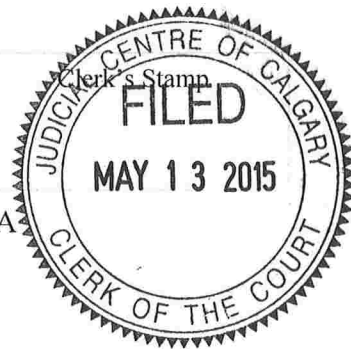


COURT FILE NUMBER 1501-00396
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary



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

**AND IN THE MATTER OF THE BUSINESS
CORPORATIONS ACT, R.S.A. 2000, c. B-9**

**AND IN THE MATTER OF GASFRAC
ENERGY SERVICES INC., GASFRAC
SERVICES GP INC., GASFRAC ENERGY
SERVICES (US) INC., GASFRAC US
HOLDINGS INC. and GASFRAC INC.**

DOCUMENT **Extension of Stay & Creditors' Meeting Order**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
Josef G.A. Krüger, Q.C./Robyn Gurofsky
Borden Ladner Gervais LLP
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Email: JKruger@blg.com / RGurofsky@blg.com
File No. 441817-000015

I hereby certify this to be a true copy of
the original Order
Dated this 13 day of May 2015
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: May 13, 2015

NAME OF JUSTICE WHO MADE THE ORDER: The Honourable Justice K.M. Eidsvik

LOCATION OF HEARING: Calgary, Alberta

UPON the application of **GASFRAC ENERGY SERVICES INC. ("GESI")**, **GASFRAC SERVICES GP INC. ("GSGP")** for itself and in its capacity as general partner of **GASFRAC ENERGY SERVICES LIMITED PARTNERSHIP ("GES LP")**, **GASFRAC Energy Services (US) Inc. ("GUS")**, **GASFRAC US Holdings Inc. ("Holdings")** and **GASFRAC Inc. ("GI")** (collectively the "**Company**") for an order (a) extending the stay of proceedings in this Action; (b) accepting the filing of a Plan of Arrangement and Compromise concerning, affecting and involving

the Company, as such plan may be amended, varied or supplemented by the Company from time to time in accordance with the terms thereof and this Order (the “**Plan**”); (c) authorizing the Company to call, hold and conduct of meeting or meetings of certain of its unsecured creditors (the “**Creditors’ Meeting**”) to consider and vote on a resolution to approve the Plan; (d) authorizing the Company to establish classes of Affected Unsecured Creditors in the Plan for the purpose of considering and voting on such Plan; and (e) approving the procedures to be followed with respect to the calling and conduct of the Creditors’ Meeting; **AND UPON** having read the Application, the Confidential Affidavit of Lori McLeod-Hill sworn on March 23, 2015, the Affidavit of Leigh Cassidy sworn on May 6 , 2015, the Sixth Report of the Monitor, dated March 24, 2015, the Seventh Report of the Monitor, dated May 8, 2015, and the pleadings and proceedings filed herein, including the Initial Order granted on January 15, 2015 (the “**Initial Order**”); **AND UPON** hearing counsel for the Company, the Monitor and any other interested party appearing at the Application;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. There has been good and sufficient service and notice of this Application and the time for service of this Application and materials in support thereof be and is hereby abridged, if necessary, so that this Application is properly returnable today and any further service of this Application upon any interested party is hereby dispensed with.
2. Unless otherwise defined herein capitalized terms used herein shall have the meanings ascribed to them in the Plan.

Extension of Stay of Proceedings

3. The Stay of Proceedings is hereby extended until and including July 6, 2015.

The CCAA Plan

4. The Plan is hereby accepted for filing, and the Company is hereby authorized to seek approval from its Affected Unsecured Creditors of the Plan in the manner set forth herein.
5. The Company may at any time and from time to time prior to its Creditors’ Meeting amend, restate, modify and/or supplement its Plan provided that (i) any such amendment, restatement, modification or supplement is contained in a written instrument filed with this

Honourable Court and (ii) notice is provided to all of the Affected Unsecured Creditors in the manner required by this Honourable Court.

6. The Company may at any time and from time to time following its Creditors' Meeting amend, restate, modify and/or supplement its Plan provided that (i) any such amendment, restatement, modification or supplement is contained in a written instrument filed with this Honourable Court and (ii) such amendments, restatements, modifications and/or supplements are approved by this Honourable Court following notice to all of the Company's Affected Unsecured Creditors.
7. Any amendment, restatement, modification or supplement may be made by the Company with the consent of the Monitor and pursuant to an Order of this Honourable Court following the Company's Plan Sanction Date, provided that it concerns a matter which, in the opinion of the Company, is of an administrative nature required to better give effect to the implementation of the Plan and the Sanction Order or to cure any errors, omissions or ambiguities and is not materially adverse to the financial or economic interests of the Company's Affected Unsecured Creditors.
8. Any amended, restated, modified or supplementary plan or plans of arrangement and compromise filed with this Honourable Court and, if required, approved by this Honourable Court, shall, for all purposes, be and be deemed to be a part of and incorporated in the Plan.

