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Form 27

[Rules 6.3 and 10.52(1)]

COURT FILE NUMBER **2001-01210**

COURT COURT OF KING'S BENCH
 OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF **GMT CAPITAL CORP.**

DEFENDANTS **STRATEGIC OIL AND GAS LTD. and
STRATEGIC TRANSMISSION LTD.**

DOCUMENT **APPLICATION BY THE NWT RECEIVER:
Approval of Successful Proponent and
Abandonment Agreement**



**\$50.00
COM
Dec 9 2022**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

Fasken Martineau DuMoulin LLP
Barristers and Solicitors
3400 First Canadian Centre
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Email: rgurofsky@fasken.com
File Number: 303718.00005

NOTICE TO RESPONDENTS: SEE SERVICE LIST ATTACHED AS SCHEDULE "A"

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date	December 9, 2022
Time	3:00 p.m.
Where	Calgary Courts Centre, via WebEx Videoconference
Before Whom	The Honourable Justice J. Sidnell

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. Alvarez & Marsal Canada Inc., in its capacity as the Court appointed receiver and manager (the “**NWT Receiver**”) of those properties, assets and undertakings of Strategic Oil and Gas Ltd. and Strategic Transmission Ltd. (together, “**Strategic**”) situated in the Northwest Territories (the “**NWT Property**”), seeks the following:
 - (a) an order substantially in the form attached hereto as Schedule “B” for the following relief:
 - (i) declaring service of this Application good and sufficient, and abridging the time for notice of this Application to the time actually given, if necessary;
 - (ii) approving the Abandonment Agreement between the NWT Receiver, ELM Inc. and the Government of the Northwest Territories, attached as Appendix “A” in redacted form and as Confidential Appendix 2 in unredacted form (the “**Abandonment Agreement**”) to the Fourth Report of the NWT Receiver dated November 28, 2022 (the “**Fourth Report**”);
 - (iii) approving the conduct, actions and activities of the NWT Receiver as more particularly set forth in the Fourth Report;
 - (iv) approving the interim statement of receipts and disbursements of the NWT Receiver, as more particularly set forth in the Fourth Report;
 - (v) approving the fees and disbursements of the NWT Receiver and its legal counsel as set out in the Fourth Report;
 - (b) a restricted court access order substantially in the form attached hereto as Schedule “C”, restricting access to Confidential Appendix 1 and Confidential Appendix 2 to the Fourth Report; and
 - (c) such further and other relief as counsel may advise and this Honourable Court permit.

Grounds for making this application:

Background to Receivership Proceedings

2. On April 10, 2019, Strategic applied for and obtained an initial order (the “**Initial Order**”) by the Alberta Court of King’s Bench (the “**Court**”) pursuant to the *Companies’ Creditors Arrangement Act* (“**CCAA**”). Amongst other things, the Initial Order appointed KPMG Inc. (“**KPMG**”) as monitor for the purposes of Strategic’s CCAA proceedings.
3. During the course of Strategic’s CCAA Proceedings, Strategic conducted a Court-approved sales and investment solicitation process (“**CCAA SISP**”), soliciting offers for either i) an acquisition of some or all of Strategic’s assets, including the NWT Property, or ii) an investment, recapitalization or restructuring of the company. Ultimately, the CCAA SISP did not result in a successful bid that

was supported by the Government of the Northwest Territories (“**GNWT**”) and applicable energy regulators, being the Alberta Energy Regulator (“**AER**”) and the Northwest Territories Office of the Regulator of Oil and Gas Operations (“**OROGO**”).

