

**COURT OF APPEAL OF ALBERTA**

COURT OF APPEAL FILE NUMBER: 2101-0085AC

TRIAL COURT FILE NUMBER /  
ESTATE NUMBERS 25-2332583  
25-2332610  
25-2335351

REGISTRY OFFICE:  
CALGARY

APPLICANT: ALVAREZ & MARSAL CANADA  
INC. in its capacity as the Court-  
appointed receiver and manager  
of MANITOK ENERGY INC.

STATUS ON APPEAL: PROPOSED APPELLANT  
STATUS ON APPLICATION: APPLICANT

RESPONDENTS: PRENTICE CREEK  
CONTRACTING LTD.,  
RIVERSIDE FUELS LTD. and  
ALBERTA ENERGY  
REGULATOR

STATUS ON APPEAL: PROPOSED RESPONDENT  
STATUS ON APPLICATION: RESPONDENT

DOCUMENT: **BOOK OF AUTHORITIES  
OF THE RESPONDENT  
ALBERTA ENERGY REGULATOR**

ADDRESS FOR SERVICE AND  
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**Alberta Energy Regulator**  
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Counsel for the Respondent, Alberta Energy  
Regulator

Distributed to Duty Judge



## LIST OF AUTHORITIES

TAB	AUTHORITY
1	<i>Bankruptcy and Insolvency Act</i> (R.S.C., 1985, c. B-3), ss. 14.06 (2), 14.06(4), 14.06(7), 193(c) and (e) <a href="https://canlii.ca/t/543rx">https://canlii.ca/t/543rx</a>
2	<i>Manitok Energy Inc (Re)</i> , 2021 ABQB 227, paras. 33-44 <a href="https://canlii.ca/t/jdwrd">https://canlii.ca/t/jdwrd</a>
3	<i>Orphan Well Association v. Grant Thornton Ltd.</i> , 2019 SCC 5, paras. 122, 162 and 163 <a href="https://canlii.ca/t/hx95f">https://canlii.ca/t/hx95f</a>
4	<i>Responsible Energy Development Act</i> , SA 2012, c R-17.3, s. 2 <a href="https://canlii.ca/t/54cw1">https://canlii.ca/t/54cw1</a>
5	<i>Oil and Gas Conservation Act</i> , RSA 2000, c O-6, s. 27(3) <a href="https://canlii.ca/t/54c23">https://canlii.ca/t/54c23</a>
6	<i>Manitok Energy Inc (Re)</i> , 2021 ABQB 227 (Brief of the Respondent, Alberta Energy Regulator), paras. 6-13
7	<i>Manitok Energy Inc (Re)</i> , 2021 ABQB 227 (Brief of the Respondent, Alberta Energy Regulator, Affidavit of Laura Chant), paras. 2, 6, 8 and 18
8	<i>PricewaterhouseCoopers Inc v Perpetual Energy Inc.</i> , 2021 ABCA 16, paras. 87, 92, 94 and 95 <a href="https://canlii.ca/t/jcs27">https://canlii.ca/t/jcs27</a>



CANADA

CONSOLIDATION

CODIFICATION

## Bankruptcy and Insolvency Act

## Loi sur la faillite et l'insolvabilité

R.S.C., 1985, c. B-3

L.R.C. (1985), ch. B-3

Current to May 19, 2021

À jour au 19 mai 2021

Last amended on November 1, 2019

Dernière modification le 1 novembre 2019

### Liability ceases on compliance

**(4)** A person who complies with a direction given pursuant to subsection (1) is not liable for any act done by the person only to comply with the direction.

1992, c. 27, s. 9; 1997, c. 12, s. 14; 1999, c. 31, s. 18(E); 2005, c. 47, s. 16; 2007, c. 36, s. 8(F).

### Removal and appointment

**14.04** The court, on the application of any interested person, may for cause remove a trustee and appoint another licensed trustee in the trustee's place.

1992, c. 27, s. 9.

### Where there is no licensed trustee, etc.

**14.05** Where a debtor resides or carries on business in a locality in which there is no licensed trustee, and no licensed trustee can be found who is willing to act as trustee, the court or the official receiver may appoint a responsible person residing in the locality of the debtor to administer the estate of the debtor, and that person, for that purpose, has all the powers of a licensed trustee under this Act, and the provisions of this Act apply to that person as if a licence had been issued to that person under paragraph 5(3)(a).

1992, c. 27, s. 9.

### No trustee is bound to act

**14.06 (1)** No trustee is bound to assume the duties of trustee in matters relating to assignments, bankruptcy orders or proposals, but having accepted an appointment in relation to those matters the trustee shall, until discharged or another trustee is appointed in the trustee's stead, perform the duties required of a trustee under this Act.

### Application

**(1.1)** In subsections (1.2) to (6), a reference to a trustee means a trustee in a bankruptcy or proposal and includes

**(a)** an interim receiver;

**(b)** a receiver within the meaning of subsection 243(2); and

**(c)** any other person who has been lawfully appointed to take, or has lawfully taken, possession or control of any property of an insolvent person or a bankrupt that was acquired for, or is used in relation to, a business carried on by the insolvent person or bankrupt.

### Suppression de la responsabilité

**(4)** Quiconque obtempère aux instructions données en application du paragraphe (1) échappe à toute responsabilité pour les actes posés dans le seul but de s'y conformer.

1992, ch. 27, art. 9; 1997, ch. 12, art. 14; 1999, ch. 31, art. 18(A); 2005, ch. 47, art. 16; 2007, ch. 36, art. 8(F).

### Révocation et nomination

**14.04** Le tribunal, à la demande de tout intéressé, peut révoquer pour un motif suffisant un syndic et nommer à sa place un autre syndic autorisé.

1992, ch. 27, art. 9.

### Localité sans syndic autorisé

**14.05** Lorsque le débiteur réside ou exerce un commerce dans une localité où il n'y a pas de syndic autorisé, et qu'il est impossible d'en trouver un qui consente à agir comme syndic, le tribunal ou le séquestre officiel peut nommer une personne digne de confiance résidant dans la localité du débiteur pour administrer l'actif de celui-ci, et, à cette fin, cette personne possède tous les pouvoirs que la présente loi accorde à un syndic autorisé, et les dispositions de la présente loi s'appliquent à cette personne tout comme si elle avait été régulièrement autorisée en vertu de l'alinéa 5(3)a).

1992, ch. 27, art. 9.

### Non-obligation du syndic

**14.06 (1)** Le syndic n'est pas tenu d'assumer les fonctions de syndic relativement à des cessions, à des ordonnances de faillite ou à des propositions concordataires; toutefois, dès qu'il accepte sa nomination à ce titre, il doit accomplir les fonctions que la présente loi lui impose, jusqu'à ce qu'il ait été libéré ou qu'un autre syndic ait été nommé à sa place.

### Application

**(1.1)** Les paragraphes (1.2) à (6) s'appliquent également aux syndics agissant dans le cadre d'une faillite ou d'une proposition ainsi qu'aux personnes suivantes :

**a)** les séquestres intérimaires;

**b)** les séquestres au sens du paragraphe 243(2);

**c)** les autres personnes qui sont nommément habilitées à prendre — ou ont pris légalement — la possession ou la responsabilité d'un bien acquis ou utilisé par une personne insolvable ou un failli dans le cadre de ses affaires.

### No personal liability in respect of matters before appointment

**(1.2)** Despite anything in federal or provincial law, if a trustee, in that position, carries on the business of a debtor or continues the employment of a debtor's employees, the trustee is not by reason of that fact personally liable in respect of a liability, including one as a successor employer,

- (a)** that is in respect of the employees or former employees of the debtor or a predecessor of the debtor or in respect of a pension plan for the benefit of those employees; and
- (b)** that exists before the trustee is appointed or that is calculated by reference to a period before the appointment.

### Status of liability

**(1.3)** A liability referred to in subsection (1.2) is not to rank as costs of administration.

### Liability of other successor employers

**(1.4)** Subsection (1.2) does not affect the liability of a successor employer other than the trustee.

### Liability in respect of environmental matters

**(2)** Notwithstanding anything in any federal or provincial law, a trustee is not personally liable in that position for any environmental condition that arose or environmental damage that occurred

- (a)** before the trustee's appointment; or
- (b)** after the trustee's appointment unless it is established that the condition arose or the damage occurred as a result of the trustee's gross negligence or wilful misconduct or, in the Province of Quebec, the trustee's gross or intentional fault.

### Reports, etc., still required

**(3)** Nothing in subsection (2) exempts a trustee from any duty to report or make disclosure imposed by a law referred to in that subsection.

### Non-liability re certain orders

**(4)** Notwithstanding anything in any federal or provincial law but subject to subsection (2), where an order is made which has the effect of requiring a trustee to remedy any environmental condition or environmental damage affecting property involved in a bankruptcy, proposal or receivership, the trustee is not personally liable for failure to comply with the order, and is not personally

### Immunité

**(1.2)** Par dérogation au droit fédéral et provincial, le syndic qui, en cette qualité, continue l'exploitation de l'entreprise du débiteur ou lui succède comme employeur est dégagé de toute responsabilité personnelle découlant de quelque obligation du débiteur, notamment à titre d'employeur successeur, si celle-ci, à la fois :

- a)** l'oblige envers des employés ou anciens employés du débiteur, ou de l'un de ses prédécesseurs, ou découle d'un régime de pension pour le bénéfice de ces employés;
- b)** existait avant sa nomination ou est calculée sur la base d'une période la précédant.