Forms of Documents

9. The Notice to Creditors substantially in the form attached hereto as Schedule "B" and the Creditors' Proxy substantially in the form attached hereto as Schedule "C" (Schedule "B" and Schedule "C", together with the Monitor's Seventh Report are collectively, the "**Meeting Materials**") are each hereby approved, and the Company is hereby authorized and directed to make such changes thereto as they consider necessary or desirable to conform the content thereof to the terms of its Plan or this Creditors' Meeting Order or to describe the Plan.

Notice of Meeting

10. With respect to each of the Company's corporate entities, the Monitor shall send by regular pre-paid mail or e-mail the Meeting Materials:

- (a) to each Affected Unsecured Creditor (excluding the Subordinated Debentureholders) of the Company that has a Proven Claim or a Disputed Distribution Claim on or before May 18, 2015, to the address provided by each such Affected Unsecured Creditor in its Proof of Claim or to such other address subsequently provided to the Monitor by any such Affected Unsecured Creditor;
 - (b) to Computershare Limited (“**Computershare**”) and to Broadridge Financial Solutions Inc. (“**Broadridge**”) on behalf of the Subordinated Debentureholders upon approval of this Order; and
 - (c) to any Person claiming to be an Affected Unsecured Creditor of the Company within three (3) Business Days of receipt of a request from such Person to the address provided by such Person to the Monitor.
- 11. Commencing on or before May 15, 2015, the Monitor shall cause the Notice of Creditors, substantially in the form attached hereto as Schedule “A”, to be published on two (2) separate Business Days in each of the *Calgary Herald* and the *Houston Chronicle*.
 - 12. Electronic copies of the Meeting Materials, including any amendments and variations thereto, shall be posted on the Website until the Business Day following the Plan Implementation Date.
 - 13. On or before May 15, 2015, Computershare and Broadridge shall take such steps as are necessary to ensure copies of the Meeting Materials are delivered to the appropriate parties to facilitate notice of the Creditors’ Meeting and the Meeting Materials on the Subordinated Debentureholders.
 - 14. The publication of the Notice to Creditors and the distribution of the Meeting Materials to the Affected Unsecured Creditors (with the exception of the Subordinated Debentureholders) and to Computershare and Broadridge, in accordance with the requirements of this Creditors’ Meeting Order, shall constitute good and sufficient service, notice and delivery of this Creditors’ Meeting Order and the other documents referred to in this Creditors’ Meeting Order on all Persons, including the Company’s Subordinated Debentureholders, who may be entitled to receive notice of or be deemed to vote at or be present at or vote in person or by

proxy at the Creditors' Meeting or any adjournment thereof and no other notice or service need be given or made and no other document or material need be served except as required and in accordance with this Creditors' Meeting Order. Service and notice shall be effective, in the case of mailing, on the third Business Day after the date of mailing, in the case of service by courier, on the day after the courier package was sent and, in the case of service by fax or email, on the day the fax or email was transmitted, unless such day is not a Business Day, or the fax or email transmission was made after 5:00 p.m., in which case, on the next Business Day.

Delivery of Proxies to the Monitor

15. Any Affected Unsecured Creditors' (with the exception of the Subordinated Debentureholders) Proxy in respect of the Creditors' Meeting (or any adjournment thereof) shall be provided to the Monitor on or before 5:00 p.m. (Calgary time) on the Business Day immediately prior to the day on which the Creditors' Meeting (or any adjournment thereof) is to be held, provided that any Affected Unsecured Creditors' Proxy may also be deposited with the Chair at the Creditors' Meeting (or any adjournment thereof) immediately prior to the commencement of the Creditors' Meeting.
16. Any Subordinated Debentureholders' Proxy in respect of the Creditors' Meeting (or any adjournment thereof) shall be provided to Broadridge in accordance with their voting instructions on or before 5:00 p.m. (Calgary time) on the Business Day immediately prior to the day on which the Creditors' Meeting (or any adjournment thereof) is to be held, provided that any Subordinated Debentureholders' Proxy may also be deposited with the Chair at the Creditors' Meeting (or any adjournment thereof) immediately prior to the commencement of the Creditors' Meeting.
17. The Company in its discretion may waive in writing the time limits imposed on the Affected Unsecured Creditors (including the Subordinated Debentureholders) as set out in this Creditors' Meeting Order and the Instructions to Creditors for the deposit of proxies and all other procedural matters if the Company deems it advisable to do so (without prejudice to the requirement that all of the Company's other Affected Unsecured Creditors must comply with this Creditors' Meeting Order and the other procedures set out in the Instructions to Creditors).