4. Subsequently, on January 28, 2020, the NWT Receiver was appointed as receiver over the NWT Property by Order of the Honourable Madam Justice K.M. Horner (the “**NWT Receivership Order**”). The NWT Receivership Order limited the NWT Receiver’s appointment to only Strategic’s NWT Property, being Strategic’s property, assets and undertakings geographically situated in the Northwest Territories.
5. Also on January 28, 2020, Horner J. granted another receivership Order (the “**AB Receivership Order**”), appointing KPMG as receiver and manager (the “**AB Receiver**”) over Strategic, excepting the NWT Property.
6. On November 24, 2020, the Court granted an order (the “**Partial Discharge Order**”) partially discharging the AB Receiver. At that time, the NWT Receiver had not, and still has not, finalized its administration of the NWT Property. The NWT Receiver therefore did not seek its discharge in conjunction with the AB Receiver and remains subject to the terms of the NWT Receivership Order. The Partial Discharge Order did not abrogate the terms of the NWT Receivership Order, nor the NWT Receiver’s powers granted thereunder.

NWT Receivership Sales Process

7. On July 19, 2021, the NWT Receiver applied for and obtained an order authorizing it to engage Sayer Energy Advisors as a sales advisor and conduct a sales solicitation process (“**SSP**”) for the NWT Property.
8. The NWT Receiver conducted the SSP which resulted in one offer for a small portion of the NWT Property (the “**Potential Sale Property**”). To date, the NWT Receiver has not been able to negotiate a sale of the Potential Sale Property to the sole bidder in a form acceptable to the GNWT. The NWT Receiver, in consultation with the GNWT and the regulatory bodies will continue to consider the sale of the Potential Sale Property to the sole bidder.

OROGO Abandonment Order

9. On October 4, 2019, OROGO issued an order (the “**OROGO Order**”) requiring the abandonment and decommissioning of approximately 40 wells and oil and gas infrastructure, including the

gathering system at Cameron Hills, within the deadlines set between January 31, 2023 and May 14, 2025.

10. The NWT Receiver obtained certain extensions from OROGO to abandon a significant number of wells, of which 24 are to be abandoned by March 31, 2023. The NWT Receiver has, more recently, requested a further extension to the abandonment and decommissioning deadlines established by OROGO, but such request has been denied.

Request for Proposal Process

11. On July 15, 2022, the NWT Receiver sought and obtained approval for a Request for Proposal (“RFP”) process, through which the NWT Receiver, together with the GNWT, was to conduct an RFP to complete certain abandonment work on the NWT Property, required to satisfy the OROGO Order.
12. Public marketing of the RFP commenced on July 21, 2022, at which time:
 - (a) A teaser summarizing the RFP was emailed to approximately 45 potential proponents;
 - (b) The RFP was posted on the NWT Receiver’s website; and
 - (c) The NWT Receiver placed advertisements for the RFP in the *BOE Report* and the *Daily Oil Bulletin*.
13. A total of 12 participation agreements were received from potential proponents, giving these parties access to a confidential data room with additional information to assist in putting together the proposals.
14. The NWT Receiver conducted meetings with various proponents throughout the RFP process, provided Q&A to the proponents to respond to questions posted and posted additional information to the data room to respond to inquiries and clarification requests made by the proponents.
15. Pursuant to the terms of the RFP process, the Receiver was authorized to amend the RFP, including the deadlines established therein, and did so pursuant to four addenda issued during the RFP process, notifying the participating proponents throughout the process.
16. The deadline to submit proposals was ultimately extended to October 14, 2022 to allow time for proponents to ask questions and receive clarification on certain issues. By the deadline, the NWT Receiver received six proposals.

17. Between October 14, 2022 and October 28, 2022, an evaluation committee comprised of the NWT Receiver and two representatives of the GNWT (the “**Evaluation Committee**”) met to discuss and evaluate the proposals received pursuant to the evaluation criteria established in the RFP.
18. The Evaluation Committee recommended ELM Inc. as the preferred proponent as it scored the highest of all six proposals in the evaluation criteria.
19. The RFP process was conducted in good faith and at arm’s length by the NWT Receiver and the GNWT.