### Obligation exclue des frais

**(1.3)** L'obligation visée au paragraphe (1.2) ne peut être imputée à l'actif au titre des frais d'administration.

### Responsabilité de l'employeur successeur

**(1.4)** Le paragraphe (1.2) ne dégage aucun employeur successeur, autre que le syndic, de sa responsabilité.

### Responsabilité en matière d'environnement

**(2)** Par dérogation au droit fédéral et provincial, le syndic est, ès qualités, dégagé de toute responsabilité personnelle découlant de tout fait ou dommage lié à l'environnement survenu avant ou après sa nomination, sauf celui causé par sa négligence grave ou son inconduite délibérée ou, dans la province de Québec, par sa faute lourde ou intentionnelle.

### Rapports

**(3)** Le paragraphe (2) n'a pas pour effet de soustraire le syndic à une obligation de faire rapport ou de communiquer des renseignements prévue par le droit applicable en l'espèce.

### Immunité — ordonnances

**(4)** Par dérogation au droit fédéral et provincial, mais sous réserve du paragraphe (2), le syndic est, ès qualités, dégagé de toute responsabilité personnelle découlant du non-respect de toute ordonnance de réparation de tout fait ou dommage lié à l'environnement et touchant un bien visé par une faillite, une proposition ou une mise sous séquestre administrée par un séquestre, et de toute

liable for any costs that are or would be incurred by any person in carrying out the terms of the order,

(a) if, within such time as is specified in the order, within ten days after the order is made if no time is so specified, within ten days after the appointment of the trustee, if the order is in effect when the trustee is appointed, or during the period of the stay referred to in paragraph (b), the trustee

(i) complies with the order, or

(ii) on notice to the person who issued the order, abandons, disposes of or otherwise releases any interest in any real property, or any right in any immovable, affected by the condition or damage;

(b) during the period of a stay of the order granted, on application made within the time specified in the order referred to in paragraph (a), within ten days after the order is made or within ten days after the appointment of the trustee, if the order is in effect when the trustee is appointed, by

(i) the court or body having jurisdiction under the law pursuant to which the order was made to enable the trustee to contest the order, or

(ii) the court having jurisdiction in bankruptcy for the purposes of assessing the economic viability of complying with the order; or

(c) if the trustee had, before the order was made, abandoned or renounced or been divested of any interest in any real property, or any right in any immovable, affected by the condition or damage.

#### Stay may be granted

(5) The court may grant a stay of the order referred to in subsection (4) on such notice and for such period as the court deems necessary for the purpose of enabling the trustee to assess the economic viability of complying with the order.

#### Costs for remedying not costs of administration

(6) If the trustee has abandoned or renounced any interest in any real property, or any right in any immovable, affected by the environmental condition or environmental damage, claims for costs of remedying the condition or damage shall not rank as costs of administration.

#### Priority of claims

(7) Any claim by Her Majesty in right of Canada or a province against the debtor in a bankruptcy, proposal or receivership for costs of remedying any environmental condition or environmental damage affecting real

responsabilité personnelle relativement aux frais engagés par toute personne exécutant l'ordonnance :

a) si, dans les dix jours suivant l'ordonnance ou dans le délai fixé par celle-ci, dans les dix jours suivant sa nomination si l'ordonnance est alors en vigueur ou pendant la durée de la suspension visée à l'alinéa b) :

(i) il s'y conforme,

(ii) il abandonne, après avis à la personne ayant rendu l'ordonnance, tout droit sur l'immeuble en cause ou tout intérêt sur le bien réel en cause, en dispose ou s'en dessaisit;

b) pendant la durée de la suspension de l'ordonnance qui est accordée, sur demande présentée dans les dix jours suivant l'ordonnance visée à l'alinéa a) ou dans le délai fixé par celle-ci, ou dans les dix jours suivant sa nomination si l'ordonnance est alors en vigueur :

(i) soit par le tribunal ou l'autorité qui a compétence relativement à l'ordonnance, en vue de permettre au syndic de la contester,

(ii) soit par le tribunal qui a compétence en matière de faillite, en vue d'évaluer les conséquences économiques du respect de l'ordonnance;

c) si, avant que l'ordonnance ne soit rendue, il avait abandonné tout droit sur l'immeuble en cause ou tout intérêt sur le bien réel en cause ou y avait renoncé, ou s'en était dessaisi.

#### Suspension

(5) En vue de permettre au syndic d'évaluer les conséquences économiques du respect de l'ordonnance, le tribunal peut en ordonner la suspension après avis et pour la période qu'il estime indiqués.

#### Frais

(6) Si le syndic a abandonné tout droit sur l'immeuble en cause ou tout intérêt sur le bien réel en cause ou y a renoncé, les réclamations pour les frais de réparation du fait ou dommage lié à l'environnement et touchant le bien ne font pas partie des frais d'administration.

#### Priorité des réclamations

(7) En cas de faillite, de proposition ou de mise sous séquestre administrée par un séquestre, toute réclamation de Sa Majesté du chef du Canada ou d'une province contre le débiteur pour les frais de réparation du fait ou

property or an immovable of the debtor is secured by security on the real property or immovable affected by the environmental condition or environmental damage and on any other real property or immovable of the debtor that is contiguous with that real property or immovable and that is related to the activity that caused the environmental condition or environmental damage, and the security

**(a)** is enforceable in accordance with the law of the jurisdiction in which the real property or immovable is located, in the same way as a mortgage, hypothec or other security on real property or immovables; and

**(b)** ranks above any other claim, right, charge or security against the property, despite any other provision of this Act or anything in any other federal or provincial law.

#### **Claim for clean-up costs**

**(8)** Despite subsection 121(1), a claim against a debtor in a bankruptcy or proposal for the costs of remedying any environmental condition or environmental damage affecting real property or an immovable of the debtor shall be a provable claim, whether the condition arose or the damage occurred before or after the date of the filing of the proposal or the date of the bankruptcy.

1992, c. 27, s. 9; 1997, c. 12, s. 15; 2004, c. 25, s. 16; 2005, c. 47, s. 17; 2007, c. 36, s. 9.

#### **Effect of defect or irregularity in appointment**

**14.07** No defect or irregularity in the appointment of a trustee vitiates any act done by the trustee in good faith.

1992, c. 27, s. 9.

## **Corporations as Trustees**

#### **Majority of officers and directors must hold licences**

**14.08** A body corporate may hold a licence as a trustee only if a majority of its directors and a majority of its officers hold licences as trustees.

1992, c. 27, s. 9.

#### **Acts of body corporate**

**14.09** A body corporate that holds a licence as a trustee may perform the duties and exercise the powers of a trustee only through a director or officer of the body corporate who holds a licence as a trustee.

1992, c. 27, s. 9.

#### **Not carrying on business of trust company**

**14.1** Every body corporate that is incorporated by or under an Act of Parliament and that holds a licence as a

dommage lié à l'environnement et touchant un de ses immeubles ou biens réels est garantie par une sûreté sur le bien en cause et sur ceux qui sont contigus à celui où le dommage est survenu et qui sont liés à l'activité ayant causé le fait ou le dommage; la sûreté peut être exécutée selon le droit du lieu où est situé le bien comme s'il s'agissait d'une hypothèque ou autre garantie sur celui-ci et, par dérogation aux autres dispositions de la présente loi et à toute règle de droit fédéral et provincial, a priorité sur tout autre droit, charge, sûreté ou réclamation visant le bien.

#### **Précision**

**(8)** Malgré le paragraphe 121(1), la réclamation pour les frais de réparation du fait ou dommage lié à l'environnement et touchant l'immeuble ou le bien réel du débiteur constitue une réclamation prouvable, que la date du fait ou dommage soit antérieure ou postérieure à celle de la faillite ou du dépôt de la proposition.

1992, ch. 27, art. 9; 1997, ch. 12, art. 15; 2004, ch. 25, art. 16; 2005, ch. 47, art. 17; 2007, ch. 36, art. 9.

#### **Vice ou irrégularité dans la nomination**

**14.07** Aucune erreur ou irrégularité dans la nomination d'un syndic ne vicie un acte accompli de bonne foi par lui.

1992, ch. 27, art. 9.

## **Sociétés**

#### **Administrateurs titulaires de licences**

**14.08** Une personne morale ne peut être titulaire d'une licence de syndic que si la majorité de ses administrateurs et la majorité de ses dirigeants sont titulaires d'une telle licence.

1992, ch. 27, art. 9.

#### **Actes des personnes morales**

**14.09** La personne morale titulaire d'une licence de syndic ne peut exercer ses fonctions à ce titre que par l'intermédiaire d'un de ses administrateurs ou dirigeants qui est lui-même titulaire d'une telle licence.

1992, ch. 27, art. 9.

#### **Distinction entre les sociétés de fiducie**

**14.1** Toute personne morale de droit fédéral, titulaire d'une licence de syndic, peut exercer les fonctions de



**(m)** to perform all necessary administrative duties relating to the practice and procedure in the courts; and

**(n)** to hear and determine appeals from the decision of a trustee allowing or disallowing a claim.

### May be exercised by judge

**(2)** The powers and jurisdiction conferred by this section or otherwise on a registrar may at any time be exercised by a judge.

### Registrar may not commit

**(3)** A registrar has no power to commit for contempt of court.

### Appeal from registrar

**(4)** A person dissatisfied with an order or decision of a registrar may appeal therefrom to a judge.

### Order of registrar

**(5)** An order made or act done by a registrar in the exercise of his powers and jurisdiction shall be deemed the order or act of the court.

### Reference to judge

**(6)** A registrar may refer any matter ordinarily within his jurisdiction to a judge for disposition.

### Judge may hear

**(7)** A judge may direct that any matter before a registrar be brought before the judge for hearing and determination.

### Registrars to act for each other

**(8)** Any registrar in bankruptcy may act for any other registrar.

R.S., 1985, c. B-3, s. 192; 1992, c. 27, s. 67; 2004, c. 25, s. 88.