Conduct at the Creditors' Meeting

18. For the purposes of voting to approve the Plan (a) there shall be seven (7) classes of Affected Unsecured Creditors established in the Plan, (i) the GESI Class, comprised of all Affected Unsecured Creditors with Affected Unsecured Claims against GESI (excluding the Subordinated Debentureholders and the Affected Unsecured Claims by Subordinated Debentureholders); (ii) the GSGP Class, comprised of all Affected Unsecured Creditors with Affected Unsecured Claims against GSGP; (iii) the GESLP Class, comprised of all Affected Unsecured Creditors with Affected Unsecured Claims against GESLP; (iv) the Holdings Class, comprised of all Affected Unsecured Creditors with Affected Unsecured Claims against Holdings; (v) the GI Class, comprised of all Affected Unsecured Creditors with Affected Unsecured Claims against GI; (vi) the GUS Class, comprised of all Affected Unsecured Creditors with Affected Unsecured Claims against GUS; (vii) and the Subordinated Debentureholder Class, comprised of the Affected Unsecured Claims by Subordinated Debentureholders, and (b) the value of the Voting Claims of the Company's Creditors shall be established in accordance with the provisions of this Creditors' Meeting Order, the Claims Process Order, the Plan and any further order of this Honourable Court.
19. The Company is hereby authorized to call, hold and conduct the Creditors' Meeting on June 22, 2015 at 10:00 a.m. (MDT) at the location set out hereto in Schedule "B" for the purposes of considering, and if deemed advisable by the Affected Unsecured Creditors, voting in favour of, with or without variation, resolutions to approve the Plan.
20. The Creditors' Meeting shall be called, held and conducted, and the Plan shall be voted upon and, if approved by the Company's Affected Unsecured Creditors, ratified and given full force and effect, in accordance with the provisions of this Creditors' Meeting Order, the Claims Process, the Plan, the CCAA and any further order of this Honourable Court, notwithstanding the provisions of any agreement or other instrument to the contrary.
21. An officer of the Monitor, designated by the Monitor, shall preside as the chair (the "**Chair**") of the Creditors' Meeting and, subject to this Creditors' Meeting Order and any further order of this Honourable Court, shall decide all matters relating to the conduct at the Creditors' Meeting.

22. In the Creditors' Meeting, the Chair shall direct a vote with respect to a resolution to approve the applicable Plan and any amendments thereto as the Company may consider appropriate.
23. In the Creditors' Meeting, the Chair is hereby authorized to accept and rely upon proxies substantially in the form attached hereto as Schedule "C", or such other form as is acceptable to the Chair.
24. The Monitor shall appoint scrutineers for the supervision and tabulation of the attendance at, quorum at and votes cast at the Creditors' Meeting. A person designated by the Monitor shall act as secretary at the Creditors' Meeting.
25. For the purposes of tabulating the votes of the Subordinated Debentureholders, the Monitor shall appoint Broadridge as scrutineer of the votes submitted by the Subordinated Debentureholders and Broadridge shall submit a report to the Monitor at the Creditors' Meeting tabulating the votes of the Subordinated Debentureholders submitted either by proxy in advance of the Creditors' Meeting or in person at the Creditors' Meeting.
26. The quorum required at the Creditors' Meeting shall be one (1) of the Affected Unsecured Creditors voting in each class, present in person or by proxy.
27. If (a) the requisite quorum is not present at the Creditors' Meeting, or (b) the Creditors' Meeting is postponed by the vote of the majority in number of the Affected Unsecured Creditors present in person or by proxy, then the Creditors' Meeting shall be adjourned by the Chair to a later date, time and place designated by the Chair.
28. The Chair shall be entitled to adjourn and further adjourn the Creditors' Meeting at the Creditors' Meeting or any adjourned Creditors' Meeting provided that such adjournment or adjournments shall be for a period of not more than thirty (30) days in total and, in the event of any such adjournment, the Company shall not be required to deliver any notice of adjournment of the Creditors' Meeting or adjourned Creditors' Meeting other than announcing the adjournment at the Creditors' Meeting or posting notice at the originally designated time and location of the Creditors' Meeting or adjourned Creditors' Meeting.
29. With respect to each of the Companies, the only Persons entitled to attend the Creditors' Meeting are the Monitor, those Persons, including the holders of proxies, entitled to vote at

the Creditors' Meeting, their legal counsel and advisors, the directors, officers and legal counsel of the Companies and any Persons appointed as scrutineers for the Creditors' Meeting, and directors, officers, legal counsel and advisors of Calfrac Well Services Ltd., Broadridge. Any other Person may be admitted to a Creditors' Meeting on invitation of the Chair.

Voting Procedure

30. At the Creditors' Meeting the Chair shall direct a vote, by written ballot, on a resolution to approve the Plan and any amendments thereto as the Monitor and the Company may consider appropriate.
31. The only Persons entitled to vote at the Creditors Meeting, in person or by proxy, are the Affected Unsecured Creditors. For greater certainty, neither the Unaffected Creditors nor PNC Bank Canada Branch shall be entitled to vote at the Creditors' Meeting.
32. If an Affected Unsecured Creditor transfers or assigns the whole of its claim prior to the Creditors' Meeting and the transferee delivers to the Company and the Monitor actual notice of the transfer or assignment, together with satisfactory evidence of such transfer or assignment, by no later than 5:00 p.m. on the day that is ten (10) Business Days prior to the date of the Creditors' Meeting, such transferee shall be entitled to attend and vote such Affected Unsecured Creditors' Claim at the Creditors' Meeting, either in person or by proxy, and if and to the extent such Claim may otherwise be voted at the Creditors' Meeting and shall be bound by any and all notices previously given to the transferor or assignor in respect of such Claim. The Company shall not recognize partial assignments or transfers of Claims.
33. In accordance with the Plan, the Company's Affected Unsecured Creditors entitled to vote on the Plan are entitled to one vote, which vote shall:
 - (a) for Affected Unsecured Creditors with Proven Claims, have a Voting Claim equivalent to the value of such Affected Unsecured Creditors' Proven Claim;
 - (b) for Affected Unsecured Creditors with Disputed Distribution Claims and to whom the Monitor has delivered a Notice of Revision or Disallowance and which revision or disallowance remains in dispute or under appeal in accordance with the Claims

