

COURT FILE NUMBER 25-1963517

COURT COURT OF QUEEN'S BENCH OF
ALBERTA IN BANKRUPTCY AND
INSOLVENCY

IN THE MATTER OF THE BANKRUPTCY
OF IVANHOE ENERGY INC.

JUDICIAL CENTRE Calgary

DOCUMENT ORDER (Re Claims Procedure)

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

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File No. V43341

Attention: Tom Cumming

Clerk's Stamp

BANKRUPTCY AND INSOLVENCY
FAILLITE ET INSOLVABILITE
FILED

MAY 11 2016

JUDICIAL CENTRE
OF CALGARY

DATE ON WHICH ORDER WAS PRONOUNCED: May 10, 2016

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Mr. Justice
Macleod

UPON THE APPLICATION by Ernst & Young Inc. ("E&Y") in its capacity as the trustee of the estate of Ivanhoe Energy Inc. (the "**Bankrupt**") in bankruptcy (E&Y, in such capacity, the "**Trustee**") for an order approving a procedure for the solicitation of Claims against the Bankrupt and any or all of the Directors and Officers of the Bankrupt in accordance with the Claims Procedure (as those capitalized terms are defined below);

AND UPON HAVING READ the First Report of the Trustee dated May 3, 2016 (the "**Report**") and the Affidavit of Service of Chris Dennehy sworn May 9, 2016; AND UPON HEARING the submissions of counsel for the Trustee and for Mr. Robert Martin Friedland, no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Service, filed;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.

DEFINITIONS

2. For purposes of this Order, in addition to the terms defined elsewhere herein, the following terms shall have the following meanings:

- (a) **"Bankrupt"** means Ivanhoe Energy Inc.;
- (b) **"Bankruptcy Proof of Claim"** means a proof of claim delivered to the Trustee in these proceedings prior to the date of this Order;
- (c) **"BIA"** means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3;
- (d) **"Business Day"** means a day, other than a Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Calgary, Alberta;
- (e) **"Claims"** means the D&O Claims and the Ivanhoe Claims, and **"Claim"** means any one of them;
- (f) **"Claims Procedures"** means the D&O Claims Procedure and the Ivanhoe Claims Procedure, and Claims Procedure means any one of them.
- (g) **"Court"** means the Court of Queen's Bench of Alberta in bankruptcy and insolvency;
- (h) **"Creditors"** means, collectively, the D&O Creditors and Ivanhoe Creditors, and **"Creditor"** means any one of them;
- (i) **"Date of Bankruptcy"** means June 2, 2015;
- (j) **"D&O Claim"** means any Post-NOI D&O Claim or Pre-NOI D&O Claim;
- (k) **"D&O Creditor"** means any Person asserting a D&O Claim;

- (l) **"D&O Claims Bar Date"** means 5:00 p.m. (Mountain time) on June 17, 2016, or any later date ordered by the Court;
- (m) **"D&O Claims Procedure"** means the procedures outlined in this Order, as they may be amended by further order of the Court, including the Schedules hereto;
- (n) **"Directors and Officers"** means:
 - (i) the former directors of the Bankrupt; and
 - (ii) the former officers of the Bankrupt,and **"Director"** and **"Officer"** means any one of the Directors and Officers;
- (o) **"E&Y"** means Ernst & Young Inc.
- (p) **"Ivanhoe Claim"** means a provable claim against the Bankrupt, as such term is defined in the BIA;
- (q) **"Ivanhoe Creditor"** means any Person asserting an Ivanhoe Claim;
- (r) **"Ivanhoe Claims Bar Date"** means 5:00 p.m. (Mountain time) on June 17, 2016, or any later date ordered by the Court;
- (s) **"Ivanhoe Claims Procedure"** means the procedures outlined under sections 124 and 135 of the BIA, as supplemented by this Order, as they may be amended by further order of the Court;
- (t) **"NOI Filing Date"** means February 20, 2015;
- (u) **"Notice of Claims Bar Date"** means the notice for publication substantially in the form attached as **Schedule "A"**;
- (v) **"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;