Proposed Abandonment Agreement

20. Pursuant to the NWT Receivership Order, the NWT Receiver is authorized, but not obligated to:
 - (a) take possession and control of the NWT Property;
 - (b) manage, operate and carry on business in respect of the NWT Property, including the power to enter into any agreements and incur any obligations in the ordinary course of business;
 - (c) engage consultants and experts on whatever basis to assist with the exercise of the powers and duties conferred by the NWT Receivership Order;
 - (d) execute, issue and endorse documents of whatever nature in respect of any of the NWT Property in the NWT Receiver’s name, for any purpose;
 - (e) apply for permits, licences, approvals or permissions as may be required by any governmental authority; and
 - (f) take any steps reasonably incidental to the exercise of powers or performance of any statutory obligations.
21. After selecting ELM Inc. as the successful proponent in the RFP, the NWT Receiver proceeded to negotiate the form of abandonment agreement with ELM Inc. and GNWT, based on the terms of the RFP and the term sheet included therein.
22. The proposed Abandonment Agreement has been agreed to in form by the NWT Receiver and the GNWT.
23. The RFP and the Abandonment Agreement contemplate the NWT Receiver obtaining court approval of the Abandonment Agreement and on this basis, the NWT Receiver does not intend to execute the agreement, notwithstanding the powers conferred on it by the NWT Receivership Order, until such time as it has been approved by the Court.

Approval of the NWT Receiver's Activities, Receipts and Disbursements and Professional Fees and Disbursements

24. The NWT Receiver's activities, as detailed in the Fourth Report, have been carried out fairly, efficiently and in a commercially reasonable manner. They should therefore be approved.
25. Similarly the professional fees and disbursements of the NWT Receiver and its legal counsel, for the period from June 1, 2022 to October 31, 2022, are fair and reasonable in the circumstances and commensurate with the work performed to date, and should therefore be approved.
26. Finally, the receipts and disbursements of the NWT Receiver, as described in the Fourth Report, reflect the accounting of the estate for the relevant period, appear on their face to be commercially reasonable in the circumstances, and should therefore be approved.

Restricted Court Access Order

27. The NWT Receiver is seeking to seal the confidential appendices to the Fourth Report. These appendices contain commercially sensitive information, which if disseminated, could adversely affect the completion of the abandonment work required to be completed pursuant to the OROGO Order, as well as the commercial interests of third parties, namely ELM Inc. and other parties who submitted proposals in the RFP process.
28. The restricted court access order proposed is necessary to prevent the confidential information from being disseminated. The order sought is the least restrictive means possible to prevent dissemination of the confidential appendices and is therefore appropriate in the circumstances.

General

29. Such further and other grounds as counsel may advise and this Honourable Court permit.

Material or evidence to be relied on:

30. Third Report of the NWT Receiver dated July 4, 2022;
31. Fourth Report of the NWT Receiver dated November 28, 2022; and
32. Such further and other evidence as counsel may advise and this Honourable Court permit.

Applicable rules:

33. Alberta *Rules of Court*, AR 124/2010, and in particular Rules 1.3, 6.3, 11.27, 11.29 and 13.5;

- 34. *Bankruptcy and Insolvency General Rules*, and in particular, Rules 3, 6, 11 and 126; and
- 35. Such further and other rules as counsel may advise and this Honourable Court permit.

Applicable Acts and regulations:

- 36. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended, and in particular Part IX thereof;
- 37. *Judicature Act*, RSA 2000, c J-2; and
- 38. Such further and other acts and regulations as counsel may advise and this Honourable Court permit.

Any irregularity complained of or objection relied on:

- 39. None.