Process Order, have a Voting Claim equivalent to the value of the revised Claim as accepted by the Monitor pursuant to the Notice of Revision or Disallowance for voting purposes provided that the Company reserves the right to dispute such Affected Unsecured Creditor's Disputed Distribution Claim for distribution purposes under the Plan;

- (c) for those Affected Unsecured Creditors with Disputed Distribution Claims and to whom the Monitor has not yet delivered a Notice of Revision or Disallowance, have a Voting Claim equivalent to the value of the amount of such Affected Unsecured Creditors' Proof of Claim for voting purposes, provided that the Company reserves the right to dispute such Affected unsecured Creditor's Disputed Distribution Claim for distribution purposes under the Plan; and
 - (d) For the purpose of calculating the two-thirds majority by value of the Subordinated Debentureholders, the aggregate principal amount of Subordinated Debenture of all series held by all Subordinated Debentureholders voting on the Plan in person or by proxy shall be divided by the aggregate principal amount of all Subordinate Debentures of all series outstanding as at the Filing Date and each Subordinated Debentureholders shall be entitled to vote, without duplication, the aggregate principal amount of the Subordinate Debentures of all series held as at the Voting Record Date as indicated on the Subordinated Debentureholders' Proxy.
34. Affected Unsecured Creditors with a Disputed Distribution Claim, including Affected Unsecured Creditors with Subsequent Claims that are filed pursuant to the Claims Process Order within ten (10) Business Days of the Creditors' Meeting which have not been finally resolved in accordance with the Claims Process Order, shall have their voting intentions with respect to such amounts recorded by the Monitor and reported to this Honourable Court in accordance with paragraph 33(b) herein. If approval or non-approval of the Plan by the Affected Unsecured Creditors shall prove to be determined by the votes cast in respect of Disputed Distribution Claims, such Subsequent Claims Procedures, the Company and the Monitor, on notice to the Service List, shall request this Honourable Court for directions and if necessary, an appropriate deferral of the motion for the Company's Sanction Order and any other applicable dates.

35. If there is any dispute as to the principal amount or number of Subordinated Debenture Obligations held by any Subordinated Debentureholder, the Monitor will request Broadridge, who maintains book entry records or other records evidencing such Subordinated Debentureholders' ownership of Subordinate Debentures, to confirm with the Monitor the information provided by such Subordinated Debentureholder. If any such dispute is not resolved by such Subordinated Debentureholder and the Monitor by the date of the Creditors' Meeting, the Monitor shall tabulate the vote for or against the Plan in respect of the disputed principal amount of such Subordinated Debentureholder's Subordinate Debentures separately and, if approval or non-approval of the Plan shall prove to be determined by the votes cast in respect of such disputed principal amount of Subordinate Debentures, such result shall be reported to the Court at the Sanction Order Application or at an application brought prior thereto, with a request to the Court for directions.
36. The results of the vote conducted at the Creditors' Meeting shall be binding on all of the Company's Affected Creditors, whether or not any such Affected Creditor is present in person or by proxy or voting at the Creditors' Meeting.

Court Sanctioning of Plan

37. The Monitor shall provide a report to this Honourable Court no later than five (5) Business Days after the Creditors' Meeting with respect to:
- (a) the results of the voting at the Creditors' Meeting on the resolutions to approve the Plan;
 - (b) whether the required majority of the Company's Affected Unsecured Creditors has approved the Plan; and
 - (c) the effect on the results of the voting had on all of the Affected Unsecured Creditors with Disputed Distribution Claims, including Affected Unsecured Creditors with Subsequent Claims that are filed pursuant to the Claims Process Order within ten (10) Business Days of the Creditors' Meeting which have not been finally resolved in accordance with the Claims Process Order.

38. An electronic copy of the Monitor's Report, including any amendments and variations thereto, and draft Sanction Order in respect of the Plan shall be posted on the Website prior to the Sanction Order Application (as defined below).
39. If the Plan is approved by the required majority of the Company's Affected Unsecured Creditors (as set out in the Plan), the Company may bring an application to this Honourable Court on June 28, 2015, or such other date as is set by this Honourable Court upon application by the Company, seeking an order sanctioning the Plan pursuant to the CCAA (the "**Sanction Order Application**").
40. Service of this Creditors' Meeting Order by the Monitor to the parties on the service list and the mailing to Creditors of the Meeting Materials in accordance with the requirements of this Creditors' Meeting Order shall constitute good and sufficient service of notice of the Sanction Order Application on all Persons entitled to receive such service and no other form of notice or service need be made and no other materials need be served in respect of the Sanction Order Application, except that the Company shall also serve the Service List with any additional materials to be used in support of the Sanction Order Application.
41. Any party who wishes to oppose the Sanction Order Application shall serve on the Applicants and the Monitor a notice setting out the basis for such opposition (a "**Notice of Appearance**") and a copy of the materials to be used to oppose the Sanction Order Application at least two (2) Business Days before the date set for the Sanction Order Application, or such shorter time as this Honourable Court, by order, may allow.
42. In the event the Sanction Order Application is adjourned, only those Persons who have filed and served a Notice of Appearance shall be served with notice of the adjourned date.
43. Subject to any further order of this Honourable Court, in the event of any conflict, inconsistency, ambiguity or difference between the provisions of the Plan and this Creditors' Meeting Order, the terms, conditions and provisions of the Plan shall govern and be paramount, and any such provision in this Creditors' Meeting Order shall be deemed to be amended to the extent necessary to eliminate any such conflict, inconsistency, ambiguity or difference.