- (w) **"Post-NOI D&O Claims"** means any right or claim of any Person against one or more of the Directors and/or Officers which arose after the NOI Filing Date and before the Date of Bankruptcy, and which arose as a result of their position, supervision, management or involvement as Director or Officer of the Bankrupt;
- (x) **"Pre-NOI D&O Claims"** means any right or claim of any Person against one or more of the Directors and/or Officers which arose before the NOI Filing Date, and which arose as a result of their position, supervision, management or involvement as Director or Officer of the Bankrupt;
- (y) **"Proof of D&O Claim"** means the aggregate of the documentation submitted by a D&O Creditor pursuant to the D&O Claims Procedure to evidence its D&O Claim which shall include the Proof of D&O Claim form attached hereto as **Schedule "B"**;
- (z) **"Proof of Ivanhoe Claim"** means the aggregate of the documentation submitted by an Ivanhoe Creditor pursuant to the Ivanhoe Claims Procedure to evidence its Ivanhoe Claim which shall include the proof of claim form contemplated by the BIA;
- (aa) **"Proposal Proof of Claim"** means a proof of claim delivered to the Proposal Trustee;
- (bb) **"Proposal Trustee"** means E&Y in its capacity as proposal trustee of the Bankrupt;
- (cc) **"Trustee"** means E&Y, in its capacity as trustee of the estate of the Bankrupt, in bankruptcy; and
- (dd) **"Trustee's Website"** means www.ey.com/ca/ivanhoeenergy.

ADMINISTRATION OF THE D&O CLAIMS PROCEDURE AND THE IVANHOE CLAIMS PROCEDURE

3. The D&O Claims Procedure shall govern the solicitation of D&O Claims against the Directors and Officers.
4. The Trustee, in addition to its prescribed rights and obligations under the BIA, is hereby directed and empowered to take such actions and fulfill such roles as are contemplated by this Order.
5. The forms of the Notice of Claims Bar Date and the Proof of D&O Claim are hereby approved, provided that the Trustee may, from time to time, make such minor changes to such forms as the Trustee considers necessary or desirable.
6. Ivanhoe Claims shall be proven in accordance with sections 124 and 135 of the BIA. Ivanhoe Creditors that have not filed a Proposal Proof of Claim or a Bankruptcy Proof of Claim are required to file a Proof of Ivanhoe Claim by the Ivanhoe Claims Bar Date. For greater certainty, Ivanhoe Creditors that have already submitted a Proposal Proof of Claim or a Bankruptcy Proof of Claim are not required to submit an additional proof of claim as a result of this Order; such claims will be treated as a Proof of Ivanhoe Claim. Nothing in this Order shall prevent the Trustee from requesting additional information from an Ivanhoe Creditor to support a Proposal Proof of Claim or Bankruptcy Proof of Claim previously submitted to the Trustee.
7. The procedures set out in section 135 of the BIA with respect to the admission and disallowance of claims against bankrupts shall apply, *mutatis mutandis*, to the admission or disallowance of Post-NOI D&O Claims pursuant to this Order, provided that the Directors and Officers shall be entitled to notice of and to participate in any such procedures.

PUBLICATION OF D&O CLAIMS AND IVANHOE CLAIMS

8. Forthwith, or in any event within five (5) business days of the issuance of this Order, the Trustee shall cause the Notice of Claims Bar Date:
 - (a) to be published in each of Edmonton Journal, the Calgary Herald and the San Antonio Express as soon as practicable after the date of this Order; and

- (b) to be posted on the Trustee's Website as soon as practicable after the date of this Order and cause it to remain posted until its discharge as Trustee.

SOLICITATION OF D&O CLAIMS

9. Forthwith, or in any event within five (5) business days of the issuance of this Order, the Trustee shall as soon as practicable send a Notice of Claims Bar Date, a Proof of D&O Claim form and a copy of this Order to any Person listed on Appendix D to the Report and to any Person who requests the Notice of Claims Bar Date and Proof of D&O Claim or who has provided written notice to the Trustee that it has a D&O Claim.
10. Any Person that wishes to assert a D&O Claim must deliver their Proof of D&O Claim to the Trustee by no later than the D&O Claims Bar Date.
11. Any D&O Creditor with a D&O Claim who does not deliver their D&O Proof of Claim to the Trustee in accordance with the D&O Claims Procedure by the D&O Claims Bar Date shall be forever barred from asserting or enforcing such D&O Claim against any of 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 forever barred and extinguished.

