactory evidence of such transfer or assignment. A transferee or assignee of a Claim takes the Claim subject to any right of set-off to which the applicable Directors or Officers may be entitled with respect to such D&O Claim. For greater certainty, a transferee or assignee of a D&O Claim is not entitled to set off, apply, merge, consolidate or combine any D&O Claims assigned or transferred to it against or on account or in reduction of any amounts owing by such Person to any of the Directors or Officers.

15. **THIS COURT ORDERS** that if a D&O Claimant transfers or assigns the whole of such D&O Claim to more than one Person or part of such D&O Claim to another Person, such transfers or assignments shall not create separate D&O Claims and such D&O Claims shall continue to constitute and be dealt with as a single D&O Claim notwithstanding such transfers or assignments. The Monitor shall not, in each case, be required to recognize or acknowledge any such transfers or assignments and shall be entitled to give notices to and to otherwise deal with such D&O Claim only as a whole and then only to and with the Person last holding such D&O Claim, provided such D&O Claimant may, by notice in writing delivered to the Monitor, direct that subsequent dealings in respect of such D&O Claim, but only as a whole, shall be with and by a specified Person and in such event, such Person shall be bound by any notices given or steps taken in respect of such D&O Claim with such D&O Claimant in accordance with the provisions of this Order.

SERVICE AND NOTICES

16. **THIS COURT ORDERS** any notice, notification or communication required to be delivered by the Monitor pursuant to this Order may be delivered by facsimile, email or electronic transmission, personal delivery, courier or prepaid mail to the address or number contained in the books and records of the Applicants or as included in the information submitted by a D&O Claimant in respect of its D&O Claim.
17. **THIS COURT ORDERS** that any paper copy of any notice, notification or communication required to be provided or delivered by a D&O Claimant to the Monitor under this Order will be sufficiently given only if delivered by prepaid registered mail, courier, personal delivery, email or facsimile transmission addressed to:

Ernst & Young Inc.
In its capacity as Monitor of Landdrill International Inc. *et al.*
11 Englehart Street
Dieppe, NB E1A 7Y7

Attention: Ingo Eckoldt
Telephone: (709) 570-8252
Facsimile: (709) 726-0345
Email: ingo.eckoldt@ca.ey.com

18. **THIS COURT ORDERS** that if during any period during which notices or other communications are being given pursuant to this Order, a postal strike or postal work stoppage of general application should occur, such notices, notifications or other communications sent by ordinary mail and then not received shall not, absent further Order of this Court, be effective and notices and other communications given hereunder during the course of any such postal strike or work stoppage of general application shall only be effective if

given by courier, personal delivery, email or facsimile transmission in accordance with this Order.

19. **THIS COURT ORDERS** that any notice delivered to a D&O Claimant via email or facsimile transmission shall be deemed to have been received by such D&O Claimant on the date that it was sent, as evidenced by the date stamp on the email, if sent prior to 5:00 p.m. (local time) on a Business Day, or if sent after 5:00 p.m. on a Business Day or on a non-Business Day, on the next following Business Day.
20. **THIS COURT ORDERS** that any notice delivered to a D&O Claimant by mail, personal delivery or courier shall be deemed to have been received by such D&O Claimant on the third Business Day after the notice was mailed, personally delivered or couriered.
21. **THIS COURT ORDERS** that in the event that this Order is amended by further Order of the Court, the Applicants or the Monitor may post such further Order on the Monitor's website and send an email to the service list created in the CCAA Proceedings and such posting and emailing shall constitute adequate notice to D&O Claimants of such amended claims procedure.

APPROVAL OF THE NINTH REPORT

22. **THIS COURT ORDERS** that the Ninth Report of the Monitor dated March 11, 2013, and the activities of the Monitor described therein, are hereby approved.

MISCELLANEOUS

23. **THIS COURT ORDERS** that notwithstanding any other provisions of this Order, the solicitation by the Monitor or the Applicants of D&O Claims and

the filing by any D&O Claimant of any D&O Claims shall not, for that reason only, grant any person any standing in these proceedings.

24. **THIS COURT ORDERS** that the forms of notice to be provided in accordance with this Order shall constitute good and sufficient service and delivery of notice of this Order and the D&O Claims Bar Date on all Persons who may be entitled to receive notice and who may assert a D&O Claim and no other notice or service need be given or made and no other documents or material need be sent to or served upon any Person in respect of this Order.
25. **THIS COURT ORDERS** that notwithstanding the terms of this Order, the Monitor may apply to this Court from time to time for directions from this Court with respect to the Order, or for such further Order or Orders as it may consider necessary or desirable to amend, supplement or clarify the terms of this Order.
26. **THIS COURT ORDERS AND REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada (including the assistance of any court in Canada pursuant to section 17 of the CCAA) and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province and any court or any judicial regulatory body of any other nation or state, to act in aid of and to be complementary to this Court in carrying out the terms of this Order.