## Appeals

### Court of Appeal

**193** Unless otherwise expressly provided, an appeal lies to the Court of Appeal from any order or decision of a judge of the court in the following cases:

**l)** de régler et de signer toutes ordonnances et jugements des tribunaux qu'un juge n'a pas réglés ou signés, et d'émettre toutes ordonnances, tous jugements, mandats ou autres procédures des tribunaux;

**m)** d'exercer toutes les fonctions administratives nécessaires relativement à la pratique et à la procédure devant les tribunaux;

**n)** d'entendre et de décider les appels de la décision d'un syndic accordant ou refusant une réclamation.

### Peuvent être exercés par un juge

**(2)** Les pouvoirs et la juridiction, conférés à un registraire par le présent article ou autrement, peuvent être exercés par un juge.

### Mandat de dépôt

**(3)** Un registraire n'a pas le pouvoir de délivrer un mandat de dépôt pour outrage au tribunal.

### Appel du registraire

**(4)** Toute personne mécontente d'une ordonnance ou d'une décision du registraire peut en interjeter appel à un juge.

### Ordonnance du registraire

**(5)** Toute ordonnance rendue ou tout acte fait par un registraire dans l'exercice de ses pouvoirs et de sa juridiction est réputé être une ordonnance ou un acte du tribunal.

### Renvoi à un juge par un registraire

**(6)** Un registraire peut renvoyer toute affaire qui relève ordinairement de sa compétence à un juge pour qu'il en dispose.

### Renvoi à un juge

**(7)** Un juge peut ordonner que toute affaire devant un registraire soit portée devant le juge pour audition et décision.

### Peuvent agir l'un pour l'autre

**(8)** Tout registraire en matière de faillite peut agir pour tout autre registraire.

L.R. (1985), ch. B-3, art. 192; 1992, ch. 27, art. 67; 2004, ch. 25, art. 88.

## Appels

### Cour d'appel

**193** Sauf disposition expressément contraire, appel est recevable à la Cour d'appel de toute ordonnance ou décision d'un juge du tribunal dans les cas suivants :



- (a) if the point at issue involves future rights;
- (b) if the order or decision is likely to affect other cases of a similar nature in the bankruptcy proceedings;
- (c) if the property involved in the appeal exceeds in value ten thousand dollars;
- (d) from the grant of or refusal to grant a discharge if the aggregate unpaid claims of creditors exceed five hundred dollars; and
- (e) in any other case by leave of a judge of the Court of Appeal.

R.S., 1985, c. B-3, s. 193; 1992, c. 27, s. 68.

### Appeal to Supreme Court

**194** The decision of the Court of Appeal on any appeal is final and conclusive unless special leave to appeal therefrom to the Supreme Court of Canada is granted by that Court.

R.S., c. B-3, s. 164; R.S., c. 44(1st Supp.), s. 10.

### Stay of proceedings on filing of appeal

**195** Except to the extent that an order or judgment appealed from is subject to provisional execution notwithstanding any appeal therefrom, all proceedings under an order or judgment appealed from shall be stayed until the appeal is disposed of, but the Court of Appeal or a judge thereof may vary or cancel the stay or the order for provisional execution if it appears that the appeal is not being prosecuted diligently, or for such other reason as the Court of Appeal or a judge thereof may deem proper.

R.S., 1985, c. B-3, s. 195; 1992, c. 27, s. 69.

### No stay of proceedings unless ordered

**196** An appeal to the Supreme Court of Canada does not operate as a stay of proceedings, except to the extent ordered by that Court.

R.S., c. B-3, s. 166; R.S., c. 44(1st Supp.), s. 10.

## Legal Costs

### Costs in discretion of court

**197 (1)** Subject to this Act and to the General Rules, the costs of and incidental to any proceedings in court under this Act are in the discretion of the court.

- a) le point en litige concerne des droits futurs;
- b) l'ordonnance ou la décision influera vraisemblablement sur d'autres causes de nature semblable en matière de faillite;
- c) les biens en question dans l'appel dépassent en valeur la somme de dix mille dollars;
- d) la libération est accordée ou refusée, lorsque la totalité des réclamations non acquittées des créanciers dépasse cinq cents dollars;
- e) dans tout autre cas, avec la permission d'un juge de la Cour d'appel.

L.R. (1985), ch. B-3, art. 193; 1992, ch. 27, art. 68.

### Cour suprême du Canada

**194** La décision de la Cour d'appel sur tout appel est définitive et sans appel, sauf autorisation spéciale, accordée par la Cour suprême du Canada, d'en appeler à ce tribunal.

S.R., ch. B-3, art. 164; S.R., ch. 44(1<sup>er</sup> suppl.), art. 10.

### Suspension d'instance sur un appel

**195** Sauf dans la mesure où le jugement dont il est interjeté appel est sujet à exécution provisoire malgré l'appel, toutes les procédures exercées en vertu d'une ordonnance ou d'un jugement dont il est appelé sont suspendues jusqu'à ce qu'il soit disposé de l'appel; mais la Cour d'appel, ou un juge de ce tribunal, peut modifier ou annuler la suspension ou l'ordonnance d'exécution provisoire s'il apparaît que l'appel n'est pas poursuivi avec diligence, ou pour toute autre raison qui peut être jugée convenable.

L.R. (1985), ch. B-3, art. 195; 1992, ch. 27, art. 69.

### Aucune suspension de procédures, à moins d'ordonnance

**196** Un appel à la Cour suprême du Canada ne peut avoir pour effet de suspendre les procédures, sauf dans la mesure où celle-ci l'ordonne.

S.R., ch. B-3, art. 166; S.R., ch. 44(1<sup>er</sup> suppl.), art. 10.

## Frais judiciaires

### Frais à la discrétion du tribunal

**197 (1)** Sous réserve des autres dispositions de la présente loi et des Règles générales, les frais de toutes procédures judiciaires intentées sous le régime de la présente loi, ou les frais s'y rapportant, sont laissés à la discrétion du tribunal.

## **Court of Queen's Bench of Alberta**

**Citation: Manitok Energy Inc (Re), 2021 ABQB 227**

**Date:** 20210324

**Docket:** B201 332583, B201 332610, B201 335351

**Registry:** Calgary

In the Matter of the Notice of Intention to Make a Proposal of Manitok Energy Inc.

In the Matter of the Notice of Intention to Make a Proposal of Raimount Energy Corp.

In the Matter of the Notice of Intention to Make a Proposal of Corinthian Oil Corp.

Between:

**Alvarez & Marsal Canada Inc. in its capacity as the Court-appointed receiver and  
manager of Manitok Energy Inc.**

Applicant

- and -

**Prentice Creek Contracting Ltd. and Riverside Fuels Ltd.**

Respondents

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**Reasons for Decision  
of the  
Honourable Madam Justice B.E. Romaine**

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### **I. Introduction**

[1] The sole issue in this application is whether end-of-life obligations associated with the abandonment and reclamation of unsold oil and gas properties must be satisfied by the Receiver from Manitok's estate in preference to satisfying what may otherwise be first-ranking builders' lien claims based on services provided by the lien claimants before the receivership date.

[28] In response, the Receiver advised that it was only taking possession and control of the productive wells and, in its view, it had no obligation with respect to renounced assets (para 50). Almost immediately, the AER issued orders requiring Redwater to suspend and abandon the renounced assets, such work to be carried out within a short period of time (para 51).

[29] Soon after that, the AER and the OWA applied for an order declaring that the Receiver's renunciation of assets was void, requiring the Receiver to comply with the abandonment orders and requiring it to fulfill its statutory obligations as licensee in relation to the abandonment, reclamation and remediation of all of Redwater's licensed properties. The AER did not seek to hold the Receiver liable for these obligations beyond the assets in the Redwater estate.

[30] The Receiver cross-applied, seeking approval to pursue a sales process excluding the renounced assets and an order directing that the AER could not prevent the transfer of the licenses of the retained assets on the basis of, among other things, a failure to comply with the abandonment orders, refusal to take possession of the renounced assets or Redwater's outstanding debts to the regulator (para 52).

[31] The chambers judge approved the sale procedure. It appears that at the time of the hearing before the Supreme Court, Redwater's assets had been sold and the sale proceeds were being held in trust (para. 108).

[32] Chief Justice Wagner made certain comments in the majority decision that are relevant to this application.

[33] At para 75, on the issue of paramountcy, he noted that the result of a trustee's "disclaimer" of real property, "where an environmental order has been made in relation to that property is that the trustee is protected from personal liability, while the ongoing liability of the bankrupt estate is unaffected."

[34] In interpreting section 14.06(4) of the *BIA*, the Chief Justice stated that "[u]nder s. 14.06(4)(a)(ii), a trustee is not personally liable for an environmental order where the trustee abandons, disposes of or otherwise releases any interest in any real property", thus making it clear that s.14.06(4)'s scope in limiting the personal liability of a trustee is not narrowed to disclaimer in the formal sense (para 87).

[35] He notes further that "the provision is clear that, where an environmental order has been made, the result of an act of 'disclaimer' is the cessation of personal liability" (para 86).

[36] In para 96, the Court noted that, prior to 1997, "it was unclear what effect 'disclaimers' might have on the liability of the bankrupt estate, given that environmental legislation imposed liability based on the achievement of the status of owner, party in control or licensee" (emphasis added) (see also para 97).

[37] Thus, the Court concluded, disclaimer by a trustee "has no effect on the bankrupt estate's continuing liability for orders to remedy any environmental condition or damage" (para 98). "[The trustee] continues to have the responsibilities and duties of a 'licensee' to the extent that assets remain in the Redwater estate" (para 114).