SOLICITATION OF IVANHOE CLAIMS

12. Forthwith, or in any event within five (5) business days of the issuance of this Order, the Trustee shall as soon as practicable send a Notice of Claims Bar Date and a Proof of Ivanhoe Claim to:
 - (a) any Person who requests the Notice of Claims Bar Date and Proof of Ivanhoe Claim;
 - (b) any Person who is a known Ivanhoe Creditor, but has not submitted a Proposal Proof of Claim or a Bankruptcy Proof of Claim; and
 - (c) any Person who has provided written notice to the Trustee that it has an Ivanhoe Claim but has not yet submitted an Proof of Ivanhoe Claim.
13. Any Person that wishes to assert an Ivanhoe Claim that has not already submitted a Proposal Proof of Claim to the Proposal Trustee or a Bankruptcy Proof of Claim to the

Trustee must deliver their Proof of Ivanhoe Claim to the Trustee by no later than the Ivanhoe Claims Bar Date.

14. Any Ivanhoe Creditor with a Ivanhoe Claim who does not deliver their Ivanhoe Proof of Claim to the Trustee in accordance with the Ivanhoe Claims Procedure by the Ivanhoe Claims Bar Date shall be forever barred from asserting or enforcing such Ivanhoe Claim against the Bankrupt and the Bankrupt shall not have any liability whatsoever in respect of such Ivanhoe Claim, and such Ivanhoe Claim shall be forever barred and extinguished, provided that, for greater certainty, where an Ivanhoe Creditor has already delivered a Proposal Proof of Claim to the Proposal Trustee or a Bankruptcy Proof of Claim to the Trustee, the Proposal Proof of Claim or Bankruptcy Proof of Claim shall be deemed to have been delivered to the Trustee prior to the Ivanhoe Claims Bar Date.

GENERAL PROVISIONS

15. Any Creditor may download a copy of the Proof of D&O Claim or Proof of Ivanhoe Claim, as applicable, from the Trustee's Website. A Creditor may also request a copy of the Proof of D&O Claim or Proof of Ivanhoe Claim, as applicable, by contacting the Trustee by facsimile, email, courier, personal delivery or prepaid mail.
16. References in this Order to the singular include the plural and to the plural include the singular.
17. For the purposes of the D&O Claims Procedure and Ivanhoe Claims Procedure, all Claims which are denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada noon spot rate of exchange for exchanging the currency to Canadian dollars on the Date of Bankruptcy.
18. The sending to the Creditors and the publication pursuant to paragraph 8 of this Order, and the completion of the other requirements of this Order, shall constitute good and sufficient service and delivery of this Order and the D&O Claims Bar Date and Ivanhoe Claims Bar Date on all Persons who may be entitled to receive notice thereof and who may wish to assert a Claim, and no other notice or service need be given or made and no other document or material need be sent to or served upon any Person in respect of this Order.

19. Any document, notice or communication required to be delivered pursuant to the terms of this Order must be delivered either by facsimile, email or electronic transmission, personal delivery, courier or prepaid mail to:

- (a) the Trustee by a Creditor to:

Ernst & Young Inc.
In its capacity as Trustee of the Estate of Ivanhoe Energy Inc., in bankruptcy
Pacific Centre
700 West Georgia Street, P.O. Box 10101
Vancouver, BC V7Y 1C7 Canada
Attention: Riyandi Tan
Telephone: (604) 899-3587
Fax: (604) 899-3530
E-mail: ivanhoeenergy@ca.ey.com

- (b) any Creditor by the Trustee to the physical address or the electronic address (as applicable) for such Persons last shown on the books and records of the Bankrupt or set out in such Creditor's D&O Proof of Claim or Ivanhoe Proof of Claim, as applicable, or as set out in the Service List maintained by the Trustee in these proceedings.
20. In the event that the day on which any notice or communication required to be delivered pursuant to the D&O Claims Procedure or Ivanhoe Claims Procedure is not a Business Day then such notice or communication shall be required to be delivered on the next Business Day.
21. In the event of any strike, lock-out or other event which interrupts postal service in any part of Canada, all notices and communications during such interruption may only be delivered by email, facsimile transmission, personal delivery or courier and any notice or other communication given or made by prepaid mail within the seven (7) day period immediately preceding the commencement of such interruption, unless actually received, shall be deemed not to have been delivered. All such notices and communications shall be deemed to have been received, in the case of notice by email, facsimile transmission, personal delivery or courier prior to 5:00 p.m. (local time) on a Business Day, when received, if received after 5:00 p.m. (local time) on a Business Day or at any time on a non-Business Day, on the next following Business Day, and in the case of a notice mailed as aforesaid, on the fourth business day following the date on which such notice or other communication is mailed.