March 20/13


CSC QB.

see the endorsement on the motion

Schedule "A"

NOTICE TO CREDITORS AND OTHERS

IN RESPECT OF CLAIMS AGAINST
CURRENT AND FORMER DIRECTORS AND OFFICERS
(collectively, the "Directors and Officers")

OF
LANDDRILL INTERNATIONAL INC. (A BRITISH COLUMBIA CORPORATION),
LANDDRILL INTERNATIONAL LTD. (A NEW BRUNSWICK CORPORATION),
LANDDRILL ATLANTIC LTD. (A NEW BRUNSWICK CORPORATION),
LANDDRILL CONTRACT MINING LTD. (A NEW BRUNSWICK CORPORATION),
LANDDRILL INTERNATIONAL MEXICO S.A. DE C.V. (A MEXICAN CORPORATION),
LANDDRILL INTERNATIONAL LLC (A MONGOLIAN CORPORATION) AND
LANDDRILL INTERNATIONAL INC. (A BARBADOS CORPORATION)
(collectively, the "Applicants")

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, as amended

NOTICE OF D&O CLAIMS SOLICITATION PROCEDURE

AND

D&O CLAIMS BAR DATE

FOR D&O CLAIMS AGAINST THE DIRECTORS AND OFFICERS PURSUANT TO THE
COMPANIES' CREDITORS ARRANGEMENT ACT (THE "CCAA")

PLEASE TAKE NOTICE that this notice is being published pursuant to an order of the Honourable Chief Justice Smith of the Court of Queen's Bench of New Brunswick (Trial Division), Judicial District of Moncton, dated March 20, 2013 (the "D&O Claims Solicitation

Procedure Order"). Capitalized terms not defined within this notice shall have the meaning ascribed thereto in the D&O Claims Solicitation Procedure Order.

Any person who believes that it has a claim against a Director or Officer should send a D&O Proof of Claim to Ernst & Young Inc., in its capacity as the Court-appointed Monitor of the Applicants, to be received by 5:00 p.m. (Atlantic Daylight Savings Time) on April 15, 2013 or such other later date as may be ordered by the Court (the "D&O Claims Bar Date").

D&O CLAIMS FOR WHICH D&O PROOFS OF CLAIM ARE NOT RECEIVED BY THE D&O CLAIMS BAR DATE WILL BE BARRED AND EXTINGUISHED FOREVER.

Claimants who require a D&O Proof of Claim form may obtain a copy of this form from the Monitor's website at <http://www.ey.com/ca/landdrill> or may contact Ernst & Young Inc., in its capacity as the Court-appointed Monitor of the Applicants, (**Attention:** Ingo Eckoldt, Telephone: (709) 570-8252, Fax: (709) 726-0345 and email: ingo.eckoldt@ca.ey.com), to obtain a D&O Proof of Claim form and Instruction Letter.

Claimants may file their D&O Proof of Claim with the Monitor by mail, fax, email, courier or hand delivery, so that the D&O Proof of Claim is actually received by the D&O Claims Bar Date at the address below:

Address of Monitor:

Ernst & Young Inc.
In its capacity as Monitor of Landdrill International Inc. et al.
11 Englehart Street
Dieppe, NB E1A 7Y7

Attention: Ingo Eckoldt
Telephone: (709) 570-8252
Facsimile: (709) 726-0345
Email: ingo.eckoldt@ca.ey.com

Dated at _____ this _____ day of _____, 2013.

Schedule "B"

D&O PROOF OF CLAIM

IN RESPECT OF CLAIMS AGAINST
CURRENT AND FORMER DIRECTORS AND OFFICERS
(collectively, the "Directors and Officers")

OF
LANDDRILL INTERNATIONAL INC. (A BRITISH COLUMBIA CORPORATION),
LANDDRILL INTERNATIONAL LTD. (A NEW BRUNSWICK CORPORATION),
LANDDRILL ATLANTIC LTD. (A NEW BRUNSWICK CORPORATION),
LANDDRILL CONTRACT MINING LTD. (A NEW BRUNSWICK CORPORATION),
LANDDRILL INTERNATIONAL MEXICO S.A. DE C.V. (A MEXICAN CORPORATION),
LANDDRILL INTERNATIONAL LLC (A MONGOLIAN CORPORATION) AND
LANDDRILL INTERNATIONAL INC. (A BARBADOS CORPORATION)
(collectively, the "Applicants")