Assistance of Other Courts

44. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicants, the Monitor and their respective 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 Applicants and 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 Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

"K.M. Eidsvik"

Justice of the Court of Queen's Bench of Alberta

SCHEDULE "A" – ADVERTISEMENT

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, RSC 1985, c C-36, AS AMENDED**

AND IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, RSA 2000, c B-9

**AND IN THE MATTER OF GASFRAC ENERGY SERVICES INC., GASFRAC SERVICES GP
INC., GASFRAC ENERGY SERVICES (US) INC., GASFRAC US HOLDINGS INC.
and GASFRAC INC. (collectively "GASFRAC")**

NOTICE TO AFFECTED UNSECURED CREDITORS OF GASFRAC

NOTICE IS HEREBY GIVEN that GASFRAC (the "**Company**") has filed with the Alberta Court of Queen's Bench (the "**Court**") a plan of compromise and arrangement dated May 13, 2015 (as amended from time to time, the "**CCAA Plan**") pursuant to the *Companies' Creditors Arrangement Act* (Canada), as amended (the "**CCAA**").

You can view copies of the documents relating to this process, including the Plan and applicable proxy forms on the following website: www.ey.com/ca/gasfracenergy

NOTICE IS ALSO HEREBY GIVEN that a Meeting of the Affected Unsecured Creditors (the "**Creditors Meeting**") will be held at the time and place and on June 22, 2015 at 10:00 a.m. (MDT) at Borden Ladner Gervais LLP, 1900, 520-3rd Avenue S.W., Calgary AB, T2P 0R3, for the purposes of considering and, if thought advisable by the Affected Unsecured Creditors, voting in favour of, with or without variation, a resolution to approve the CCAA Plan and to transact such other business as may properly come before such Creditors Meeting or any adjournment thereof. The Creditors Meeting is being held pursuant to the Order of the Court made on May 13, 2015, by the Honourable Madam Justice K.M. Eidsvik (the "**Meeting Order**").

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

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

NOTICE IS ALSO HEREBY GIVEN that such order will be sought in an application to be brought by the Company within ten (10) days of the Creditors' Meeting, which date shall be posted on the website of the court-appointed Monitor as set out below. At that time the Company will also seek the other relief specified in the CCAA Plan. Subject to the satisfaction of the conditions to implementation of the CCAA Plan, all Affected Unsecured Claims of Affected Unsecured Creditors will then receive the treatment as set out in the CCAA Plan unless otherwise ordered by the Court.

The value of each Affected Unsecured Claim for voting purposes has or will be determined pursuant to the Meeting Order, the Claims Process, the CCAA Plan, the CCAA and any further order of the Court. Any Affected Unsecured Creditor who is entitled to vote at the Creditors' Meeting but is unable to attend the Creditors' Meeting is requested to date, sign and return the enclosed form of proxy, either by fax, email or registered mail.

In order to be used at the Creditors' Meeting, a proxy must be submitted, by way of fax, email or registered mail, per the instructions on the proxy, any time prior to 5:00 p.m. (MST) on the last Business Day before the Creditors' Meeting, or with the Chair of the Creditors' Meeting prior to the commencement of the Creditors' Meeting or any adjournment thereof. Copies of the proxy forms are available on the Monitor's website at www.ey.com/ca/gasfracenergy

The Company in its discretion may waive in writing the time limits for the deposit of proxies and all other procedural matters of the Company deems it advisable to do so.

This notice is given by the Company pursuant to the Meeting Order.

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

SCHEDULE "B" – NOTICE TO CREDITORS

**IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, RSC 1985, c C-36, AS AMENDED**

AND IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, RSA 2000, c B-9

**AND IN THE MATTER OF GASFRAC ENERGY SERVICES INC., GASFRAC SERVICES GP
INC., GASFRAC ENERGY SERVICES (US) INC., GASFRAC US HOLDINGS INC.
and GASFRAC INC. (collectively "GASFRAC")**

NOTICE TO AFFECTED UNSECURED CREDITORS OF GASFRAC

NOTICE IS HEREBY GIVEN that GASFRAC (the "**Company**") has filed with the Alberta Court of Queen's Bench (the "**Court**") a plan of compromise and arrangement dated May 13, 2015 (as amended from time to time, the "**CCAA Plan**") pursuant to the *Companies' Creditors Arrangement Act* (Canada), as amended (the "**CCAA**").

