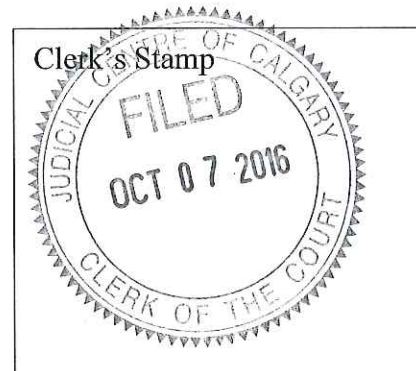


COURT FILE NO.: 1601-07022
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF ALBERTA TREASURY BRANCHES
DEFENDANT NORTHPOINT RESOURCES LTD.



IN THE MATTER OF THE RECEIVERSHIP OF NORTHPOINT RESOURCES LTD.

DOCUMENT **ORDER APPROVING RECEIVER'S ACTIVITIES,
AUTHORIZING INTERIM DISTRIBUTION and SEALING
CONFIDENTIAL SUPPLEMENT**

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

I hereby certify this to be a true copy of the original ORDER

Dated this 7 day of Oct 2016

[Signature]
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: October 7, 2016

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary Court Centre

NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Justice K.D. Yamauchi

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 authorizing the interim distribution of proceeds, sealing certain information and approving the Receiver's activities; AND UPON hearing read the Receiver's First Report dated September 28, 2016 (the "First Report") and the Confidential Supplement to the First Report dated

September 28, 2016 (the “**Confidential Supplement**”); AND UPON hearing counsel for the Receiver, counsel for Alberta Treasury Branches and counsel for various creditors; AND UPON being satisfied that it is appropriate to do so, IT IS ORDERED 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.

Actions of the Receiver

2. The actions taken by the Receiver to date, and in particular the actions of the Receiver regarding the sale process regarding the Assets as reported in the First Report, are hereby approved.

Interim Distribution

3. The Receiver is authorized and directed to make an interim distribution to Alberta Treasury Branches in the amount of CAD \$5,500,000.

4. The Receiver’s Statement of Receipts and Disbursements for the period from the appointment of the Receiver to September 27, 2016, as set out in the First Report, is approved.

Sealing

5. Division 4 of Part 6 of the *Alberta Rules of Court* does not apply to this Application.

6. Until the completion of the Transaction (as defined in the First Report) or until further order of this Honourable Court, the Confidential Supplement shall be sealed and kept confidential, and may be shown only to a Justice of the Court of Queen’s Bench of Alberta, and accordingly, shall be filed with the Clerk of the Court who shall keep the Confidential Supplement in a sealed envelope, which shall be clearly marked:

THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS FILED BY ERNST & YOUNG INC. IN ITS CAPACITY AS THE COURT-APPOINTED RECEIVER AND MANAGER OF THE UNDERTAKING, PROPERTY AND ASSETS OF NORTHPOINT RESOURCES LTD.; AND

THE CONFIDENTIAL MATERIALS ARE SEALED UNTIL FURTHER ORDER OR FILING OF THE RECEIVER’S CERTIFICATE EVIDENCING THE CLOSING OF THE TRANSACTION PURSUANT TO THE SEALING ORDER ISSUED BY THE HONOURABLE JUSTICE K.D. YAMAUCHI ON OCTOBER 7, 2016, WHICHEVER FIRST OCCURS.

7. Leave is hereby granted to any person, entity or party affected by this Order to apply to this Court for a further Order vacating, substituting, modifying or varying the terms of this Order, with such application to be brought on notice to the Receiver and any other affected party in accordance with the Alberta *Rules of Court*.

Service of Order

8. 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.

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

Justice K.D. Yamauchi
Justice of the Court of Queen's Bench of Alberta