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended

A. PARTICULARS OF D&O CLAIMANT

In order to ensure all D&O Claims are processed in an expeditious manner, you must provide the Full Legal Name of D&O Claimant and one or more of the following:

1. Full Legal Name of D&O Claimant: _____ (the "D&O Claimant").
(Do not file separate Proofs of D&O Claim by division of the same D&O Claimant.)
2. Full Mailing Address of the D&O Claimant:

3. Telephone Number of Claimant: _____

4. Facsimile Number of Claimant: _____
5. Attention (Contact Person): _____
6. Email address: _____
7. Has the D&O Claim been sold or assigned by D&O Claimant to another party?
Yes____ No____ (If yes please complete section D)

B. PROOF OF D&O CLAIM:

I, _____ [Name of D&O Claimant or Representative of the D&O Claimant], do hereby certify:

1. that I am (please check one):

____ the D&O Claimant; or
____ hold the following position of _____ of the D&O Claimant

and have personal knowledge of all the circumstances connected with the D&O Claim described herein;

2. that, as set out below, the Directors and Officers were and still are indebted to the Claimant as follows:

Total D&O Claim Cdn \$_____.

Note: Claims in a foreign currency are to be converted to Canadian dollars on the basis of the average Bank of Canada daily noon exchange rate in effect over the ten day period preceding the date of the Initial Order, August 31, 2012. Averages can be calculated on the Bank of Canada website: www.bankofcanada.ca/rates/exchange/10-year-lookup/.

C. PARTICULARS OF D&O CLAIM:

Name of each Director or Officer and amount claimed in respect of each Director or Officer:

Director or Officer	Amount
	\$_____
	\$_____
	\$_____
	\$_____

Description of transaction, agreement or event giving rise or relating to the D&O Claim:

If the D&O Claim is contingent or unliquidated, state the basis and provide evidence upon which the D&O Claim has been valued:

IF YOU REQUIRE ADDITIONAL SPACE, PLEASE ATTACH A SCHEDULE HERETO. D&O CLAIMANTS MUST PROVIDE COPIES OF ALL RELEVANT AGREEMENTS.

A DETAILED, COMPLETE STATEMENT OF ACCOUNT THAT SHOWS THE DATE, THE NUMBER AND THE AMOUNT OF EACH INVOICE OR CHARGE, TOGETHER WITH THE DATE, THE NUMBER AND THE AMOUNT OF ALL CREDITS, COUNTERCLAIMS, DISCOUNTS, PAYMENTS, ETC., TO WHICH THE APPLICANTS ARE ENTITLED, MUST BE ATTACHED TO THE PROOF OF CLAIM.

D. PARTICULARS OF ASSIGNEE(S) (IF ANY):

1. Full Legal Name of Assignee(s) of D&O Claim (if all or a portion of the D&O Claim has been sold). If there is more than one assignee, please attach separate sheets with the following information:

(the "Assignee(s)")

Amount of Total D&O Claim Assigned \$ _____
Amount of Total D&O Claim Not Assigned \$ _____

Total Amount of D&O Claim \$ _____
(Note: should equal "Total D&O Claim" as entered in Section B.)

2. Full Mailing Address of Assignee(s):

3. Telephone Number of Assignee(s): _____
4. Facsimile Number of Assignee(s): _____
5. Email address of Assignee(s): _____
6. Attention (Contact Person): _____

E. FILING OF D&O CLAIMS:

THE DULY COMPLETED D&O PROOF OF CLAIM, TOGETHER WITH SUPPORTING DOCUMENTATION, MUST BE RETURNED AND RECEIVED BY THE MONITOR, NO LATER

THAN 5:00 PM (ATLANTIC DAYLIGHT SAVINGS TIME) ON APRIL 15, 2013, TO THE EMAIL ADDRESS, ADDRESS OR FACSIMILE LISTED BELOW.

FAILURE TO FILE YOUR D&O PROOF OF CLAIM BY SUCH TIME AND DATE WILL RESULT IN YOUR D&O CLAIM BEING FOREVER EXTINGUISHED AND BARRED AND YOU WILL BE PROHIBITED FROM MAKING OR ENFORCING A D&O CLAIM AGAINST THE DIRECTORS AND OFFICERS.

This D&O Proof of Claim must be delivered by email, facsimile transmission, personal delivery, courier or prepaid mail at the following address:

Address of Monitor:

Ernst & Young Inc.
In its capacity as Monitor of Landdrill International Inc. et al.
11 Englehart Street
Dieppe, NB E1A 7Y7

Attention: Ingo Eckoldt
Telephone: (709) 570-8252
Facsimile: (709) 726-0345
Email: ingo.eckoldt@ca.ey.com

DATED at _____ this _____ day of _____, 2013.

