

Cause No: M/M/114-12

IN THE COURT OF QUEEN'S BENCH OF
NEW BRUNSWICK

COUR DU BANC DE LA REINE DU
NOUVEAU-BRUNSWICK

TRIAL DIVISION

DIVISION DE PREMIERE INSTANCE
CIRCONSCRIPTION JUDICIAIRE DE

JUDICIAL DISTRICT OF MONCTON

BETWEEN:

ENTRE:

**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)**

**NOTICE OF MOTION
(FORM 37A)**

**AVIS DE MOTION
(Formule 37A)**

TO: All Parties on the Service List
attached as Schedule "A".

DESTINAIRE:

Ernst & Young Inc. (the "**Monitor**"), as
Monitor under the *Companies' Creditors
Arrangement Act*, R.S.C. 1985, c. C-36, as
amended (the "**CCAA**") 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 (collectively "**Landdrill Canada**"), Landdrill Mexico S.A. de C.V., a Mexican corporation ("**Landdrill Mexico**"), Landdrill International LLC, a Mongolian corporation ("**Landdrill Mongolia**"), and Landdrill International Inc., a Barbados corporation, (collectively, the "**Companies**") will make a motion to the Court on the 5th day of November 2012 at 2:00 p.m. or as soon after that time as a motion can be heard, at the Moncton Court House, 145 Assomption Blvd., Moncton, New Brunswick, for an Order:

Le _____ demandera à la Cour à

Le _____, 20__, à _____ h,
d'ordonner:

1. Abridging and validating the timing and method of service and filing of the Notice of Motion, if necessary, so that this Motion is properly returnable, and so that further service thereof and the need to file a Record of Motion is dispensed with;
2. Approving an agreement of purchase and sale (the "**Asset Purchase Agreement**") involving substantially all the assets of Landdrill Canada, Landdrill Mexico and Landrill Mongolia (the "**Purchased Assets**") and the transactions contemplated thereby (the "**Transactions**");
3. Vesting all of the Purchased Assets in the Purchasers (as defined in the Asset Purchase Agreement) free and clear of all Encumbrances (as that term is defined in the Asset Purchase Agreement);
4. Extending the Stay Period, as defined in the Initial Order of this Court dated August 31, 2012; and
5. Such further and other relief as may be just and appropriate.

The grounds to be argued upon the hearing of the motion are as follows:

1. The Companies operate an international drilling business providing industrial drilling services to mineral exploration companies in, among other countries, Canada, Mexico and Mongolia;
2. The Companies are facing severe liquidity issues, are resultantly unable to meet various financial and other covenants with their secured lenders and do not have the liquidity needed to meet their ongoing pre-filing payment obligations;

3. The Companies were granted protection from their creditors under the CCAA pursuant to the Initial Order;

Approval of the Asset Purchase Agreement and the Transactions

4. The Monitor conducted the Sale Process (as defined in the Initial Order) in accordance with the Initial Order;
5. The Transactions contemplate the purchase of substantially all of the Canadian Assets, the Mexican Assets, the Mongolian Assets and the Torex Assets, as those terms are defined in the Asset Purchase Agreement;
6. The Monitor intends to seek an Order approving the Asset Purchase Agreement and vesting all of the Purchased Assets in the Purchasers free and clear of all Encumbrances; and

General

7. Such other grounds as are disclosed by the facts set out in the Report of the Monitor to be filed with the Court (the "**Fourth Report**").

Upon the hearing of the within motion, the Monitor intends to rely upon the following statutory provisions and rules, namely:

8. The provisions of the CCAA;
9. Rules 1.03, 2.01, 2.02, 3.01, 38 and 39 of the *Rules of Court*;
10. The inherent jurisdiction of this Honourable Court; and
11. Such further and other provisions as counsel may advise and this Honourable Court may permit.

Upon the hearing of the motion, the following affidavit or other documentary evidence will be presented or relied upon:

A l'audition de la motion, les affidavits ou les autres preuves littérales suivantes seront présentées:

12. The Fourth Report;
13. The Orders of this Honourable Court in these proceedings;
14. All materials filed with this Honourable Court in these proceedings;

15. Such further and other affidavits or documentary and other evidence as counsel may advise and this Honourable Court may permit.

You are advised that:

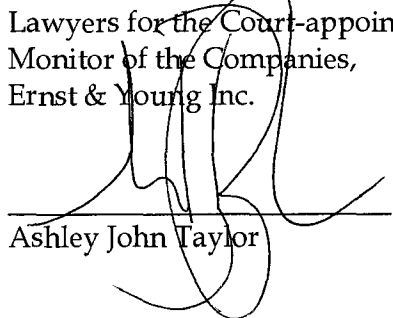
- (a) You are entitled to issue documents and present evidence at the hearing in English or French or both;
- (b) The Applicant intends to proceed in the English language; and
- (c) If you intend to proceed in the other official language, an interpreter may be required and you must so advise the clerk at least 7 days before the hearing.

Sachez que:

- (d) Vous avez le droit d'émettre des documents et de présenter votre preuve à l'audience en français, en Anglais ou dans les deux langues;
- (e) Le à l'intention d'utiliser la langue Anglais; et
- (f) Si vous avez l'intention d'utiliser l'autre langue officielle, les services d'un interprète pourront être requis et vous devrez un aviser le greffier au moins 7 jours avant l'audience.

DATED at Toronto, Ontario, this 30th day of October, 2012.

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Lawyers for the Court-appointed
Monitor of the Companies,
Ernst & Young Inc.


Ashley John Taylor

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Schedule "A"

PARTIES WITH COUNSEL OF RECORD

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