You can view copies of the documents relating to this process, including the Plan on the following website: www.ey.com/ca/gasfracenergy

The CCAA Plan contemplates the compromise of rights and claims of certain creditors of the Company (as defined in the CCAA Plan, "**Affected Unsecured Creditors**"). Affected Unsecured Claims of Affected Unsecured Creditors constitute seven (7) classes of creditors as established in the CCAA Plan: (i) the "**GESI Class**", (ii) the "**GSGP Class**", (iii) the "**GESLP Class**", (iv) the "**Holdings Class**", (v) the "**GI Class**", (vi) the "**GUS Class**", and (vii) the "**Subordinated Debentureholder Class**".

NOTICE IS ALSO HEREBY GIVEN that a Meeting of the Affected Unsecured Creditors (the "**Creditors Meeting**") will be held at the time and place and on the date set forth below for the purposes of considering and, if thought advisable by the Affected Unsecured Creditors, voting in favour of, with or without variation, a resolution to approve the CCAA Plan and to transact such other business as may properly come before such Creditors Meeting or any adjournment thereof. The Creditors Meeting is being held pursuant to the Order of the Court made on May 13, 2015, by the Honourable Madam Justice K.M. Eidsvik (the "**Meeting Order**").

DATE	TIME (MDT)	LOCATION
June 22, 2015	10:00 a.m.	Borden Ladner Gervais LLP 1900, 520-3 rd Avenue S.W. Calgary AB, T2P 0R3

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

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

NOTICE IS ALSO HEREBY GIVEN that such order will be sought in an application to be brought by the Company within ten (10) days of the Creditors' Meeting, which date shall be posted on the website of the court-appointed Monitor as set out below. At that time the Company will also seek the other relief specified in the CCAA Plan. Subject to the satisfaction of the conditions to implementation of the CCAA Plan, all Affected Unsecured Claims of Affected Unsecured Creditors will then receive the treatment as set out in the CCAA Plan unless otherwise ordered by the Court.

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

Any Affected Unsecured Creditor who is entitled to vote at the Creditors' Meeting but is unable to attend the Creditors' Meeting is requested to date, sign and return the enclosed form of proxy, either by fax, email or registered mail.

In order to be used at the Creditors' Meeting, a proxy submitted by an Affected Unsecured Creditor (with the exception of a Subordinated Debentureholder) must be deposited with the Monitor, by way of fax, email or registered mail at the address below, any time prior to 5:00 p.m. (MST) on the last Business Day before the Creditors' Meeting, or with the Chair of the Creditors' Meeting prior to the commencement of the Creditors' Meeting or any adjournment thereof.

The Company in its discretion may waive in writing the time limits for the deposit of proxies and all other procedural matters of the Company deems it advisable to do so.

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

Ernst & Young Inc.
Court-Appointed Monitor of GASFRAC
1000, 440-2nd Avenue S.W.
Calgary AB, T2P 5E9

Attention : Jessica Caden

Fax : (403) 206-5075
Telephone : (403) 206-5060
Email: Jessica.Caden@ca.ey.com

This notice is given by the Company pursuant to the Meeting Order.

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

Dated this 15th day of May, 2015.

**IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, RSC 1985, c C-36, AS AMENDED**

AND IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, RSA 2000, c B-9

**AND IN THE MATTER OF GASFRAC ENERGY SERVICES INC., GASFRAC SERVICES GP
INC., GASFRAC ENERGY SERVICES (US) INC., GASFRAC US HOLDINGS INC.
and GASFRAC INC. (collectively "GASFRAC")**

NOTICE TO AFFECTED UNSECURED CREDITORS OF GASFRAC

NOTICE IS HEREBY GIVEN that GASFRAC (the "**Company**") has filed with the Alberta Court of Queen's Bench (the "**Court**") a plan of compromise and arrangement dated May 13, 2015 (as amended from time to time, the "**CCAA Plan**") pursuant to the *Companies' Creditors Arrangement Act* (Canada), as amended (the "**CCAA**").

You can view copies of the documents relating to this process, including the Plan on the following website: www.ey.com/ca/gasfracenergy

The CCAA Plan contemplates the compromise of rights and claims of certain creditors of the Company (as defined in the CCAA Plan, "**Affected Unsecured Creditors**"). Affected Unsecured Claims of Affected Unsecured Creditors constitute seven (7) classes of creditors as established in the CCAA Plan: (i) the "**GESI Class**", (ii) the "**GSGP Class**", (iii) the "**GESLP Class**", (iv) the "**Holdings Class**", (v) the "**GI Class**", (vi) the "**GUS Class**", and (vii) the "**Subordinated Debentureholder Class**".

NOTICE IS ALSO HEREBY GIVEN that a Meeting of the Affected Unsecured Creditors (the "**Creditors Meeting**") will be held at the time and place and on the date set forth below for the purposes of considering and, if thought advisable by the Affected Unsecured Creditors, voting in favour of, with or without variation, a resolution to approve the CCAA Plan and to transact such other business as may properly come before such Creditors Meeting or any adjournment thereof. The Creditors Meeting is being held pursuant to the Order of the Court made on May 13, 2015, by the Honourable Madam Justice K.M. Eidsvik (the "**Meeting Order**").