How the application is proposed to be heard or considered:

- 40. In person, via WebEx videoconference, before the Honourable Justice J. Sidnell, with some or all of the parties present.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

SCHEDULE "A"
SERVICE LIST

SERVICE LIST

PARTY	ROLE	SERVICE VIA
Fasken Martineau DuMoulin LLP 350 7th Avenue SW, Suite 3400 Calgary, Alberta T2P 3N9 Attention: Robyn Gurofsky / Jessica Cameron rgurofsky@fasken.com / jcameron@fasken.com	<i>Counsel to the Northwest Territories Receiver, Alvarez & Marsal Canada Inc.</i>	Email
Alvarez & Marsal Canada ULC 202 - 6 Avenue SW Calgary, Alberta T2P 2R9 Attention: Orest Konowalchuk / Duncan MacRae / Cassie Riglin okonowalchuk@alvarezandmarsal.com / dmacrae@alvarezandmarsal.com / criglin@alvarezandmarsal.com	<i>Receiver</i>	Email
Government of the Northwest Territories PO Box 1320 Yellowknife, NT X1A 2L9 Attention: Michael Woodward / Simone Tielesh / Lorraine Seale / Jayleen Robertson / Jaida Ohokannoak Email: Michael.woodward@gov.nt.ca / Simone.Tielesh@gov.nt.ca / Lorraine_Seale@gov.nt.ca / Jayleen_Robertson@gov.nt.ca / Jaida_Ohokannoak@gov.nt.ca		Email
Alberta Energy Regulator Suite 1000, 250 - 5th Street SW Calgary, AB T2P 0R4 Attention: Maria Lavelle / Candice Ross Maria.Lavelle@aer.ca / insolvency@aer.ca / Candice.Ross@aer.ca		Email
Canada Energy Regulator Attention: Jeff Toews / Paul Johnston Email: Jeff.Toews@cer-rec.gc.ca / Paul.Johnston@cer-rec.gc.ca		Email
Canada Revenue Agency Surrey National Verification and Collections Centre 9755 King George Boulevard Surrey BC V3T 5E1 Telephone (toll-free): 1-866-891-7403 Fax: 1-866-219-0311	<i>Canada Revenue Agency</i>	Fax

Dene Tha First Nation PO Box 1120 Chateh AB T0H 0S0 Attention: Chief and Council Telephone: 780-321-3774 Fax: 780-321-3886		Fax
Katl'odeeche First Nation Attention: Chief April Martel Email: kfnchief@katlodeeche.com		Email
Ka'a'gee Tu First Nation Attention: Chief Lloyd Chicot Email: kaageetu_chief@northwestel.net		Email
West Point First Nation Attention: Chief Kenneth Cayen Email: chief@wpfn.ca		Email
Deh Gah Got'ie First Nation Attention: Chief Michael Vandell Email: chief@dehgahgotie.ca		Email
Department Of Justice, Tax Law Services Prairie Region 601, 606-4 th Street SW Calgary, AB, T2P 1T1 Attention: Jill Medhurst / George Body Email: jill.medhurst-tivadar@justice.gc.ca / George.body@justice.gc.ca	Canada Revenue Agency	Email
Government of Alberta Department of Energy 9 th Floor, 9945 – 108 th Street Edmonton, AB T5K 2G6 Attention: Keri Ridley / Kenneth Whitelaw Email: Keri.Ridley@gov.ab.ca / Kenneth.Whitelaw@gov.ab.ca		Email
OROGO Attention: Pauline DeJong Email: OROGO@gov.nt.ca / Pauline_DeJong@gov.nt.ca		Email

