

COURT FILE NO. 1601-06131

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANT

**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
CONNACHER OIL AND GAS LIMITED**

DOCUMENT

**STAY EXTENSION & WOOD BUFFALO
PAYMENT APPROVAL ORDER**

ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF PARTY
FILING THIS DOCUMENT

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DATE ON WHICH ORDER WAS PRONOUNCED: June 21 2019

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Madam Justice
Dario

UPON the application of Connacher Oil and Gas Limited (the "**Applicant**"); **AND UPON** having read the Affidavit of Merle Johnson sworn May 6, 2019; the Affidavit of Jeff Beeston sworn June 10, 2019; the Twenty-First Report of Ernst & Young Inc., the Court-appointed monitor of the



I hereby certify this to be a true copy of
the original
dated this 28 day of June 2019
for Clerk of the Court

Applicant (the "**Monitor**") filed May 9, 2019; the Amended Twenty-First Report of the Monitor filed May 15, 2019; the Twenty-Second Report of the Monitor filed June 13, 2019; the Twenty-Third Report of the Monitor filed June 19, 2019; and the pleadings and proceedings herein; **AND UPON** hearing counsel for the Applicant, the Monitor, the Consenting First Lien Lenders, the First Lien Agent and from any other affected parties present before the Court on June 20, 2019 and on June 26, 2019 and no one appearing for any other person on the service list, although properly served as appears from the Affidavits of Service of Benjamin Goodis sworn June 10, 2019 and June 11, 2019, filed;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Order granted on May 17, 2019 (the "**Initial Order**") or the Plan of Compromise and Arrangement dated May 6, 2019 (the "**Plan**").

STAY OF PROCEEDINGS

2. The Stay Period, as ordered and defined in paragraph 14 of the Initial Order, is hereby extended until and including the earlier of (i) September 30, 2019; and (ii) subject to the Court sanctioning the Plan, the filing of the Monitor's Certificate confirming the implementation of the Plan.

PAYMENT TO REGIONAL MUNICIPALITY OF WOOD BUFFALO

3. Notwithstanding Section 3.5 (c) of the Plan, with the consent of the Monitor and the Majority Consenting First Lien Lenders, the Applicant shall be entitled to make a payment in an amount equal to \$3,995,775.75 to the Regional Municipality of Wood Buffalo (the "**Municipality**") on or prior to June 30, 2019 in full and final satisfaction of the Municipality's Outstanding Municipal Tax Claim. If such payment is made by the Applicant to the Municipality, subject to the Court sanctioning the Plan, the Monitor shall not be required to establish the Municipal Tax Fund and the Monitor and the Applicant shall not be required to comply with any of the obligations in Section 3.5 (c) of the Plan with respect to the establishment, segregation or distribution of the Municipal Tax Fund.

MISCELLANEOUS

4. This Order shall be posted on the Website at www.ey.com/ca/connacheroilandgas and only be required to be served upon the parties on the service list and those parties who appeared at the hearing of the application for this Order.

C. Dario

Justice of the Court of Queen's Bench of Alberta