DATE	TIME (MDT)	LOCATION
June 22, 2015	10:00 a.m.	Borden Ladner Gervais LLP 1900, 520-3 rd Avenue S.W. Calgary AB, T2P 0R3

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

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

NOTICE IS ALSO HEREBY GIVEN that such order will be sought in an application to be brought by the Company within ten (10) days of the Creditors' Meeting, which date shall be posted on the website of the court-appointed Monitor as set out below. At that time the Company will also seek the other relief specified in the CCAA Plan. Subject to the satisfaction of the conditions to implementation of the CCAA Plan, all Affected Unsecured Claims of Affected Unsecured Creditors will then receive the treatment as set out in the CCAA Plan unless otherwise ordered by the Court.

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

Any Affected Unsecured Creditor who is entitled to vote at the Creditors' Meeting but is unable to attend the Creditors' Meeting is requested to date, sign and return the enclosed form of proxy, either by fax, email or registered mail.

In the case of a Subordinated Debentureholder, in order to be used at the Creditors' Meeting, a proxy must be deposited with Broadridge Financial Solutions Inc. ("Broadridge") at the address below, any time prior to 5:00 p.m. (MST) on the last Business Day before the Creditors' Meeting, or with the Chair of the Creditors' Meeting prior to the commencement of the Creditors' Meeting or any adjournment thereof.

The Company in its discretion may waive in writing the time limits for the deposit of proxies and all other procedural matters of the Company deems it advisable to do so.

The Broadridge address for the purpose of the Subordinated Debentureholders filing the form of proxy and for obtaining any additional information or materials related to the Creditors' Meeting is:

Data Processing Centre
POX Box 2800 Stn LCD Malton
Mississauga ON L5T 2T7

This notice is given by the Company pursuant to the Meeting Order.

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

Dated this 15th day of May, 2015.

SCHEDULE "C" - PROXYs

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, RSC
1985, c C-36, AS AMENDED

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AND IN THE MATTER OF GASFRAC ENERGY SERVICES INC., GASFRAC
SERVICES GP INC., GASFRAC ENERGY SERVICES (US) INC., GASFRAC US
HOLDINGS INC. and GASFRAC INC. (collectively, "GASFRAC")

INSTRUMENT OF PROXY

MEETING OF UNSECURED CREDITORS OF GASFRAC to be held pursuant to an Order of the Alberta Court of Queen's Bench (the "**Court**") in connection with GASFRAC's Plan of Compromise and Arrangement under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA Plan**") on June 22, 2015 at 10:00 a.m. (MDT) at:

Borden Ladner Gervais LLP
Centennial Place, East Tower
1900, 520-3rd Avenue S.W.
Calgary AB, T2P 0R3

Before completing this Instrument of Proxy, please read carefully the instructions accompanying this Instrument of Proxy for information respecting the proper completion and return of this Instrument of Proxy.

THIS INSTRUMENT PROXY MUST BE COMPLETED AND SIGNED BY THE CREDITOR AND PROVIDED TO THE MONITOR, ERNST & YOUNG INC., BY 5:00 P.M. (MST) ON THE BUSINESS DAY PRIOR TO THE MEETING OR WITH THE CHAIR PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF IF ANY PERSON ON SUCH CREDITOR'S BEHALF IS TO ATTEND THE MEETING AND VOTE ON THE CCAA PLAN OR IF SUCH CREDITOR WISHES TO APPOINT AN OFFICER OF THE MONITOR TO ACT AS SUCH INSTRUMENT OF PROXY.

THE UNDERSIGNED CREDITOR hereby revokes all proxies previously given and nominates, constitutes and appoints _____ or, if no person is named, Neil Narfason of Ernst & Young Inc. in its capacity as Monitor, or such other representative of the Monitor as the Monitor may designate, as nominee of the undersigned Creditor, with full power of substitution, to attend on behalf of and act for the undersigned Creditor at the Meeting of Creditors of GASFRAC to be held in connection with the CCAA Plan and at any and all adjournments thereof, and to vote the amount of the undersigned Creditor's Claims for voting purposes as determined pursuant to the Creditors' Meeting Order, the Claims Process, the CCAA Plan, the CCAA and any further order of the Court as follows:

A. (mark one only):

- ☐ VOTE FOR approval of the CCAA Plan; or
- ☐ VOTE AGAINST approval of the CCAA Plan

-and-

B. vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Creditor with respect to any amendments or variations to the CCAA Plan and to any other matters that may properly come before the Meeting of Creditors of GASFRAC or any adjournment thereof.

DATED this ____ day of _____, 2015

Print Name of Creditor

Signature of Creditor. If the Creditor is a corporation, signature of an authorized signing officer of the Corporation.

Title of the authorized signing officer of the corporation, if applicable.