[38] In the majority's conclusion on whether end-of-life obligations are claims provable in bankruptcy, Wagner, CJ found that such obligations are not claims, and therefore do not conflict with the general priority scheme in the *BIA*. In support of this conclusion, he notes at para 159:

In crafting the priority scheme set out in the *BIA*, Parliament intended to permit regulators to place a first charge on real property of a bankrupt affected by an environmental condition or damage in order to fund remediation (see s. 14.06(7)). Thus, the *BIA* explicitly contemplates that environmental regulators will extract value from the bankrupt's real property if that property is affected by an environmental condition or damage. Although the nature of property ownership in the Alberta oil and gas industry meant that s.14.06(7) was unavailable to the Regulator, the Abandonment Order and the LMR replicate s.14.06(7)'s effect in this case. Furthermore, it is important to note that Redwater's only substantial assets were affected by an environmental condition or damage. Accordingly, the Abandonment Orders and LMR requirements did not seek to force Redwater to fulfill end-of-life obligations with assets unrelated to the environmental condition or damage. In other words, recognizing that the Abandonment Orders and LMR requirements are not provable claims in this case does not interfere with the aims of the *BIA* - rather, it facilitates them. (emphasis added)

[39] It is here that the distinction between the facts of Redwater and the facts in this case becomes apparent. In this case, the AER is seeking to require Manitok to fulfill end-of-life obligations with assets unrelated to the environmental condition or damage represented by the abandonment orders it has issued, assets over which Manitok no longer has ownership or control. This change in ownership occurred prior to any action by the AER, so that the orders a) do not apply to property over which the respondents claim a lien, and b) do not apply to contiguously owned property at the time.

[40] The Supreme Court in paragraph 159 finds support for the conclusion that requiring Redwater to pay for abandonment before distributing value to creditors does not disrupt the priority scheme of the *BIA* by referring to section 14.06(7), which allows a regulator to place a charge on the real property of the debtor that is contaminated or affected by an environmental condition, but only on that property or contiguous property.

[41] The Court notes that abandonment orders "replicate s.14.06(7)'s effect". Clearly, the decision of the Court in *Redwater* expands the limited scope of section 14.06(7), but it does not appear to expand it to cover trust funds relating to the proceeds of sale of property to which the debtors no longer have the status of "owner, party in control, or licensee" at the time the orders were issued.

[42] Thus, the findings in *Redwater* do not extend to a situation, such as in this case, where property unrelated to property that is affected by an environmental condition is sold to a new licensee before any abandonment or reclamation orders are made, and where the new licensee assumes the inherent end-of-life obligations for that property. In this case, the AER is not at risk for any current costs of reclamation of the transferred property.

[43] The lien claimants were protected by the purchase agreement terms that were approved by court order. As the funds have been held in trust in accordance with the order and the purchase and sale agreement pending resolution of the claims, they are not property of the estate, and would not become part of the estate unless the claims are denied. As the Court in *Redwater* comments at para 114, a trustee, or Receiver/trustee in this case, has the responsibilities and duties of a licensee "to the extent that assets remain in the ... estate".

[44] Therefore, the decision in *Redwater* does not provide priority to the trust funds to the AER in these circumstances. Assuming that the liens are valid, and that they only refer to the Persist lands, there is no reason to deny the lien holders' claims to the proceeds in trust.

[45] It is not necessary to consider the claims of other creditors, as this application involves only the amounts held in trust.

#### **D. Other Submissions**

##### **1. Unjust Enrichment**

[46] Both Prentice Creek and Riverside submit that the release of the trust funds to satisfy end-of-life obligations of Manitok would be an unjust enrichment of the AER. However, whether or not the enrichment and corresponding deprivation requirements for a finding of unjust enrichment could be satisfied in this case, there would have been a juristic reason for the enrichment if I am incorrect in finding that the decision in *Redwater* does not extend to the facts in this case, arising from the statutory obligation. Therefore, if I am incorrect in my interpretation of *Redwater*, I would not find a constructive trust arising from unjust enrichment to be an appropriate remedy.

##### **2. Equity and Fairness**

[47] Riverside submits that this Court could find for the lien claimants on the basis of equity and fairness. Neither the *Judicature Act* nor the *BIA* give the Court carte blanche to do what is fair despite binding authority. In any event, the same argument could be made on behalf of any creditor of the debtors that supplied goods or services, particularly secured creditors, who prior to the decision in *Redwater* had reason to think that they had done all that was necessary or possible to ensure the priority of their claims.

##### **3. Status of Lien Claimants**

[48] Riverside also submits that lien claimants are not creditors; that they have a proprietary claim that is not subject to the *BIA* priority scheme. This is incorrect. The essence of the lien provisions is that they create a lien over the property that was improved or remediated, and if the property is sold, the lien goes with the property, or, in this case the proceeds of sale held in trust. It is a security interest subject to the priority scheme of the *BIA* in the same way as other provable claims: *BIA* section 2, definition of "secured creditor".

#### **IV. Conclusion**

[49] In the specific circumstances of this case, I find that the *Redwater* decision does not affect the rights of Prentice Creek and Riverside to the trust funds arising from the Persist purchase of Manitok's property.

**Orphan Well Association and Alberta Energy Regulator** *Appellants*

v.

**Grant Thornton Limited and ATB Financial (formerly known as Alberta Treasury Branches)** *Respondents*

and

**Attorney General of Ontario,  
Attorney General of British Columbia,  
Attorney General of Saskatchewan,  
Attorney General of Alberta,  
Ecojustice Canada Society,  
Canadian Association of Petroleum Producers,  
Greenpeace Canada,  
Action Surface Rights Association,  
Canadian Association of Insolvency and  
Restructuring Professionals and  
Canadian Bankers' Association** *Interveners*

**INDEXED AS: ORPHAN WELL ASSOCIATION v.  
GRANT THORNTON LTD.**

**2019 SCC 5**

File No.: 37627.

2018: February 15; 2019: January 31.

Present: Wagner C.J. and Abella, Moldaver,  
Karakatsanis, Gascon, Côté and Brown JJ.

**ON APPEAL FROM THE COURT OF APPEAL FOR  
ALBERTA**

*Constitutional law — Division of powers — Federal paramountcy — Bankruptcy and insolvency — Environmental law — Oil and gas — Oil and gas companies in Alberta required by provincial comprehensive licensing regime to assume end-of-life responsibilities with respect to oil wells, pipelines, and facilities — Provincial regulator administering licensing regime and enforcing end-of-life obligations pursuant to statutory powers — Trustee in bankruptcy of oil and gas company not taking responsibility for company's unproductive oil and gas assets and seeking to walk away from environmental liabilities*

**Orphan Well Association et Alberta Energy Regulator** *Appellants*

c.

**Grant Thornton Limited et ATB Financial (auparavant connue sous le nom d'Alberta Treasury Branches)** *Intimées*

et

**Procureure générale de l'Ontario,  
procureur général de la Colombie-Britannique,  
procureur général de la Saskatchewan,  
procureur général de l'Alberta,  
Ecojustice Canada Society,  
Association canadienne des producteurs  
pétroliers, Greenpeace Canada,  
Action Surface Rights Association,  
Association canadienne des professionnels de  
l'insolvabilité et de la réorganisation et  
Association des banquiers canadiens** *Intervenants*

**RÉPERTORIÉ : ORPHAN WELL ASSOCIATION c.  
GRANT THORNTON LTD.**

**2019 CSC 5**

N° du greffe : 37627.

2018 : 15 février; 2019 : 31 janvier.

Présents : Le juge en chef Wagner et les juges Abella,  
Moldaver, Karakatsanis, Gascon, Côté et Brown.

**EN APPEL DE LA COUR D'APPEL DE  
L'ALBERTA**

*Droit constitutionnel — Partage des compétences — Prépondérance fédérale — Faillite et insolvabilité — Droit de l'environnement — Pétrole et gaz — Sociétés pétrolières et gazières de l'Alberta tenues par le régime provincial complet de délivrance de permis d'assumer des responsabilités de fin de vie à l'égard de puits de pétrole, de pipelines et d'installations — Organisme de réglementation provincial administrant le régime d'octroi de permis et assurant le respect des obligations de fin de vie en vertu des pouvoirs que lui confère la loi — Syndic de faillite d'une société pétrolière et gazière refusant d'assumer la*



[120] There is no dispute that in this appeal, the second part of the test is met. Accordingly, I will discuss only the first and the third parts of the test.

[121] In this Court, the Regulator, supported by various interveners, raised two concerns about how the *Abitibi* test has been applied, both by the courts below and in general. The first concern is that the “creditor” step of the *Abitibi* test has been interpreted too broadly in cases such as the instant appeal and *Nortel Networks Corp., Re*, 2013 ONCA 599, 368 D.L.R. (4th) 122 (“*Nortel CA*”), and that, in effect, this step of the test has become so pro forma as to be practically meaningless. The second concern has to do with the application of the “monetary value” step of the *Abitibi* test by the chambers judge and Slatter J.A. This step is generally called the “sufficient certainty” step, based on the guidance provided in *Abitibi*. The argument here is that the courts below went beyond the test established in *Abitibi* by focusing on whether Redwater’s regulatory obligations were “intrinsically financial”. Under *Abitibi*, the sufficient certainty analysis should have focused on whether the Regulator would ultimately perform the environmental work and assert a monetary claim for reimbursement.