22. The Trustee is authorized to use:

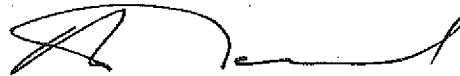
- (a) reasonable discretion as to adequacy of compliance with respect to the manner in which proof of D&O Claims and other notices are completed and executed and may, where it is satisfied that a D&O Claim has been adequately filed or proven, waive strict compliance with the requirements of this D&O Claims Procedure; and
- (b) request such further documentation from a D&O Creditor as may reasonably be required in order to determine the validity of the D&O Claim,

provided that nothing in this Order shall confer upon the Trustee the discretion or authority to amend or to extend the D&O Claims Bar Date.

23. In the event that this Order is later amended by further Order of the Court, the Trustee may post such further Order on the Trustee's Website and such posting shall constitute adequate notice to a Creditor of such amendment.

24. This Court hereby requests the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and of any nation or state to act in aid of and be complimentary to this court in carrying out the terms of this Order.

25. Service of this Order on any party not attending this application is hereby dispensed with.



J.C. C.Q.B.A.

SCHEDULE "A"
TO THE ORDER

NOTICE TO CREDITORS

IN THE MATTER OF THE BANKRUPTCY OF IVANHOE ENERGY INC. (THE "COMPANY")

Court of Queen's Bench of Alberta in Bankruptcy and Insolvency

Court File No.: ~~1601-03126~~ 25-1963517

TAKE NOTICE that on June 2, 2015, the Company was deemed to have made an assignment into bankruptcy (the "**Bankruptcy Proceedings**") pursuant to the subsection 50.4(9) of the Bankruptcy and Insolvency Act (the "**BIA**") and Ernst & Young Inc. was appointed as the trustee in bankruptcy (the "**Trustee**").

TAKE NOTICE that as part of the Bankruptcy Proceedings, the Court of Queen's Bench of Alberta in Bankruptcy and Insolvency has ordered that a Director and Officer Claims Procedure (the "**D&O Claims Procedure Order**") be initiated in order that all claims against the former Directors and Officers of the Company can be determined.

The Order establishing the D&O Claims Procedure granted on May 10, 2016, as well as all relevant instructions and documents related to the D&O Claims Procedure, including the Notice of D&O Claims Bar Date and the Proof of D&O Claim form, can be obtained from the Trustee's website located at www.ey.com/ca/ivanhoeenergy or by contacting the Trustee.

The deadline for a creditor to submit a D&O Proof of Claim under the D&O Claims Procedure, in respect of any D&O Claim it has, or believes it has, against a former Director or Officer is **5:00 p.m. (Mountain Time), on Friday, June 17, 2016 (the "D&O Claims Bar Date")**.

The D&O Claims Procedure Order also declares a final claims bar date for any creditor that has not yet filed a claim in the bankruptcy estate, but believes that it is a creditor of the Company. **Creditors that have already filed a proof of claim with the Trustee in the proposal proceedings or the bankruptcy proceedings against the Company do not have to resubmit a proof of claim form.**

The final claims bar date is also **5:00 p.m. (Mountain Time), on Friday, June 17, 2016 (the "Final Claims Bar Date")**.

D&O Proofs of Claim and Proofs of Claim are to be submitted to:

Ernst & Young Inc.
In its capacity as Trustee of the Estate of Ivanhoe Energy Inc., in bankruptcy
Pacific Centre
700 West Georgia Street, P.O. Box 10101
Vancouver, BC V7Y 1C7 Canada
Attention: Riyandi Tan
Telephone: (604) 899-3587
Fax: (604) 899-3530
Email: ivanhoeenergy@ca.ey.com

CLAIMS THAT ARE NOT SUBMITTED TO THE TRUSTEE BY WAY OF PROOF OF D&O CLAIM FORM OR PROOF OF CLAIM FORM ON OR BEFORE THE D&O CLAIMS BAR DATE OR THE FINAL CLAIMS BAR DATE SHALL BE FOREVER BARRED FROM ASSERTING OR ENFORCING SUCH D&O CLAIM AGAINST ANY OF THE DIRECTORS AND OFFICERS OR BARRED FROM ASSERTING SUCH A CLAIM AGAINST THE COMPANY. THE DIRECTORS AND OFFICERS OR THE COMPANY SHALL NOT HAVE ANY LIABILITY WHATSOEVER IN RESPECT OF SUCH D&O CLAIM OR OTHER CLAIM AND SUCH D&O CLAIM OR OTHER CLAIM SHALL BE FOREVER BARRED AND EXTINGUISHED.



