

District of: British Columbia
Division No. Vancouver
Court No.
Estate No.

FORM 33

**NOTICE OF INTENTION TO MAKE A PROPOSAL
(Subsection 50.4(1) of the Act)**

TAKE NOTICE THAT:

1. **IVANHOE ENERGY INC.**, an insolvent person, states, pursuant to subsection 50.4(1) of the *Bankruptcy and Insolvency Act (Canada)*, that it intends to make a proposal to its creditors.
2. Ernst & Young Inc. of 700 W Georgia St, Vancouver, BC, V7Y 1C7, a licensed trustee, has consented to act as trustee under the proposal. A copy of the consent is attached.
3. A list of the names of the known creditors with claims of \$250.00 or more and the amounts of their claims is also attached.
4. Pursuant to section 69 of the Act, all proceedings against Ivanhoe Energy Inc. are stayed as of the filing of this notice with the official receiver in my locality.

Dated at Vancouver, British Columbia, this 20th day of February, 2015

IVANHOE ENERGY INC.

Per: CA C. Cabrera
Carlos Cabrera, Executive Chairman

To be completed by the official receiver:

Filing Date: _____

Official Receiver

**CONSENT TO ACT AS TRUSTEE UNDER A PROPOSAL
SECTION 50.4(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT (CANADA)***

TO: IVANHOE ENERGY INC.

THE UNDERSIGNED, **ERNST & YOUNG Inc.**, consents to acting as trustee under a proposal to be filed by **IVANHOE ENERGY INC.**, pursuant to Part III, Division I of the Bankruptcy and Insolvency Act (Canada).

Dated this 20th day of February, 2015

ERNST & YOUNG INC.

A handwritten signature in black ink, appearing to be 'Narfason', written over a horizontal line.

Per: _____
Neil Narfason
Senior Vice-President



Industry Canada

Office of the Superintendent
of Bankruptcy Canada

Industrie Canada

Bureau du surintendant
des faillites Canada

District of Alberta
Division No. 02 - Calgary
Court No. 25-1963517
Estate No. 25-1963517

In the Matter of the Notice of Intention to make a
proposal of:

Ivanhoe Energy Inc.
Insolvent Person
ERNST & YOUNG INC.
Trustee

Date of the Notice of Intention: February 20, 2015

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: February 20, 2015, 19:05

E-File/Dépôt Electronique

Official Receiver

Standard Life Tower, 639 5 Avenue SW, Suite 400, Calgary, Alberta, Canada, T2P0M9, (877)376-9902