<p>Bennett Jones LLP 4500 Bankers Hall East 855 – 2nd Street SW Calgary, AB T2P 4K7 Attention: Ken T. Lenz / Colin Perry Email: lenzk@bennettjones.com / perryc@bennettjones.com</p>	<p><i>Counsel for GMT Capital Corp., secured Debenture Holder</i></p>	Email
<p>Carscallen LLP 900, 332-6th Ave SW Calgary, AB T2P 0B2 Attention: Glenn Blackett Email: blackett@carscallen.com</p>	<p><i>Counsel for Ensign Drilling Inc. (operating as Ensign Testing Services), Builders' Lien</i></p> <p>&</p> <p><i>Counsel for Apex Distribution Inc., Builders' Lien</i></p>	Email
<p>Field LLP 10175 101 St NW #2500, Edmonton, AB T5J 0H3 Attention: Christine J. Pratt Email: cpratt@fieldlaw.com</p>	<p><i>Reliance Well Servicing (2002) Ltd</i></p> <p>&</p> <p><i>TKO Rentals Ltd.</i></p>	Email
<p>Kenneth P. Reh Law Office Suite 702, One Executive Place 1816 Crowchild Trail NW Calgary, AB T2M 0M5 Attention: Kenneth Reh Email: ken@reh-law.ca</p>		Email
<p>MacLeod Law Manulife Place 500, 707 - 5 Street SW Calgary, AB T2P 1V8 Attention: Maria Nathanail Email: mnathanail@mcleod-law.com</p>	<p><i>Counsel to ELM Inc.</i></p>	Email
<p>Merani Law LLP Suncor Energy Centre Suite 5100, 150 – 6th Avenue SW Calgary, AB T2P 3Y7 Attention: Ashif Merani Email: ashif@meranilaw.ca</p>		Email

Miles Davison LLP 900, 517 - 10th Avenue S.W. Calgary, Alberta T2R 0A8 Attention: Terry Czechowsky Q.C. Email: tczech@milesdavison.com	<i>Counsel to Canada Energy Regulator</i>	Email
Miles Davison LLP 900, 517 - 10th Avenue S.W. Calgary, Alberta T2R 0A8 Attention: Calvin C. Robb Email: crobb@milesdavison.com	<i>Counsel for Tryton Tool Services, Formula Powell LP, Strike Energy Services Ltd., Strike Group Limited Partnership, Builders' Lien</i>	Email
Osler LLP 1055 West Hastings Street Suite 1700, The Guinness Tower Vancouver BC V6E 2E9 Attention: Mary I.A. Buttery KC Email: mbuttery@osler.com	<i>Counsel to Government of the Northwest Territories</i>	Email
Reynolds Mirth Richards & Farmer LLP 3200, 10108 -101 Street Edmonton, AB T5J 3W8 Attention: Mikkel J. Arnston Email: marnston@rmrf.com	<i>Counsel for Global Well Servicing Ltd., Builders' Lien</i>	Email
Torys LLP 4600 Eighth Avenue Place East 525 - 8th Avenue S.W. Calgary, AB T2P 1G1 Attention: Kyle Kashuba / Jessie Mann kkashuba@torys.com / jmann@torys.com	<i>Counsel for Receiver</i>	Email
Commercial Court Coordinator Court of King's Bench of Alberta 601 5 Street SW Calgary, AB T2P 5P7 Attention: Brent Dufault CommercialCoordinator.QBCalgary@albertacourts.ca		Email

<p>1234118 Alberta ltd. o/a Pinnacle Rentals c/o Mathieu Hryniuk LLP Barristers & Solicitors 10012 101 St P.O. Box 6210 Peace River, AB T8S 1S2 Email: blangford@mhllp.ca</p>	<p><i>PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802120; and LP090057 Registration Date: 2008-07-11; and 2009-01-07 In Interest of:</i></p> <p><i>PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802122; and LP0900059 Registration Date: 2008-07-11; and 2009-01-07 In Interest of:</i></p> <p><i>PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802199; and LP0900060 Registration Date: 2008-07-18; and 2009-01-07 In Interest of:</i></p> <p><i>PNG Agreement No.: 5496110106 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802121; and LP0900058 Registration Date: 2008-07-11; and 2009-01-07 In Interest of:</i></p>	<p>Email</p>
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883492 Alberta Ltd. o/a Pinnacle Logging 10012 101 St Peace River, AB T8S 1S2 Email: blangford@mhllp.ca	<i>PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802123; and LP0900063 Registration Date: 2008-07-11; and 2009-01-07 In Interest of:</i> <i>PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802125; and LP0900065 Registration Date: 2008-07-11; and 2009-01-07 In Interest of:</i> <i>PNG Agreement No.: 5496110106 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802129; and LP0900069 Registration Date: 2008-07-11; and 2009-01-07 In Interest of:</i>	Email
883492 Alberta Ltd. o/a Pinnacle Services Box 478 High, Level, AB T0H 1Z0 Email: admin@pinnacleserviceshighlevel.ca	<i>Unsecured Creditor</i>	Email

