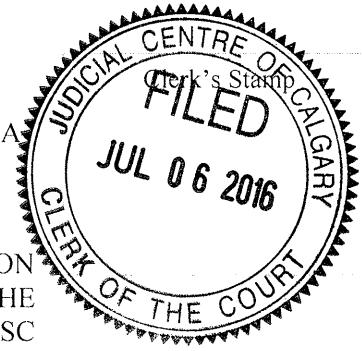


COURT FILE NUMBER 1501-13786

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary



IN THE MATTER OF AN APPLICATION
UNDER SUBSECTION 243(1) OF THE
BANKRUPTCY AND INSOLVENCY ACT, RSC
1985, C B-3, AS AMENDED

APPLICANT

NATIONAL BANK OF CANADA, IN ITS
CAPACITY AS ADMINISTRATIVE AGENT
UNDER THAT CERTAIN AMENDED AND
RESTATED CREDIT AGREEMENT
DATED JUNE 30, 2015, AS AMENDED

RESPONDENTS

SPYGLASS RESOURCES CORP., 1196823
ALBERTA LTD., 1288916 ALBERTA LTD.,
1398850 ALBERTA LTD., 15836621
ALBERTA LTD., 1636527 ALBERTA LTD.,
AVENEX ENERGY PARTNERSHIP,
AVENEX REAL ESTATE ACQUISITION
CORP., WESTBROOK MARKETING
LIMITED PARTNERSHIP (formerly
ELBOW RIVER MARKETING LIMITED
PARTNERSHIP), 1159002 ALBERTA LTD.
(formerly ELBOW RIVER MARKETING
CORP.), MEOTA 2000 PARTNERSHIP,
PACE OIL & GAS PARTNERSHIP, PACE
OIL RESOURCES LTD. AND SEAVIEW
ENERGY PARTNERSHIP

I hereby certify this to be a true copy of
the original _____
Dated this _____ day of _____ 2016
for Clerk of the Court

DOCUMENT

LIEN CLAIMS PROCESS ORDER

ADDRESS FOR SERVICE AND

CONTACT INFORMATION OF

PARTY FILING THIS

DOCUMENT

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File No. 413255/000044

DATE ON WHICH ORDER WAS PRONOUNCED: July 6, 2016

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: B.E. Romaine

UPON the Application of Ernst & Young Inc., in its capacity as the court-appointed receiver (the “**Receiver**”) of all of the current and future property and undertakings of Spyglass Resources Corp. (“**Spyglass**”), 1196823 Alberta Ltd., 1288916 Alberta Ltd., 1398850 Alberta Ltd., 15836621 Alberta Ltd., 1636527 Alberta Ltd., Avenex Energy Partnership, Avenex Real Estate Acquisition Corp., Westbrook Marketing Limited Partnership (formerly Elbow River Marketing Limited Partnership), 1159002 Alberta Ltd., (formerly Elbow River Marketing Corp.), Meota 2000 Partnership, Pace Oil & Gas Partnership, Pace Oil Resources Ltd., and Seaview Energy Partnership (collectively, with Spyglass, the “**Debtors**”), for an order approving a lien claims process; **AND UPON** having read the Application, the Receiver’s Fifth Report, dated June 27, 2016 (the “**Fifth Report**”), the Affidavit of Service of Rhonda Lastockin, filed (the “**Service Affidavit**”), and the pleadings and proceedings filed herein, including the receivership order granted on November 26, 2015 (the “**Receivership Order**”); **AND UPON** hearing from counsel for the Receiver and any other interested party appearing at the Application;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of notice of this Application is abridged to the time actually given and service of the Application and supporting materials as described in the Service Affidavit is good and sufficient, and this hearing is properly returnable before this Honourable Court today and further service thereof is hereby dispensed with.
2. The following lien claims process is hereby ordered and approved:
 - (a) on or before July 20, 2016, an advertisement in substantially the form appended as Appendix “A” to the Fifth Report, shall be published on two different days in each of the *Globe and Mail*, the *Calgary Herald*, and the *Daily Oil Bulletin*, and shall also be posted to the Receiver’s website setting out the within lien claims process;
 - (b) the advertisement contemplated by paragraph 2(a) hereof, shall operate as a Notice to Prove Lien issued pursuant to section 45 of the *Builders Lien Act*, RSA 2000, c B-7 (the “**BLA**”);
 - (c) on or before July 20, 2016, a Notice to Lien Claimants and Proof of Claim and Affidavit of Truth of Proof of Claim, substantially in the forms appended respectively as Appendices “B”, “C”, and “D” to the Fifth Report, along with a copy of this Order, shall be sent to any person, who in the opinion of the Receiver, may have a lien claim against the Debtors;
 - (d) all lien claimants, whether known or unknown, shall be required to deliver to the Receiver, in accordance with the timelines set-out herein, a Proof of Claim Form and an Affidavit of Truth of Proof of Claim Form, substantially in the forms appended as Appendices “C” and “D” to the Fifth Report, respectively, which