[122] In my view, both concerns raised by the Regulator have merit. As I will demonstrate, *Abitibi* should not be taken as standing for the proposition that a regulator is always a creditor when it exercises its statutory enforcement powers against a debtor. On a proper understanding of the “creditor” step, it is clear that the Regulator acted in the public interest and for the public good in issuing the Abandonment Orders and enforcing the LMR requirements and that it is, therefore, not a creditor of Redwater. It is the public, not the Regulator or the General Revenue Fund, that is the beneficiary of those environmental obligations; the province does not stand to gain

[120] Il est incontestable que, dans le présent pourvoi, la deuxième partie du critère est respectée. En conséquence, je ne traiterai que des première et troisième parties.

[121] Devant notre Cour, l’organisme de réglementation, avec l’appui de divers intervenants, a soulevé deux préoccupations quant à la façon dont le critère d’*Abitibi* avait été appliqué, tant par les tribunaux d’instance inférieure que par les cours en général. La première préoccupation concerne le fait que l’étape « créancier » du critère a reçu une interprétation trop large dans des affaires analogues à celle en l’espèce et *Nortel Networks Corp., Re*, 2013 ONCA 599, 368 D.L.R. (4th) 122 (« *Nortel CA* ») et qu’en réalité, cette étape du critère est si aisément franchie qu’elle n’est appliquée que pour la forme et qu’elle n’a pratiquement plus de sens. La seconde préoccupation a trait à l’application de l’étape « valeur pécuniaire » du critère d’*Abitibi* par le juge siégeant en cabinet et le juge Slatter. Cette étape reçoit généralement le nom de « certitude suffisante », compte tenu des directives données dans *Abitibi*. On soutient par là que les tribunaux d’instance inférieure sont allés au-delà du critère établi dans l’arrêt *Abitibi* en se concentrant sur la question de savoir si les obligations réglementaires de Redwater étaient « intrinsèquement financières ». Suivant l’arrêt *Abitibi*, l’analyse de la certitude suffisante aurait dû être axée sur la question de savoir si l’organisme de réglementation effectuerait lui-même, au bout du compte, les travaux environnementaux et ferait valoir une réclamation pécuniaire pour le remboursement.

[122] Les deux préoccupations exprimées par l’organisme de réglementation me paraissent fondées. Comme je vais le démontrer, l’arrêt *Abitibi* ne doit pas être considéré comme soutenant la thèse qu’un organisme de réglementation est toujours un créancier lorsqu’il exerce les pouvoirs d’application qui lui sont dévolus par la loi à l’encontre d’un débiteur. D’après le sens qu’il convient de donner à l’étape « créancier », il est clair que l’organisme de réglementation a agi dans l’intérêt public et pour le bien public en rendant les ordonnances d’abandon et en assurant le respect des exigences relatives à la CGR, et qu’il n’est donc pas un créancier de Redwater.



financially from them. Although this conclusion is sufficient to resolve this aspect of the appeal, for the sake of completeness, I will also demonstrate that the chambers judge erred in finding that, on these facts, there is sufficient certainty that the Regulator will ultimately perform the environmental work and assert a claim for reimbursement. To conclude, I will briefly comment on why the *effects* of the end-of-life obligations do not conflict with the priority scheme in the *BIA*.

C'est le public, et non l'organisme de réglementation ou le fonds d'administration du gouvernement, qui bénéficie de ces obligations environnementales; la province n'est pas en mesure d'en bénéficier financièrement. Bien que cette conclusion suffise pour trancher cet aspect du pourvoi, par souci d'exhaustivité, je vais aussi démontrer que le juge siégeant en cabinet a eu tort de conclure qu'au vu des faits de l'espèce, il est suffisamment certain que l'organisme de réglementation exécutera au bout du compte les travaux environnementaux et présentera une demande de remboursement. Pour conclure, je me prononcerai brièvement sur les raisons pour lesquelles les *effets* des obligations de fin de vie n'entrent pas en conflit avec le régime de priorité établi dans la *LFI*.

(1) The Regulator Is Not a Creditor of Redwater

[123] The Regulator and the supporting interveners are not the first to raise issues with the “creditor” step of the *Abitibi* test. In the six years since *Abitibi* was decided, concerns about the “creditor” step and the fact that, as it is commonly understood, it will seemingly be satisfied in all — or nearly all — cases have also been expressed by academic commentators, such as A. J. Lund, “Lousy Dentists, Bad Drivers, and Abandoned Oil Wells: A New Approach to Reconciling Provincial Regulatory Regimes with Federal Insolvency Law” (2017), 80 *Sask. L. Rev.* 157, at p. 178, and Stewart. This Court has not had an opportunity to comment on *Abitibi* since it was decided. However, the interpretation of the “creditor” step adopted by lower courts, including the majority of the Court of Appeal in this case, has focused on certain comments found at para. 27 of *Abitibi*, and the “creditor” step has accordingly been found to be satisfied whenever a regulator exercises its enforcement powers against a debtor (see, for example, *C.A.* reasons, at para. 60; *Nortel CA*, at para. 16).

[124] GTL submits that these lower courts have correctly interpreted and applied the “creditor” step.

(1) L'organisme de réglementation n'est pas un créancier de Redwater

[123] L'organisme de réglementation et les intervenants qui l'appuient ne sont pas les premiers à cerner des problèmes relativement à l'étape « créancier » du critère d'*Abitibi*. Pendant les six années qui ont suivi l'arrêt *Abitibi*, des problèmes au sujet de cette étape et le fait que, dans son acception courante, cette étape sera toujours — ou presque toujours — franchie ont aussi été énoncés par des commentateurs universitaires tels que A. J. Lund, « Lousy Dentists, Bad Drivers, and Abandoned Oil Wells : A New Approach to Reconciling Provincial Regulatory Regimes with Federal Insolvency Law » (2017), 80 *Sask L. Rev.* 157, p. 178, et M. Stewart. Notre Cour n'a pas eu l'occasion de commenter l'arrêt *Abitibi* depuis qu'il a été rendu. Par contre, l'interprétation de l'étape « créancier » retenue par des juridictions inférieures, notamment la majorité de la Cour d'appel en l'espèce, a mis l'accent sur certaines remarques faites au par. 27 de l'arrêt *Abitibi*. Sur cette base, ces tribunaux ont conclu que l'étape « créancier » est franchie chaque fois qu'un organisme de réglementation exerce à l'encontre d'un débiteur son pouvoir d'appliquer la loi (voir, par exemple, les motifs de la Cour d'appel, par. 60; *Nortel CA*, par. 16).

[124] Selon GTL, les juridictions inférieures susmentionnées ont bien interprété et appliqué l'étape

in this case does not interfere with the aims of the *BIA* — rather, it facilitates them.

[160] Bankruptcy is not a licence to ignore rules, and insolvency professionals are bound by and must comply with valid provincial laws during bankruptcy. They must, for example, comply with non-monetary obligations that are binding on the bankrupt estate, that cannot be reduced to provable claims, and the effects of which do not conflict with the *BIA*, notwithstanding the consequences this may have for the bankrupt's secured creditors. The Abandonment Orders and the LMR requirements are based on valid provincial laws of general application — exactly the kind of valid provincial laws upon which the *BIA* is built. As noted in *Moloney*, the *BIA* is clear that “[t]he ownership of certain assets and the existence of particular liabilities depend upon provincial law” (para. 40). End-of-life obligations are imposed by valid provincial laws which define the contours of the bankrupt estate available for distribution.

[161] Finally, as noted earlier, the *BIA*'s general purpose of facilitating financial rehabilitation is not relevant for a corporation such as Redwater. Corporations with insufficient assets to satisfy their creditors will never be discharged from bankruptcy because they cannot satisfy all their creditors' claims in full (*BIA*, s. 169(4)). Thus, no conflict with this purpose is caused by the conclusion that the end-of-life obligations binding Redwater are not provable claims.

#### IV. Conclusion

[162] There is no conflict between Alberta's regulatory regime and the *BIA* requiring portions of the former to be rendered inoperative in the context of bankruptcy. Although GTL remains fully protected from personal liability by federal law, it cannot walk away from the environmental liabilities of the bankrupt estate by invoking s. 14.06(4). On a

ou dommage lié à l'environnement. Autrement dit, la reconnaissance que les ordonnances d'abandon et exigences relatives à la CGR ne sont pas des réclamations prouvables en l'espèce facilite l'atteinte des objets de la *LFI* au lieu de la contrecarrer.

[160] La faillite n'est pas un permis de faire abstraction des règles, et les professionnels de l'insolvabilité sont liés par les lois provinciales valides au cours de la faillite. À titre d'exemple, ils doivent respecter les obligations non pécuniaires liant l'actif du failli qui ne peuvent être réduites à des réclamations prouvables et dont les effets n'entrent pas en conflit avec la *LFI*, sans égard aux répercussions que cela peut avoir sur les créanciers garantis du failli. Les ordonnances d'abandon et exigences relatives à la CGR reposent sur des lois provinciales valides d'application générale et elles représentent exactement le genre de loi provinciale valide sur lequel se fonde la *LFI*. Tel qu'il est signalé dans *Moloney*, la *LFI* indique clairement que « [l]a propriété de certains biens et l'existence de dettes particulières relèvent du droit provincial » (par. 40). Les obligations de fin de vie sont imposées par des lois provinciales valides qui définissent les contours de l'actif du failli susceptible d'être partagé.

[161] Enfin, rappelons que l'objet général de la *LFI* de favoriser la réhabilitation financière ne concerne pas une société comme Redwater. Les sociétés n'ayant pas assez de biens pour satisfaire leurs créanciers ne seront jamais libérées de leur faillite puisqu'elles ne peuvent acquitter entièrement toutes les réclamations de leurs créanciers (*LFI*, par. 169(4)). Ainsi, la conclusion selon laquelle les obligations de fin de vie incombant à Redwater ne sont pas des réclamations prouvables n'est à l'origine d'aucun conflit avec cet objet.