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working world

Ernst & Young Inc.
Calgary City Centre
2200 - 215 2nd Street SW
Calgary AB T2P 1M4

Tel: +1 403 206 5153
Fax: +1 403 206 5075
ey.com

SCHEDULE "B" TO THE ORDER

DIRECTOR AND OFFICER PROOF OF CLAIM

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

--

IN THE MATTER OF THE BANKRUPTCY OF: IVANHOE ENERGY INC. ("Ivanhoe"), of Calgary, Alberta, debtor
and the claim of _____, creditor.

I, _____ (name of creditor or representative of the creditor), of _____ (city and province)

DO HEREBY CERTIFY:

1. That I am a creditor of one or more officers and/or directors of Ivanhoe (the "Directors or Officers"), (or that I am _____ (state position or title) of _____ (name of creditor).
2. That I have knowledge of all the circumstances connected with the claim referred to below.
3. That the Directors or Officers were, at the date of the bankruptcy, namely the 2nd day of June 2015 and still is, indebted to the creditor for the amount(s) indicated below, as specified in the statement of account (or affidavit or solemn declaration) attached and marked Schedule "A" (Note 1), after deducting any counterclaims to which the Directors or Officers are entitled. *(The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)*
4. That the amount(s) and category/categories of the claim of the creditor are as follows:

Category/Categories

Claim against the former Directors or Officers of Ivanhoe for the period ending February 19, 2015

Claim against the former Directors or Officers of Ivanhoe for the period beginning February 20, 2015

Total amount of the claim

Amount (CDN \$)

--

(Give full particulars of the claim, including the calculations upon which the claim is based, as the case may be).

5. That, to the best of my knowledge, I am (or the above-named creditor is) (or am not or is not) related to the Directors or Officers within the meaning of section 4 of the Act and have (or has) (or have not or has not) dealt with the Directors or Officers in a non-arm's-length manner.

DATED in the city of _____ this _____ day of _____ 2016.

Signature of witness

Signature of creditor (or representative of the creditor)

Telephone no: () _____

Telecopier no: () _____

E-mail address: _____

Notes and warnings:

1. If an affidavit or solemn declaration is attached, it must have been made before a person qualified to take affidavits or solemn declarations.
2. Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.



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INSTRUCTIONS FOR COMPLETING D&O PROOF OF CLAIM FORM

Please check each of the following requirements in order to prepare the attached forms in a complete and accurate manner.

D&O PROOF OF CLAIM

- Give the **complete address, including postal code**, where all notices or correspondence are to be forwarded.
- If the creditor is a corporation, the full and complete legal name of the company or firm must be stated.
- Please state your name (or representative of the creditor), city of residence and province.
- The signature of a witness is required.
- The claim must be **signed personally by the individual** completing this declaration.
- The D&O claim must be delivered by regular mail, registered mail, personal delivery, e-mailed (in PDF format), courier or facsimile transmission at the following address before **5:00PM (Mountain Time) on Friday, June 17, 2016**.

Ernst & Young Inc.

In its capacity as Trustee of the Estate of Ivanhoe Energy Inc. in bankruptcy

Pacific Centre

700 West Georgia Street, P.O. Box 10101

Vancouver, BC V7Y 1C7 Canada

Attention: Riyandi Tan

Telephone (604) 899 3587

Fax:

3530

(604) 899

E-mail: ivanhoeenergy@ca.ey.com

Paragraph (1)

- If you are completing the declaration for a corporation or another person, your **position or title**.

Paragraph (3)

- A **detailed statement of account** must be attached and must show the date, number and amount of all the invoices, charges, credits or payments.
- A statement of account is not complete if it begins with an amount brought forward.
- The amount of the statement of account **must agree** with the amount claimed on the proof of claim.

Paragraph (4)

- Claims denominated in currencies other than Canadian dollars should be translated into Canadian dollars using the relevant exchange rate per the Bank of Canada as at June 2, 2015 (e.g. USD denominated claim would be translated into CAD at an exchange rate of US\$1.00:CAD\$1.2423).
- A creditor must indicate the category in which his claim falls by inserting the amount of the claim in the appropriate box, and providing in an appendix a full explanation of the basis of the claim.
- In order to prepare its claim, the creditor should refer to the *Bankruptcy and Insolvency Act*, copy of which is accessible at <http://laws.justice.gc.ca/eng/StatutesByTitle>.
- Creditors should separate claims against Directors and Officers to pre-bankruptcy and post-bankruptcy, if applicable.

Paragraph (5)

- Strike out "are" or "are not" as applicable to you. You would be considered a related person if:
 - you are related to blood or marriage to the Director or Officer
 -