Mailing address of the Creditor

Telephone number of the Creditor

Email address of the Creditor

INSTRUCTIONS FOR COMPLETION OF PROXY

1. Each Creditor who has a right to vote at the Creditors' Meeting has the right to appoint a person (who need not be a Creditor) to attend, act and vote for and on behalf of such Creditor and such right may be exercised by inserting in the space provided the name of the person to be appointed. **If no name has been inserted in the space provided, the Creditor will be deemed to have appointed Neil Narfason of the Monitor (or such other representative of the Monitor as the Monitor may designate) as the Creditor's proxy holder.**
2. **If an officer of Ernst & Young Inc. is appointed or is deemed to be appointed as proxy holder and the Creditor fails to indicate on this creditors' proxy a vote for or against approval of the CCAA Plan, this instrument of proxy will be voted FOR approval of the CCAA Plan.**
3. If this instrument of proxy is not dated in the space provided, it will be deemed to be dated on the date it is received by the Monitor.
4. This instrument of proxy must be signed by the Creditor or by the Creditor's attorney duly authorized in writing or, if the Creditor is a corporation, by a duly authorized officer or attorney of the corporation with an indication of the title of such officer or attorney.
5. Valid proxies bearing or deemed to bear a later date will revoke this creditors' proxy. If more than one valid proxy for the same Creditor and bearing or deemed to bear the same date are received with conflicting instructions, such proxies will be treated as disputed proxies and will not be counted.
6. This instrument of proxy should be sent to the Monitor by mail, delivery, email or facsimile at the address set out below so that it is received by the Monitor no later than 5:00 p.m. (MST) on June 19, 2015.

Ernst & Young Inc.
Court Appointed Monitor of GASFRAC
1000, 440 2nd Avenue S.W.
Calgary, AB T2P 5E9 Canada

Attention: Jessica Caden

Fax: (403) 206-5075
Email: Jessica.Caden@ca.ey.com
Telephone: (403) 206-5060

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Borden Ladner Gervais LLP
Centennial Place, East Tower
1900, 520-3rd Avenue S.W.
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Before completing this Instrument of Proxy, please read carefully the instructions accompanying this Instrument of Proxy for information respecting the proper completion and return of this Instrument of Proxy.

THIS INSTRUMENT PROXY MUST BE COMPLETED AND SIGNED BY THE CREDITOR AND PROVIDED TO THE MONITOR, ERNST & YOUNG INC., BY 5:00 P.M. (MST) ON THE BUSINESS DAY PRIOR TO THE MEETING OR WITH THE CHAIR PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF IF ANY PERSON ON SUCH CREDITOR'S BEHALF IS TO ATTEND THE MEETING AND VOTE ON THE CCAA PLAN OR IF SUCH CREDITOR WISHES TO APPOINT AN OFFICER OF THE MONITOR TO ACT AS SUCH INSTRUMENT OF PROXY.

THE UNDERSIGNED CREDITOR hereby revokes all proxies previously given and nominates, constitutes and appoints _____ or, if no person is named, Neil Narfason of Ernst & Young Inc. in its capacity as Monitor, or such other representative of the Monitor as the Monitor may designate, as nominee of the undersigned Creditor, with full power of substitution, to attend on behalf of and act for the undersigned Creditor at the Meeting of Creditors of GASFRAC to be held in connection with the CCAA Plan and at any and all adjournments thereof, and to vote the amount of the undersigned Creditor's Claims for voting purposes as determined pursuant to the Creditors' Meeting Order, the Claims Process, the CCAA Plan, the CCAA and any further order of the Court as follows:

A. (mark one only):

- ☐ VOTE FOR approval of the CCAA Plan; or
- ☐ VOTE AGAINST approval of the CCAA Plan

-and-

B. vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Creditor with respect to any amendments or variations to the CCAA Plan and to any other matters that may properly come before the Meeting of Creditors of GASFRAC or any adjournment thereof.

DATED this ____ day of _____, 2015

Print Name of Creditor

Signature of Creditor. If the Creditor is a corporation, signature of an authorized signing officer of the Corporation.

Title of the authorized signing officer of the corporation, if applicable.

Mailing address of the Creditor

Telephone number of the Creditor

Email address of the Creditor

INSTRUCTIONS FOR COMPLETION OF PROXY

1. Each Creditor who has a right to vote at the Creditors' Meeting has the right to appoint a person (who need not be a Creditor) to attend, act and vote for and on behalf of such Creditor and such right may be exercised by inserting in the space provided the name of the person to be appointed. **If no name has been inserted in the space provided, the Creditor will be deemed to have appointed Neil Narfason of the Monitor (or such other representative of the Monitor as the Monitor may designate) as the Creditor's proxy holder.**
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5. Valid proxies bearing or deemed to bear a later date will revoke this creditors' proxy. If more than one valid proxy for the same Creditor and bearing or deemed to bear the same date are received with conflicting instructions, such proxies will be treated as disputed proxies and will not be counted.
6. This instrument of proxy should be sent to Broadridge Financial Solutions Inc. by mail at the address set out below so that it is received by the Broadridge no later than 5:00 p.m. (MST) on June 19, 2015. Alternatively, votes may be submitted by the Subordinated Debentureholders online or by telephone in the manner set out in the 'Voting Instruction Form' enclosed herewith.

Data Processing Centre
POX Box 2800 Stn LCD Malton
Mississauga ON L5T 2T7