#### IV. Conclusion

[162] Il n'y a aucun conflit entre le régime de réglementation de l'Alberta et la *LFI* en raison duquel des parties du premier doivent être inopérantes dans le contexte de la faillite. Bien que GTL demeure entièrement dégagé de toute responsabilité personnelle par le droit fédéral, il ne peut se soustraire aux engagements environnementaux qui lient l'actif du

proper application of the *Abitibi* test, the Redwater estate must comply with ongoing environmental obligations that are not claims provable in bankruptcy.

[163] Accordingly, the appeal is allowed. In *Alberta Energy Regulator v. Grant Thornton Limited*, 2017 ABCA 278, 57 Alta. L.R. (6th) 37, Wakeling J.A. declined to stay the precedential effect of the Court of Appeal's decision. As he noted, the interests of the Regulator itself were already protected. Pursuant to earlier orders of the Alberta courts, GTL had already sold or renounced all of Redwater's assets, and the sale proceeds were being held in trust. Accordingly, the Regulator's request for an order that the proceeds from the sale of Redwater's assets be used to address Redwater's end-of-life obligations is granted. Additionally, the chambers judge's declarations in paras. 3 and 5-16 of his order are set aside.

[164] As the successful party in the appeal, the Regulator would normally be entitled to its costs. However, the Regulator specifically did not seek costs. Accordingly, there will be no order made as to costs.

The reasons of Moldaver and Côté JJ. were delivered by

CÔTÉ J. (dissenting) —

## I. Introduction

[165] Redwater Energy Corporation ("Redwater") is a bankrupt oil and gas company. Its estate principally consists of two types of properties or assets: valuable, producing oil wells and facilities that are still capable of generating revenue; and value-negative, non-producing assets, including depleted wells that are subject to onerous environmental liabilities. Redwater's receiver and trustee in bankruptcy, Grant Thornton Limited ("GTL"), purports to have disclaimed ownership of the non-producing

failli en invoquant le par. 14.06(4). D'après une juste application du critère d'*Abitibi*, l'actif de Redwater doit respecter les obligations environnementales continues qui ne sont pas des réclamations prouvables en matière de faillite.

[163] En conséquence, le pourvoi est accueilli. Dans *Alberta Energy Regulator c. Grant Thornton Limited*, 2017 ABCA 278, 57 Alta. L.R. (6th) 37, le juge Wakeling a refusé de suspendre l'effet de précédent de l'arrêt rendu par la Cour d'appel. Comme il l'a fait remarquer, les intérêts de l'organisme de réglementation lui-même étaient déjà protégés. Conformément aux ordonnances rendues auparavant par les tribunaux albertains, GTL avait déjà vendu l'ensemble des biens de Redwater ou y avait renoncé et le produit de la vente a été détenu en fiducie. Ainsi, la Cour rend l'ordonnance demandée par l'organisme de réglementation selon laquelle le produit de la vente des biens de Redwater doit être utilisé pour satisfaire aux obligations de fin de vie de Redwater. En outre, les déclarations du juge siégeant en cabinet qui figurent aux par. 3 et 5-16 de son ordonnance sont annulées.

[164] Puisqu'il a gain de cause dans le cadre de ce pourvoi, l'organisme de réglementation aurait normalement droit aux dépens. Toutefois, il a expressément mentionné ne pas les demander. C'est pourquoi aucune ordonnance ne sera rendue à cet égard.

Version française des motifs des juges Moldaver et Côté rendus par

LA JUGE CÔTÉ (dissidente) —

## I. Introduction

[165] Redwater Energy Corporation (« Redwater ») est une société pétrolière et gazière en faillite. Son actif se compose principalement de deux types de biens : des puits de pétrole et des installations pétrolières de valeur productifs qui sont encore susceptibles de générer un revenu; et des biens inexploités ayant une valeur négative, notamment des puits taris auxquels se rattachent de lourds engagements environnementaux. Le séquestre et syndic de faillite de Redwater, Grant Thornton Limited (« GTL »),



Province of Alberta

# **RESPONSIBLE ENERGY DEVELOPMENT ACT**

Statutes of Alberta, 2012  
Chapter R-17.3

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- (ii) by the Lieutenant Governor in Council pursuant to section 68;
- (s) “specified enactment” means
  - (i) the *Environmental Protection and Enhancement Act*,
  - (ii) the *Public Lands Act*,
  - (iii) the *Water Act*,
  - (iv) Part 8 of the *Mines and Minerals Act*,
  - (v) a regulation under an enactment referred to in subclauses (i) to (iv), or
  - (vi) any enactment prescribed by the regulations.

(2) A reference in this Act to “any other enactment” means a reference to an energy resource enactment or a specified enactment where the context so requires.

#### **Mandate of Regulator**

##### **2(1) The mandate of the Regulator is**

- (a) to provide for the efficient, safe, orderly and environmentally responsible development of energy resources in Alberta through the Regulator’s regulatory activities, and
- (b) in respect of energy resource activities, to regulate
  - (i) the disposition and management of public lands,
  - (ii) the protection of the environment, and
  - (iii) the conservation and management of water, including the wise allocation and use of water,

in accordance with energy resource enactments and, pursuant to this Act and the regulations, in accordance with specified enactments.

(2) The mandate of the Regulator is to be carried out through the exercise of its powers, duties and functions under energy resource enactments and, pursuant to this Act and the regulations, under specified enactments, including, without limitation, the following powers, duties and functions:

- (a) to consider and decide applications and other matters under energy resource enactments in respect of pipelines, wells, processing plants, mines and other facilities and operations for the recovery and processing of energy resources;
- (b) to consider and decide applications and other matters under the *Public Lands Act* for the use of land in respect of energy resource activities, including approving energy resource activities on public land;
- (c) to consider and decide applications and other matters under the *Environmental Protection and Enhancement Act* in respect of energy resource activities;
- (d) to consider and decide applications and other matters under the *Water Act* in respect of energy resource activities;
- (e) to consider and decide applications and other matters under Part 8 of the *Mines and Minerals Act* in respect of the exploration for energy resources;
- (f) to monitor and enforce safe and efficient practices in the exploration for and the recovery, storing, processing and transporting of energy resources;
- (g) to oversee the abandonment and closure of pipelines, wells, processing plants, mines and other facilities and operations in respect of energy resource activities at the end of their life cycle in accordance with energy resource enactments;
- (h) to regulate the remediation and reclamation of pipelines, wells, processing plants, mines and other facilities and operations in respect of energy resource activities in accordance with the *Environmental Protection and Enhancement Act*;
- (i) to monitor energy resource activity site conditions and the effects of energy resource activities on the environment;
- (j) to monitor and enforce compliance with energy resource enactments and specified enactments in respect of energy resource activities.



Province of Alberta

# **OIL AND GAS CONSERVATION ACT**

Revised Statutes of Alberta 2000  
Chapter O-6

Current as of June 2, 2021

Office Consolidation

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- (c) refuse the application.

RSA 2000 cO-6 s26;2012 cR-17.3 s97(31)

### Security deposit

**26.1** Where, on the written request of a licensee of a large facility or one or more working interest participants who have a 50% or greater share in a large facility, the Regulator requires the licensee to provide a security deposit in respect of the large facility, each working interest participant in the large facility is responsible for paying its share of the security deposit to the licensee in proportion to its share in the facility.

2009 c20 s7;2012 cR-17.3 s97(31)

### Reasonable care, measures to prevent impairment or damage

**26.2(1)** A licensee or approval holder shall provide reasonable care and measures to prevent impairment or damage in respect of a well, facility, well site or facility site.

**(2)** If, in the opinion of the Regulator, a licensee or approval holder has failed or is unable to provide reasonable care and measures to prevent impairment or damage in respect of a well, facility, well site or facility site, the working interest participants in the well, facility, well site or facility site shall provide reasonable care and measures to prevent impairment or damage in respect of the well, facility, well site or facility site.

**(3)** If reasonable care and measures to prevent impairment or damage in respect of a well, facility, well site or facility site are not being provided in a manner satisfactory to the Regulator, the Regulator may order the licensee, a working interest participant or a delegated authority under Part 11 to provide reasonable care and measures to prevent impairment or damage in respect of the well, facility, well site or facility site and may impose any terms or conditions that the Regulator determines are necessary in the order.

**(4)** The provision of reasonable care and measures to prevent impairment or damage in respect of a well, facility, well site or facility site must be carried out in accordance with the rules and any terms or conditions imposed by the Regulator.

2020 c4 s1(8)

### Suspension and abandonment

**27(1)** Subject to subsection (2), a licensee or approval holder shall suspend or abandon a well or facility when directed by the Regulator or required by the regulations or rules.

**(2)** Notwithstanding subsection (1),

- (a) if the Regulator so directs, a well or facility must be suspended or abandoned by a working interest participant other than the licensee or approval holder, and
  - (b) with the consent of the Regulator, a well or facility may be suspended by a working interest participant other than the licensee or approval holder.
- (3) The Regulator may order that a well or facility be suspended or abandoned where the Regulator considers that it is necessary to do so in order to protect the public or the environment.
- (4) A suspension or abandonment must be carried out in accordance with the regulations or rules.

RSA 2000 cO-6 s27;2012 cR-17.3 s97(31),(33)

**Suspension, abandonment by Regulator**

**28** If, in the opinion of the Regulator, a well or facility is not suspended or abandoned in accordance with a direction of the Regulator or the regulations or rules, the Regulator may

- (a) authorize any person to suspend or abandon the well or facility, or
- (b) suspend or abandon the well or facility on the Regulator's own motion.