(Signature of Witness)

(Signature of individual completing this form)

(Please print name)

(Please print name)

INSTRUCTION LETTER

IN RESPECT OF CLAIMS AGAINST
CURRENT AND FORMER DIRECTORS AND OFFICERS
(collectively, the "Directors and Officers")

OF
LANDDRILL INTERNATIONAL INC. (A BRITISH COLUMBIA CORPORATION),
LANDDRILL INTERNATIONAL LTD. (A NEW BRUNSWICK CORPORATION),
LANDDRILL ATLANTIC LTD. (A NEW BRUNSWICK CORPORATION),
LANDDRILL CONTRACT MINING LTD. (A NEW BRUNSWICK CORPORATION),
LANDDRILL INTERNATIONAL MEXICO S.A. DE C.V. (A MEXICAN CORPORATION),
LANDDRILL INTERNATIONAL LLC (A MONGOLIAN CORPORATION) AND
LANDDRILL INTERNATIONAL INC. (A BARBADOS CORPORATION)
(collectively, the "Applicants")

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended

D&O CLAIMS SOLICITATION PROCEDURE

By Order of the Honourable Chief Justice Smith dated March 20, 2013 (as may be amended from time to time, the "D&O Claims Solicitation Procedure Order") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "CCAA"), the Monitor has been authorized and directed to conduct a claims procedure (the "D&O Claims Procedure"). A copy of the D&O Claims Solicitation Procedure Order and other public information concerning these proceedings can be obtained from the website of Ernst & Young Inc., the Court-appointed Monitor of the Applicants, at: <http://www.ey.com/ca/landdrill>.

This letter provides general instructions for completing the D&O Proof of Claim forms. Capitalized terms not defined within this instruction letter shall have the meaning ascribed thereto in the D&O Claims Solicitation Procedure Order.

The D&O Claims Solicitation Procedure is intended for any Person with any existing or future right or claim against one or more of the Directors and/or Officers of an Applicant which arose or arises as a result of such Director's or Officer's position, supervision, management or involvement as a Director or Officer of an Applicant since the Filing Date up to and including the date of this D&O Claims Solicitation Procedure Order and whether

enforceable in any civil, administrative or criminal proceeding (each a "D&O Claim", and collectively the "D&O Claims"). Please review the D&O Claims Solicitation Procedure Order for the complete definition of D&O Claim.

All notices and inquiries with respect to the D&O Claims Solicitation Procedure should be directed to the Monitor by prepaid registered mail, courier, personal delivery, facsimile transmission or email at the address below:

Ernst & Young Inc.
In its capacity as Monitor of Landdrill International Inc. et al.
11 Englehart Street
Dieppe, NB E1A 7Y7

Attention: Ingo Eckoldt
Telephone: (709) 570-8252
Facsimile: (709) 726-0345
Email: ingo.eckoldt@ca.ey.com

FOR D&O CLAIMANTS SUBMITTING A D&O PROOF OF CLAIM FORM

If you believe that you have a D&O Claim against one or more of the Directors or Officers of the Applicants, you must file a D&O Proof of Claim form with the Monitor.

All D&O Proofs of Claim with respect to D&O Claims must be received by the Monitor on or before 5:00 pm (Atlantic Daylight Savings Time) on April 15, 2013, unless the Court orders that the D&O Proof of Claim be accepted after that date.

IF YOU DO NOT FILE A D&O PROOF OF CLAIM IN RESPECT OF A D&O CLAIM BY SUCH TIME AND DATE, the Directors and Officers shall have no liability whatsoever in respect of such D&O Claim and such D&O Claim shall be extinguished without any further act or notification by Monitor.

All Claims denominated in a foreign currency shall be converted to Canadian dollars at the average Bank of Canada noon exchange rate in effect over the ten day period preceding the Filing Date.

ADDITIONAL FORMS

Additional D&O Proof of Claim forms can be obtained from the Monitor's website at <http://www.ey.com/ca/landdrill> or by contacting the Monitor and providing the particulars as to your name, address, facsimile number, email address and contact person. Once the Monitor has this information, you will receive, as soon as practicable, an additional D&O Proof of Claim form.

DATED this ● day of ●, 2013.

Schedule "C"

Supporting Documentation Submission Form

Contact Details

Name

Attention

Address 1

Address 2

City

State/Province

ZIP/Postal Code

Country

Phone

Fax

Email

Supporting Documentation

Please attach hard copies of your supporting documentation to this form.

Comments

Future correspondence

All future correspondence will be directed to the email designated in the contact details unless you specifically request that hardcopies be provided.

☐ Hardcopy of correspondence required

Acknowledgement

Signature

Date