Canada

Creditor Name	Claim Type	Claim Amount
The Bank of New York Mellon	Unsecured	\$ 94,295,240.00
Robert Martin Friedland	Secured	\$ 6,378,060.00
Goodmans VAN	Unsecured	\$ 240,754.84
Pillsbury, Winthrop, Shaw, Pittman LLP	Unsecured	\$ 200,588.52
BMO Nesbitt	Unsecured	\$ 158,405.44
Goodmans TO	Unsecured	\$ 147,554.08
AMEC Group Ltd. (GBP converted to USD)	Unsecured	\$ 139,250.00
Deloitte LLP	Unsecured	\$ 136,202.24
Carlos Cabrera	Preferred	\$ 114,283.00
William Parry	Preferred	\$ 91,135.00
GMM	Unsecured	\$ 87,154.48
IHS Global	Unsecured	\$ 76,234.02
Orrick, Herrington & Sutcliffe LLP	Unsecured	\$ 68,803.06
CPA Global	Unsecured	\$ 67,889.64
Blair Vago	Preferred	\$ 65,704.00
Alberta Government	Unsecured	\$ 64,881.96
Ernst & Young LLP	Unsecured	\$ 61,875.40
Mike Silverman	Preferred	\$ 55,524.00
Nasdaq Stockmarket LLC - Nasdaq Office of General Cou	Unsecured	\$ 55,000.00
Joe Kuhach	Preferred	\$ 53,300.00
Fort McMurray 468 First Nations	Unsecured	\$ 52,500.00
Mikisew Cree First Nations	Unsecured	\$ 50,627.90
Wager, Theodore	Unsecured	\$ 43,750.00
Brookfield Heritage LLC	Unsecured	\$ 39,102.68
Southwest Research Institute	Unsecured	\$ 38,726.56
CST Trust Co.	Unsecured	\$ 37,352.66
Regus	Preferred	\$ 36,712.00
Gowlings Lafleur Henderson LLP	Unsecured	\$ 34,683.99
Marlene Duff	Preferred	\$ 34,062.00
Paul Weiss, Rifkind, Wharton & Garrison LLP	Unsecured	\$ 33,153.76
Kings Bay Holdings	Unsecured	\$ 31,605.00
CNW	Unsecured	\$ 30,917.81
American Express Business Travel Account	Unsecured	\$ 30,655.43
Dell Canada Inc.	Unsecured	\$ 30,400.02
Thornton, Randolph	Unsecured	\$ 25,000.00
The Tax Group	Unsecured	\$ 22,591.80
Infor Canada	Unsecured	\$ 22,569.79
Broadridge	Unsecured	\$ 20,145.18
MNP LLP	Unsecured	\$ 20,141.76
Metis Nation of Alberta / Ft McMurray Local 1935	Unsecured	\$ 20,000.00
Ed Veith	Preferred	\$ 19,500.00
Phoenix Heli-Flight	Unsecured	\$ 18,684.04
GLJ Petroleum Consultants	Unsecured	\$ 16,097.36
Kuhach, Joe	Unsecured	\$ 15,848.44
Baker Botts	Unsecured	\$ 15,683.55
Lavery, de Billy LLP	Unsecured	\$ 12,502.41

AMEC Environmental	Unsecured	\$	12,482.78
Layer2	Unsecured	\$	12,039.74
1092155 Ontario	Unsecured	\$	12,000.00
Highland Ridge Capital	Unsecured	\$	12,000.00
Vertex Professional Services	Unsecured	\$	11,158.04
IMC Int'l Mgmt	Unsecured	\$	10,671.00
Control Solutions International	Unsecured	\$	10,500.00
Chicago Council on Global Affairs	Unsecured	\$	10,000.00
Murdoch, John	Unsecured	\$	9,712.50
Guidance Software	Unsecured	\$	8,631.75
Computershare	Unsecured	\$	8,273.22
Pitney Bowes	Unsecured	\$	8,068.54
Fu, Jeffrey	Unsecured	\$	8,050.00
Deloitte	Unsecured	\$	7,875.00
1566896 Alberta Ltd	Unsecured	\$	7,084.69
Codan Services Ltd.	Unsecured	\$	6,466.75
Norton Rose Fulbright Canada LLP	Unsecured	\$	5,778.68
1747293 Alberta Ltd	Unsecured	\$	5,370.75
Iron Mountain	Unsecured	\$	5,362.76
Central Parking	Unsecured	\$	5,056.20
Shaw Business	Unsecured	\$	5,054.82
Jim Pelham		\$	4,969.00
Dale Rycar	Preferred	\$	4,950.40
Robert Half Management	Unsecured	\$	4,830.00
Allstream	Unsecured	\$	4,650.49
Infineon Networks	Unsecured	\$	4,620.00
DGM Management Services Ltd.	Unsecured	\$	4,590.00
AT&T Mobility	Unsecured	\$	4,578.58
Pitney Works	Unsecured	\$	4,555.42
Gerald Moench	Preferred	\$	4,281.20
Webster, Gareth	Unsecured	\$	4,213.65
Stockvantage	Unsecured	\$	4,158.00
Citrix Online LLC	Unsecured	\$	3,723.00
Norex	Unsecured	\$	3,524.85
Hou, Amanda	Unsecured	\$	3,450.00
1854225 Alberta Ltd	Unsecured	\$	3,161.55
GMM	Unsecured	\$	3,098.23
Rogers Wireless Inc.	Unsecured	\$	3,060.03
Mike Sullivan / Tax Assessor-Collector	Unsecured	\$	3,053.17
Landquest	Unsecured	\$	3,016.40
KCS Corporate Services Pte Ltd	Unsecured	\$	2,910.00
Jim Berridge	Preferred	\$	2,536.80
Navex Global	Unsecured	\$	2,455.00
Tan, Jacqueline	Unsecured	\$	2,296.00
Emerson Network Power, Hebert CDA	Unsecured	\$	2,205.07
Telus Communications	Unsecured	\$	2,182.53
ADNET	Unsecured	\$	2,172.96