RSA 2000 cO-6 s28;2012 cR-17.3 s97(31),(32),(33)

**Continuing liability**

**29** Abandonment of a well or facility does not relieve the licensee, approval holder or working interest participant from responsibility for the control or further abandonment of the well or facility or from the responsibility for the costs of doing that work.

2000 c12 s1(15)

**Costs**

**30(1)** Subject to subsection (2), the suspension costs, abandonment costs, remediation costs and reclamation costs for a well and well site or facility and facility site must be paid by each working interest participant in accordance with their proportionate share in the well or facility.

**(1.1)** Subject to subsection (2), the costs paid by a person who is subject to an order under section 26.2(3) in providing reasonable care and measures to prevent impairment or damage in respect of a well, facility, well site or facility site must be paid by each working interest participant in accordance with their proportionate share in the well or facility.

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25-2332610

25-2335351



COURT

COURT OF QUEEN'S BENCH OF ALBERTA IN  
BANKRUPTCY AND INSOLVENCY  
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RESPONDENT

ALBERTA ENERGY REGULATOR

DOCUMENT

**BRIEF OF THE RESPONDENT**ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS  
DOCUMENT**ALBERTA ENERGY REGULATOR**  
Suite 1000, 250 – 5<sup>th</sup> Street S.W.  
Calgary, AB. T2P 0R4Attention: Maria Lavelle  
Telephone No.: 403-297-3736  
Fax No.: 403-297-7031

## I. INTRODUCTION

1. This Brief is submitted by the Alberta Energy Regulator (the "AER") in its capacity as the regulator of upstream oil and gas development throughout its life cycle in Alberta and a stakeholder in the Manitok Energy Inc. (Manitok) receivership (Receivership).
2. The AER supports the position of the Receiver that the End of Life Obligations must be paid out of the estate funds in preference to the Lien Claims. The Supreme Court of Canada in *Orphan Well Association v. Grant Thornton Ltd.* 2019 SCC 5 (*Redwater*) affirmed the AER's regulatory ability to enforce regulatory requirements regarding outstanding environmental liabilities to the maximum extent possible in insolvencies, prior to distribution of funds to creditors.
3. The AER also files this Brief to set out the various orders and regulatory steps that it took in the Manitok Receivership.

## II. FACTS

### A. Background

4. Manitok Energy Inc. ("Manitok") is insolvent and Alvarez & Marsal Canada Inc. (the Receiver) was appointed on February 20, 2018 as Receiver and Manager.
5. Manitok is an AER licensee that at the time of its insolvency held AER licences for 907 wells, 137 facilities plus pipelines.<sup>1</sup>

### B. AER Mandate and Practices

6. The AER was established by the *Responsible Energy Development Act (REDA)* and acts as the single regulator of all upstream oil and gas activities in the Province of Alberta.<sup>2</sup> The AER's mandate includes providing "efficient, safe, orderly and environmentally responsible development of energy resources in Alberta."<sup>3</sup>
7. In carrying out its mandate, the AER establishes rules and issues licences, approvals, permits, orders, decisions and directions in furtherance of the purposes of the AER

<sup>1</sup> Affidavit of Laura Chant, para. 3.

<sup>2</sup> Affidavit of Laura Chant, para. 2.

<sup>33</sup> Section 2, *Responsible Energy Development Act (REDA)*, SA 2020, c. R-17.3



administered legislation including the Oil and Gas Conservation Act (OGCA).<sup>4</sup> The AER also enforces the requirements of its administered legislation.

8. The AER will not grant a company a licence under its administered legislation unless that company assumes the end of life obligations for plugging and capping oil wells to prevent leaks, dismantling surface structures and restoring the surface to its previous condition. These environmental obligations are known as "abandonment" and "reclamation".<sup>5</sup>
9. A licensee must abandon a well or facility when ordered to do so by the Regulator or when required by the rules or regulations. The Regulator may order abandonment when "the Regulator considers that it is necessary to do so in order to protect the public or the environment."<sup>6</sup> Under the rules, a licensee is required to abandon a well or facility, *inter alia*, on the termination of the mineral lease, surface right or right of entry, where the Regulator cancels or suspends the licence or where the Regulator notifies the licensee that the well or facility may constitute an environmental or safety hazard.<sup>7</sup> Section 23 of the *Pipeline Act* requires licensees to abandon pipelines in similar situations.<sup>8</sup> The duty to reclaim is established by s. 137 of EPEA.
10. As described in *Redwater*, in the case of an insolvency, the OGCA, the *Pipeline Act* and EPEA all contemplate that a licensee's regulatory obligations will continue to be fulfilled.<sup>9</sup> The definitions of "licensee" in the OGCA and Pipeline Act and "operator" in the EPEA explicitly include receivers, receiver-managers and trustees.<sup>10</sup>
11. In a receivership, following the discharge of the Receiver, who is no longer providing control or possession over the discharged sites associated with AER licences, the enforcement process results in the issuance of the abandonment orders to the licensee and any remaining working interest participants (WIPs), as well as reclamation orders directed to the licensee.<sup>11</sup>
12. Where there were no remaining responsible parties, the AER designated the sites as "orphan" to enable the abandonment and reclamation work to be conducted by the Orphan Well Association ("OWA").<sup>12</sup>
13. Once the OWA has completed its environmental work, it may be reimbursed for its costs. The AER looks first to the estate proceeds to address the licensee's remaining environmental obligations.<sup>13</sup> Only where the estate proceeds are inadequate to address

<sup>4</sup> *Oil and Gas Conservation Act* (OGCA), RSA 2000, c. O-6

<sup>5</sup> OGCA, s. 1(1)(b) and *Environmental Protection and Enhancement Act*, R.S.A. 2000, c. E-12, s. 1(ddd).

<sup>6</sup> OGCA, s. 27(3)

<sup>7</sup> *Oil and Gas Conservation Rules* (OGCR), Alta. Reg. 151/71, s. 3.012).

<sup>8</sup> *Pipeline Act*, (Pipeline Act) R.S.A. 2000, c. P-15.

<sup>9</sup> *Orphan Well Association v. Grant Thornton Ltd.*, 2019 SCC 5, at para. 21.

<sup>10</sup> OGCA, s. 1(1)(cc), Pipeline Act, s. 1(1)(n) and EPEA, s. 134(b)(vi).

<sup>11</sup> Affidavit of Laura Chant, at para. 8.

<sup>12</sup> OGCA, s. 70(2)(a).

<sup>13</sup> Affidavit of Laura Chant, at para. 18.

the licensee's end of life obligations will the use of the "orphan fund" under s. 70 of the OGCA be considered.

### **C. Developments Subsequent to the Partial Discharge Order**

14. The Receiver in Manitok implemented a court-approved sales process for Manitok's oil and gas properties. As discussed in the Receiver's Ninth Report and subsequent reports, the AER worked with the receiver to pursue marginally or non-accretive sales to reduce the number of unsold assets and therefore reduce any remaining end of life obligations in the estate.<sup>14</sup>
15. At the completion of the Court-approved sale process, there remained a significant amount of unsold property, including oil and gas assets (the "Unsold Assets"). On July 9, 2019, the Court granted the Receiver a partial discharge over the Unsold Assets (Partial Discharge Order).<sup>15</sup> As described in the Receivers' 11th and 15th Report, the Receiver further advised that there were insufficient funds remaining in the estate to address the end of life obligations of those assets that remained unsold.<sup>16</sup>
16. After the Partial Discharge Order was granted, the AER commenced enforcement proceedings. It issued abandonment and reclamation orders to Manitok and WIPs.<sup>17</sup> It also orphaned assets where no responsible party remained and directed the OWA to abandon and reclaim those assets.<sup>18</sup>
17. Pursuant to the Court's Third and Fourth Interim Distribution Orders on October 16, 2019, and the confidential distribution agreement entered into between the National Bank of Canada and the AER, the AER received the distribution of some funds from the sales of the Manitok assets.<sup>19</sup> These funds will be held in trust by the AER for Manitok and applied against the costs incurred by the OWA in abandoning and reclaiming those Manitok assets that were orphaned to them, or where the OWA has reimbursed the WIP for Manitok's proportionate share of abandonment and/or reclamation costs incurred.<sup>20</sup> As the Receiver advised in its Fifteenth Report, total realizations from the Receivership will be substantially less than the cost of satisfying the end of life obligations associated with the Unsold Assets.<sup>21</sup>

<sup>14</sup> Receiver's Ninth Report, dated June 25, 2019, at paras 10(h), 17-20, 24, 28-31.

<sup>15</sup> Partial Discharge Order, granted and filed July 9, 2019.

<sup>16</sup> Receiver's Eleventh Report, dated September 12, 2019, at para. 28 and Receiver's Fifteenth Report, dated September 18, 2020, at para. 16.

<sup>17</sup> Affidavit of Laura Chant, paras. 10-11, 13-15.

<sup>18</sup> Affidavit of Laura Chant, paras. 9, 12, and 16.

<sup>19</sup> Third and Fourth Interim Distribution Orders, granted October 16, 2019 (filed October 17, 2019).

<sup>20</sup> Affidavit of Laura Chant, para. 17.

<sup>21</sup> Receiver's Fifteenth Report, dated September 18, 2020, at para. 16.



### III. ISSUE

The Receiver, Prentice and Riverside have agreed on the sole issue to be determined, which is the following:

*Whether end of life obligations associated with the abandonment and reclamation of unsold oil and gas properties must be satisfied by the Receiver from Manitok's estate in preference to satisfying what may otherwise be first-ranking builders' lien claims based on services provided by the lien claimants before the receivership date.*

### IV. ANALYSIS

#### A. Priority of End of Life Obligations under Redwater SCC

The AER adopts the analysis of the Receiver with respect to the priority of end of life obligations under the Supreme Court of Canada's decision in *Redwater*.

