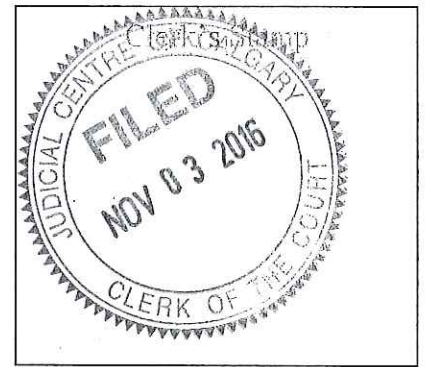


COURT FILE NO.: 1601-07022
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF ALBERTA TREASURY BRANCHES
DEFENDANT NORTHPOINT RESOURCES LTD.



IN THE MATTER OF THE RECEIVERSHIP OF NORTHPOINT RESOURCES LTD.

DOCUMENT **ORDER AUTHORIZING FINAL DISTRIBUTATION AND DISCHARGING THE RECEIVER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
Gowling WLG (Canada) LLP
1600, 421 – 7th Avenue S.W.
Calgary, AB T2P 4K9
Telephone (403) 298-1938
Facsimile (403) 695-3538
File No. A154348
Attention: Tom Cumming

DATE ON WHICH ORDER WAS PRONOUNCED: November 3, 2016
LOCATION WHERE ORDER WAS PRONOUNCED: **Calgary Court Centre**
NAME OF JUDGE WHO MADE THIS ORDER: **Mr. Justice D. B. Nixon**

I hereby certify this to be a true copy of the original Order
Dated this 3 day of Nov 2016
for Clerk of the Court

UPON THE APPLICATION of Ernst & Young Inc., in its capacity as the Court-appointed receiver and manager (the “Receiver”) of the undertaking, property and assets of Northpoint Resources Ltd. (the “Debtor”) for an Order for the final distribution of proceeds, approval of the Receiver’s fees and disbursements, approval of the Receiver’s activities and discharge of the Receiver AND UPON hearing read the Receiver’s Second Report dated October 25, 2016 (the “Second Report”); AND UPON hearing

counsel for the Receiver, counsel for the Debtor and counsel for various creditors; AND UPON being satisfied that it is appropriate to do so, IT IS ORDERED THAT:

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.
2. The Receiver's accounts for fees and disbursements, as set out in the Second Report, are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Receiver's legal counsel Gowling WLG (Canada) LLP, for its fees and disbursements, as set out in the Second Report, are hereby approved without the necessity of a formal assessment of its accounts.
4. The Receiver's activities, as set out in the Second Report and in all of its other reports filed herein, and the Statement of Receipts and Disbursements as attached to the Second Report, are hereby ratified and approved.
5. The Receiver is authorized and directed to make a distribution in the amount of \$750,000 to Alberta Treasury Branches.
6. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
7. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.
8. Upon the Receiver filing with the Clerk of the Court a sworn Affidavit of a licensed Trustee employed by the Receiver confirming that:

- (a) All matters set out in paragraph 5 of this Order have been completed; and
- (b) the Receiver has finalized the goods and services tax returns of the Debtor;
- (c) the Receiver has transferred the Orphan Well Association of certain books and records related to the wells, facilities and pipelines of the Debtor located in the Province of Alberta;
- (d) the Receiver has paid of the costs to complete the administration of the receivership outlined in paragraphs 35 and 36 of the Second Report; and
- (e) the Receiver has paid any remaining funds to Alberta Treasury Branches,

then the Receiver shall be discharged as Receiver of the Debtor, provided however, that notwithstanding its discharge herein (i) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (ii) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Receiver in its capacity as Receiver.

9. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by Facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.

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

"Justice D. B. Nixon"
Justice of the Court of Queen's Bench of Alberta