<p>Baker Hughes Canada Corporation 600, 1741 Lower Water Street Halifax, NS B3J 2X2 Email: cal_corpfiling@mltaikins.com</p>	<p><i>PNG Agreement No.: 5411060383 Registration Type: Builder's Lien; and Lis Pendens Number: BL1901575; and LP1902794 Registration Date: 2019-05-24; and 2019-11-20 In Interest of:</i></p> <p><i>PNG Agreement No.: 5411060385 Registration Type: Builder's Lien; and Lis Pendens Number: BL1901576; and LP1902794 Registration Date: 2019-05-24; and 2019-11-20 In Interest of:</i></p>	<p>Email</p>
<p>Canadian Pressure Testing Technologies Ltd. 100, 10230 - 142 Street NW Edmonton, AB T5N3Y6 Email: lbelzil@rackelbelzil.ca</p>	<p><i>PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801201; and LP0803171 Registration Date: 2008-05-12; and 2008-10-20 In Interest of:</i></p> <p><i>PNG Agreement No.: 5496110106 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801621; and LP0802073 Registration Date: 2008-05-28; and 2008-10-20 In Interest of:</i></p>	<p>Email</p>
<p>ELM Inc. Attention: Martine Peters / Steve Konopelky Email: Martine@elminc.ca / steve@elminc.ca</p>		<p>Email</p>

<p>Global Well Servicing Ltd. c/o Reynolds, Mirth, Richards & Farmer LLP 10180 101 ST NW Suite 3200 Edmonton AB T5J 3W8 Email: afarmer@rmrf.com</p>	<p><i>PNG Agreement No.: 541160380</i> <i>Registration Type: Builder's Lien; and Lis Pendens</i> <i>Number: BL1901353; and LP1902794</i> <i>Registration Date: 2019-05-06; and 2019-09-25</i> <i>In Interest of:</i></p> <p><i>PNG Agreement No.: 5411060385</i> <i>Registration Type: Builder's Lien; and Lis Pendens</i> <i>Number: BL1901183; and LP1902455</i> <i>Registration Date: 2019-04-15; and 2019-09-25</i> <i>In Interest of:</i></p> <p><i>PNG Agreement No.: 5411060385</i> <i>Registration Type: Builder's Lien; and Lis Pendens</i> <i>Number: BL1901184; and LP1902455</i> <i>Registration Date: 2019-04-15; and 2019-09-25</i> <i>In Interest of:</i></p> <p><i>PNG Agreement No.: 5412060097</i> <i>Registration Type: Builder's Lien; and Lis Pendens</i> <i>Number: BL1901179; and LP1902455</i> <i>Registration Date: 2019-04-15; and 2019-09-25</i> <i>In Interest of:</i></p> <p><i>PNG Agreement No.: 5412090387</i> <i>Registration Type: Builder's Lien; and</i></p>	<p>Email</p>
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	<p><i>Lis Pendens</i> <i>Number: BL1901186; and</i> <i>LP1902455</i> <i>Registration Date: 2019-04-16;</i> <i>and 2019-09-25</i> <i>In Interest of:</i></p> <p><i>PNG Agreement No.: 5494110085</i> <i>Registration Type: Builder's</i> <i>Lien; and</i> <i>Lis Pendens</i> <i>Number: BL1901181; and</i> <i>LP1902455</i> <i>Registration Date: 2019-04-15;</i> <i>and 2019-09-25</i> <i>In Interest of:</i></p> <p><i>PNG Agreement No.: 5495110167</i> <i>Registration Type: Builder's</i> <i>Lien; and</i> <i>Lis Pendens</i> <i>Number: BL1901185; and</i> <i>LP1902455</i> <i>Registration Date: 2019-04-16;</i> <i>and 2019-09-25</i> <i>In Interest of:</i></p> <p><i>PNG Agreement No.: 5411060380</i> <i>Registration Type: Builder's</i> <i>Lien; and</i> <i>Lis Pendens</i> <i>Number: BL1901353; and</i> <i>LP1902455</i> <i>Registration Date: 2019-05-06;</i> <i>and 2019-09-25</i> <i>In Interest of:</i></p>	
KPMG Inc. Bow Valley Square II Suite 3100 205 - 5 Avenue SW Calgary, AB T2P 4B9 Attention: Neil Honess Email: neilhoness@kpmg.ca	<i>Alberta Receiver</i>	Email