shall operate as the lien claimants' Affidavit to Prove Lien in accordance with section 48 of the *BLA*;

- (e) any person who claims to have a lien claim shall prepare a Proof of Claim and an Affidavit of Truth of Proof of Claim Form and serve it on the Receiver on or before 5:00 p.m. Calgary time, August 22, 2016 (the "**Claims Bar Date**");
- (f) any lien claim not submitted in accordance with this procedure by the Claims Bar Date or otherwise allowed by the claims process, shall be forever barred, released and extinguished;
- (g) the Receiver may question lien claimants who submit a Proof of Claim Form to it by way of oral examinations or written interrogatories, as arranged between the Receiver and the subject lien claimant. Any lien claimant who receives a list of written interrogatories from the Receiver shall have 5 business days to reply to the Receiver and furnish the Receiver with any requested documentation;
- (h) the Receiver shall have until September 22, 2016, or such later date as may be reasonably required by the Receiver, to review the Proofs of Claim for validity and priority to determine whether such lien claim is payable, and the Receiver may allow or disallow all or any portion of a lien claim, and communicate any disallowance of a lien claim to the lien claimant, and such communication will be referred to as a "Notice of Revision or Disallowance". The Notice of Revision or Disallowance shall be final and binding and conclusive unless the provisions of paragraph 2(i) of this Order are fulfilled;
- (i) any lien claimant will have ten (10) business days from the date of receipt of a Notice of Revision or Disallowance to file and serve on the Receiver's counsel, Borden Ladner Gervais LLP, 1900 Centennial Place East Tower, 520-3rd Avenue S.W., Calgary AB, T2P 0R3, (email: jkruger@blg.com/jcameron@blg.com), Attention: Josef G.A. Krüger, Q.C. and Jessica L. Cameron, a Notice of Dispute of the Notice of Revision or Disallowance (a "**Notice of Dispute**");
- (j) to the extent necessary to determine any unresolved disputed lien claims, the Receiver shall file and serve an application on those lien claimants where disputes remain, within fifteen (15) days of receipt of any Notice of Dispute, or, after giving notice to the lien claimant, such later date as may be reasonably required by the Receiver to prepare its application materials. Any such application may be adjourned by consent to a convenient time; and
- (k) where a lien claim has been allowed by the Receiver in accordance with this Order, such lien claim shall constitute such lien claimant's proven claim for the purposes of these proceedings, provided that the allowance of any claim or other determination of same in accordance with this Order, in full or in part, shall not constitute any admission of any fact, thing, liability, or quantum or status of any claim by any person for any purpose other than the within proceedings.

Miscellaneous Matters

3. The Receiver or the Syndicate may appear for further clarification or amendment of this Lien Claims Process Order, including seeking a process for the summary adjudication of any claim or claims.
4. Service of this Order shall be deemed good and sufficient by serving the same on:
 - (a) The persons listed on the Service List (attached as Schedule "A" to the Application); and
 - (b) By posting a copy of this Order on the Receiver's website at: www.ey.com/ca/spyglassresources.
5. No other Persons are entitled to be served with a copy of this Order.
6. Service of this Order shall be deemed good and sufficient regardless of whether service is effected by PDF copy attached to an email, facsimile, courier, personal delivery or ordinary mail.

"B.E. Romaine"

Justice of the Court of Queen's Bench of Alberta