De Lage Laden Financial Services Canada Inc.	Unsecured	\$	2,085.57
Universal Patents and Trademarks	Unsecured	\$	2,052.55
LP Office Services	Unsecured	\$	1,963.50
Softchoice LP	Unsecured	\$	1,837.50
Deloitte & Touche	Unsecured	\$	1,800.00
Regus HQ Mgmt	Unsecured	\$	1,763.80
Cogent	Unsecured	\$	1,623.75
RGO Office Products	Unsecured	\$	1,600.93
Orange Rook	Unsecured	\$	1,575.00
Calgary Archives Corp	Unsecured	\$	1,486.32
Ramirez, Marisol	Unsecured	\$	1,459.24
FEDEX CDA LTD.	Unsecured	\$	1,380.57
Schlumberger	Unsecured	\$	1,338.75
Morneau Shepell	Unsecured	\$	1,298.25
GE Capital	Unsecured	\$	1,243.98
Mary Vincelli	Preferred	\$	947.80
Legarreta Y Asociados Av Picacho Ajusco	Unsecured	\$	932.80
SHI	Unsecured	\$	885.55
Leaf	Unsecured	\$	795.43
Solarwinds	Unsecured	\$	790.00
Loren Siemens	Preferred	\$	709.80
Complete Cleaning	Unsecured	\$	651.99
Shaw Cable Systems	Unsecured	\$	632.52
FedEX-Houston	Unsecured	\$	616.06
AT&T	Unsecured	\$	610.43
White Lion	Unsecured	\$	530.56
Stericycle Communications	Unsecured	\$	501.50
Express Applications	Unsecured	\$	500.00
Lackowicz & Hoffman	Unsecured	\$	423.56
Scheifelbein, Jerry	Unsecured	\$	360.54
Namequest	Unsecured	\$	351.75
Kaiway, Gary	Unsecured	\$	350.00
Upstream AS	Unsecured	\$	342.72
BNY Mellon	Unsecured	\$	315.00
Michael Silverman	Unsecured	\$	240.16
Vodigo Ltd	Unsecured	\$	231.00
Verizon Wireless	Unsecured	\$	223.91
Broadridge	Unsecured	\$	210.46
McCormick, Barstow	Unsecured	\$	210.00
Shred-it International ULC / DBA Shred-it Calgary	Unsecured	\$	186.63
Alberta Government	Unsecured	\$	174.65
Ambius JC Ehrlich Co Inc.	Unsecured	\$	164.30
Office Depot Inc	Unsecured	\$	142.90
Ricoh USA Inc	Unsecured	\$	140.72
Ivanhoe Capital PTE LTD	Unsecured	\$	120.14
Sentry Security	Unsecured	\$	119.85
Vision Service Plan	Unsecured	\$	97.83

Mission Geospatial	Unsecured	\$	86.63
Pamela Thompson	Preferred	\$	77.00
Josh Lexier	Preferred	\$	72.80
Warehouse Direct	Unsecured	\$	34.65
Jean Riddle	Preferred	\$	20.30
Bell Canada	Unsecured	\$	1.00
Talisman Energy Inc.	Secured	\$	1.00
			\$ 103,624,047.02