Court File No. M/M/114/12

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK

TRIAL DIVISION

JUDICIAL DISTRICT OF MONCTON

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**")

ORDER
(Re: Payment of Clarus Fees)

WHEREAS the motion of Ernst & Young Inc., the Court-appointed Monitor of the Applicants (the "**Monitor**"), seeking, *inter alia*, the approval of the payment of certain fees to Clarus Securities Inc. ("**Clarus**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "***CCAA***"), was heard this 29th day of April, 2013 at 145 Assomption Blvd., Moncton, New Brunswick.

ON READING the Monitor's Twelfth Report dated April 24, 2013 (the "**Twelfth Report**") and the Appendices and Confidential Appendix thereto and the Brief on Motion of the Monitor;

AND UPON HEARING:

Ashley John Taylor, Counsel for the Monitor;

Stephen J. Hutchison, Counsel for the Applicants;

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 the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

PAYMENT OF THE CLARUS FEES

2. **THIS COURT ORDERS** that the Monitor is authorized and directed to pay Clarus, in full and final satisfaction of the payments contemplated by the engagement letter dated August 2, 2012 between Landdrill International Inc. and Clarus, the following amounts, which amounts include HST:

    (a) $137,572.47 from the proceeds of the sale of the Canadian Assets, as that term is defined in the Twelfth Report of the Monitor dated April 24, 2013; and

(b) $28,319.72 from the proceeds of the sale of the Mongolian Assets, as that term is defined in the Fourth Report of the Monitor dated November 6, 2012.

AID AND RECOGNITION

3. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, Mongolia or Barbados to give effect to this Order and to assist the Seller and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

David D. Smith.
CJCQB, April 29/13

"Payments to Clarus Securities Inc (Clarus) from the proceeds of sale of the Canadian assets and the proceeds of sale of the Mongolian assets, (both are defined in the Monitor's Twelfth Report dated April 24, 2013) ("collectively, the "Proceeds") are without prejudice to the rights and the position of G.E. Canada Equipment Financing G.P. on its motion for distribution of funds."

David D. Smith
CJCQB.
April 29/13.