Libra Advisors LLC 909-3 Avenue Floor 29 New York City, NY 10022 USA Attention: Vipul Pandey Email: vp@libraadvisors.com	<i>Equity Holder</i>	Email
Mackenzie Valley Land and Water Board Attention: Angela Love / Jen Potten Email: angela.love@mvlwb.com / jpotten@mvlwb.com		Email
Optimal Enterprises Ltd. 10012 101 St Peace River, AB T8S 1S2 Email: blangford@mhlhp.ca / mh@mhlhp.ca	<i>PNG Agreement No.: 5494110175 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802525; and LP0900203 Registration Date: 2008-08-21; and 2009-01-19 In Interest of:</i>	Email
PrairieSky Royalty Ltd. 1700, 350 - 7th Ave SW Calgary, AB T2P 3N9 Attn: Dale Percy Email: Dale.Percy@prairiesky.com	<i>Creditor</i>	Email

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FAX:

1.	Canada Revenue Agency Fax: 1-866-219-0311
2.	Dene Tha First Nation Fax: 780-321-3886

COURIER:

1.	
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SCHEDULE "B"

ORDER – ABANDONMENT AGREEMENT AND MISCELLANEOUS RELIEF

COURT FILE NUMBER 2001-01210

COURT COURT OF KING'S BENCH
OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF GMT CAPITAL CORP.

DEFENDANTS STRATEGIC OIL AND GAS LTD. and
STRATEGIC TRANSMISSION LTD.

DOCUMENT

Clerk's Stamp

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

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Calgary, Alberta T2P 3N9

Lawyer: Robyn Gurofsky
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File Number: 303718.00005

DATE ON WHICH ORDER WAS PRONOUNCED: December 9, 2022

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Justice J. Sidnell

UPON THE APPLICATION of Alvarez & Marsal Canada Inc., solely in its capacity as the court-appointed receiver and manager (the “**NWT Receiver**”) of those properties, assets and undertakings of Strategic Oil and Gas Ltd. and Strategic Transmission Ltd. (together, “**Strategic**”), situated in the Northwest Territories (the “**NWT Property**”); **AND UPON** having read the NWT Receiver’s Application filed November 28, 2022, the Affidavit of Service of _____, the Third Report of the Receiver dated July 4, 2022, the Fourth Report of the Receiver dated November 28, 2022 (the “**Fourth Report**”), including Confidential Appendices 1 and 2 thereto and the pleadings previously filed herein including the Receiver Order – Northwest Territories Assets, dated and filed January 28, 2020; **AND UPON** hearing

submissions of counsel to the NWT Receiver, counsel for the Government of the Northwest Territories (the “GNWT”) and from any other interested parties appearing;

IT IS HEREBY ORDERED AND DECLARED THAT:

Service

1. The time for service of this Application together with all supporting materials is hereby declared to be good and sufficient and no other person is required to have been served with such documents, and this hearing is properly returnable before this Honourable Court today and further service thereof is hereby dispensed with.
2. Service of this Order shall be deemed good and sufficient by serving the same on the persons listed on the Service List (attached as Schedule “A” to the Application) and by posting a copy of this Order to the NWT Receiver’s website at: <https://alvarezandmarsal.com/SOG>.

Abandonment Agreement

3. The Abandonment Agreement between the NWT Receiver, the GNWT and ELM Inc., substantially in the form appended to the Fourth Report is hereby authorized and approved.
4. The NWT Receiver is hereby authorized and directed to enter into the Abandonment Agreement, with such minor amendments as the NWT Receiver may deem necessary in the circumstances, and to take all additional steps and execute such additional documents as may be necessary or desirable to facilitate the completion of the obligations, including the abandonment work in respect of the NWT Property, as contemplated in the Abandonment Agreement.

Approval of Activities, Accounts and Disbursements

5. The actions, conduct and activities of the NWT Receiver, as described in the Fourth Report, are hereby approved, confirmed and ratified.
6. All of the professional fees and disbursements (including GST) of the NWT Receiver and its legal counsel, as further set out in the Fourth Report, are hereby approved, confirmed and ratified without the necessity of a formal passing of accounts.
7. The NWT Receiver’s statement of receipts and disbursements for the period June 18, 2022 to November 25, 2022 (as further set out in the Fourth Report), is hereby approved, confirmed and ratified.

Miscellaneous Matters

8. The NWT Receiver, the GNWT, ELM Inc. or such other interested party shall be at liberty to apply for further advice, assistance and directions as may be necessary to give full force and effect to the terms of this Order.
9. No action lies against the NWT Receiver by reason of this Order or due to the performance of any act authorized by this Order.

10. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories, to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist the NWT Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such order and to provide such assistance to the NWT Receiver, as an officer of the Court, as may be necessary or desirable to give effect to this Order or to assist the NWT Receiver and its agents in carrying out the terms of this Order.

Justice of the Court of King's Bench of Alberta

SCHEDULE "C"
RESTRICTED COURT ACCESS ORDER

COURT FILE NUMBER 2001-01210

COURT COURT OF KING’S BENCH
 OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF GMT CAPITAL CORP.

DEFENDANTS STRATEGIC OIL AND GAS LTD. and
 STRATEGIC TRANSMISSION LTD.

DOCUMENT **ORDER:**
 RESTRICTED COURT ACCESS

Clerk’s Stamp

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

Fasken Martineau DuMoulin LLP
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counsel to the NWT Receiver, counsel for the Government of the Northwest Territories (the “GNWT”) and from any other interested parties appearing;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of this Application together with all supporting materials is hereby declared to be good and sufficient and no other person is required to have been served with such documents, and this hearing is properly returnable before this Honourable Court today and further service thereof is hereby dispensed with.
2. The Confidential Appendices shall be sealed on the Court file and kept confidential unless and until an application is made to vary or modify this Order, pursuant to paragraph 5 hereof.
3. The Clerk of the Court shall file the Confidential Appendices in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states that:

THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS, BEING THE CONFIDENTIAL APPENDICES 1 AND 2 TO THE FOURTH REPORT OF THE NWT RECEIVER DATED NOVEMBER 28, 2022 (THE “**CONFIDENTIAL APPENDICES**”) PURSUANT TO THE RESTRICTED COURT ACCESS ORDER ISSUED BY JUSTICE J. SIDNELL ON DECEMBER 9, 2022. THE CLERK OF THE COURT SHALL NOT RELEASE THE CONFIDENTIAL APPENDICES TO THE PUBLIC UNLESS THE RESTRICTED COURT ACCESS ORDER HAS BEEN MODIFIED BY FURTHER ORDER OF THE COURT.

4. Service of this Order shall be deemed good and sufficient by serving same on the persons listed on the Service List (attached as Schedule “A” to the Application) and by posting a copy of this Order on the Receiver’s website at: www.alvarezandmarsal.com/SOG.
5. Leave is hereby granted to any person or party affected by this Order to apply to this Honourable Court for a further order modifying or varying the terms of paragraphs 2 or 3 of this Order, with such application to be brought on no less than 7 days’ notice to the GNWT Receiver, ELM Inc., the GNWT and any other affected party.