### V. RELIEF SOUGHT

The AER supports the Receiver's application and the request for an order determining that End of Life Obligations must be paid in preference to the Lien Claims and authorizing the release of the Lien Holdbacks to become general estate funds.

ALL OF WHICH IS RESPECTFULLY SUBMITTED THIS 7th DAY OF OCTOBER 2020

ALBERTA ENERGY REGULATOR



Maria Lavelle  
Legal Counsel



COURT FILE NUMBER

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0030

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Calgary, AB. T2P 0R4

Attention: Maria Lavelle  
Telephone No.: 403-297-3736  
Fax No.: 403-297-7031

### **AFFIDAVIT OF LAURA CHANT**

**Sworn on October 7, 2020**

I, LAURA CHANT, of Calgary, Alberta, SOLEMNLY AFFIRM AND DECLARE THAT:

1. I am the Senior Advisor, Insolvency with the Compliance and Liability Management Branch with the Alberta Energy Regulator (the "AER"). As such, I have personal knowledge of the matters hereinafter deposed to except where stated to be based on information and belief, in which case I believe the same to be true.

2. The AER is a corporation established by the *Responsible Energy Development Act*, SA 2012, c R-17.3 ("*REDA*") and acts as the single regulator of all upstream oil and gas activities in

the Province of Alberta. Under s. 2 of REDA the AER's mandate is to provide for the safe, efficient, orderly and environmentally responsible development of energy resources in Alberta.

3. Manitok Energy Inc. ("Manitok") is an AER licensee that at the time of its insolvency held AER licences for 907 wells, 137 facilities plus pipelines with an associated deemed liability of \$72.2 million.

4. Manitok is insolvent and a receiver was appointed on February 20, 2018.

5. The definition of "licensee" under s. 1(cc) of the *Oil and Gas Conservation Act* (the "OGCA") and under s. 1(1)(n) of the *Pipeline Act* explicitly include receivers, receiver-manager and trustees. As does the definition of "operator" in s. 134(b)(vi) of the *Environmental Protection and Enhancement Act* ("EPEA") explicitly include receivers, receiver-managers and trustees. As a result, on appointment, receivers and trustees of the properties of AER licenses are subject to all applicable statutory and regulatory obligations to which the licensee is subject. Attached and marked as Exhibit "A" to this affidavit are a copy of those provisions.

6. The Receiver in Manitok implemented a court-approved sales process for Manitok's oil and gas properties. As discussed in the Receiver's Ninth Report and subsequent reports, the AER worked with the receiver to pursue marginally or non-accretive sales to reduce the number of unsold assets and therefore reduce any remaining end of life obligations in the estate. In all of the Receiver's sales, the purchasers assumed the end of life obligations associated with the purchasers' assets.

7. At the completion of the Court-approved sale process, there remained a significant amount of unsold property, including oil and gas assets (the "Unsold Assets"). On July 9, 2019, the Court granted the Receiver a partial discharge over the Unsold Assets. As described in the Receivers' 11th and 15<sup>th</sup> Report, the Receiver further advised that there were insufficient funds remaining in the estate to address the end of life obligations of those assets that remained unsold.

8. Following the discharge of the receiver over the Unsold Assets, the enforcement process resulted in the issuance of the abandonment orders detailed below to the licensee and any working interest participants, as well as reclamation orders directed to the licensee. Where there were no remaining responsible parties the AER designated the sites as "orphan" to enable the abandonment and reclamation work to be conducted by the Orphan Well Association ("OWA").



9. On August 1, 2019, the AER designated as "orphan", 232 wells, 36 facilities and 101 pipeline segments licensed to Manitok, over which the Receiver had been discharged and where there was no viable working interest participant (WIPs) and directed the OWA to abandon those assets.

10. On August 12, 2019, the AER issued an Environmental Protection Order (the "August 2019 EPO") to the licensee pursuant to sections 140 and 241 EPEA. The general effect of the August 2019 EPO was to direct Manitok as the licensee to conserve and reclaim approximately 411 wells and 58 facilities licensed to Manitok (including sites and facilities previously abandoned by the licensee prior to the receivership). Attached and marked as Exhibit "B" to this Affidavit is a copy of the August 2019 EPO.

11. On August 21, 2019, the AER issued an Order (the "August 2019 Abandonment Order") to Manitok and various WIPs pursuant to sections 25 and 27 of the OGCA over 135 wells and 20 facilities licensed to Manitok. In the August 2019 Abandonment Order, the AER lists numerous WIPs associated with those wells and facilities based upon the records available to the AER at the time. The general effect of the August 2019 Abandonment Order was to direct the licensee and the WIPs of the associated sites to shut in and abandon those sites if the WIPs did not wish to have the associated AER licensee transferred into their names. Attached and marked as Exhibit "C" to this Affidavit is a copy of the August 2019 Abandonment Order. WIPs are also responsible for conducting reclamation of the site(s) they are associated with. These WIPs pay for the full cost of the abandonment and reclamation of the relevant assets. They may, however, apply to the AER for reimbursement from the OWA for Manitok's proportionate share of the abandonment and/or reclamation costs, once the work is completed.

12. On August 30, 2019, the AER designated the approximately 411 wells and 58 facilities that were the subject of the August 2019 EPO as "orphan" and directed the OWA to reclaim those sites.

13. On January 29, 2020, the AER issued an Environmental Protection Order (the "January 2020 EPO") to Manitok pursuant to sections 140 and 241 of EPEA. The general effect of the January 2020 EPO was to order the reclamation of two wells that were not included in the August 2019 EPO. Attached and marked as Exhibit "D" to this Affidavit is a copy of the January 2020 EPO.

14. On April 9, 2020, the AER issued an Order (the "April 2020 Abandonment Order") pursuant to sections 25 and 27 of the OGCA. The general effect of the April 2020 Abandonment Order was to identify a further facility where there was a WIP that was not included in the August 2019 Abandonment Order. The WIP of the associated site was directed to shut in and abandon that site if the WIP did not wish to have the associated AER licence transferred into its name. Attached and marked as Exhibit "E" to this Affidavit is a copy of the April 2020 Abandonment Order.

15. On April 9, 2020, the AER issued an Environmental Protection Order (the "April 2020 EPO") to Manitok and a further WIP pursuant to sections 140 and 241 of EPEA over 19 wells and 9 facilities licensed to Manitok. The general effect of the April 2020 EPO was to direct the licensee and the WIP to conserve and reclaim those sites that had not been included in the August 2019 EPO. Attached and marked as Exhibit "F" to this Affidavit is a copy of the April 2020 EPO.

16. On June 8, 2020, the AER directed the OWA to reclaim the sites that were the subject of the April 2020 EPO.

17. Pursuant to the Court's Third and Fourth Interim Distribution Orders on October 16, 2019, and the confidential distribution agreement entered into between the National Bank of Canada and the AER, the AER received the distribution of some funds from the sales of the Manitok assets. These funds will be held in trust by the AER for Manitok and applied against the costs incurred by the OWA in abandoning and reclaiming those Manitok assets that were orphaned to them, or where the OWA has reimbursed the WIP for Manitok's proportionate share of abandonment and/or reclamation costs incurred. As the Receiver advised in its 15<sup>th</sup> Report, total realizations from the Receivership will be substantially less than the cost of satisfying the end of life obligations associated with the Unsold Assets. At present, Manitok's deemed liability associated with their remaining unsold assets is \$44.5 Million.

18. The AER first looks to the licensee of record to address regulatory obligations, including abandonment and reclamation of its licensed assets. Pursuant to the Supreme Court of Canada's decision in *Orphan Well Association v. Grant Thornton Ltd.* 2019 SCC 5, where a licensee becomes insolvent, the AER would look first to the estate proceeds to address the licensee's remaining environmental obligations. Only where the estate proceeds are inadequate to address the licensee's end of life obligations will the use of the "orphan fund" under s. 70 of the OGCA be considered. The AER views the use of the "orphan fund" as a "last resort," and works to ensure

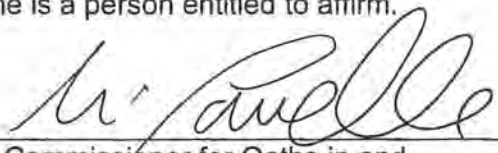


companies who profited from their wells and pipelines, including remaining WIPs, are responsible first for cleaning them up. This goes to the heart of the "polluter pays" principle.

19. I make this Affidavit in response to an Application for a determination on the issue of priority of Lien Claims by the Receiver of Manitok, Alvarez & Marsal Canada Inc.

Affirmed before me at the City of Calgary,       )  
in the Province of Alberta, this 7th day of       )  
October, 2020.   )

I certify that Laura Chant satisfied me that  
she is a person entitled to affirm.

  
\_\_\_\_\_  
A Commissioner for Oaths in and       )  
for the Province of Alberta               )  
  )

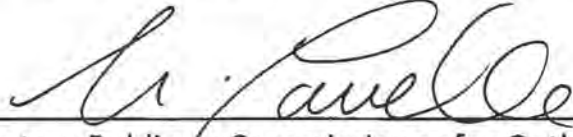
MARIA E. LAVELLE  
BARRISTER & SOLICITOR  
ALBERTA ENERGY REGULATOR

  
\_\_\_\_\_  
LAURA CHANT

This is Exhibit "A" referred to in the

Affidavit of Laura Chant

affirmed before me this 7<sup>th</sup> day of October, 2020

A handwritten signature in black ink, appearing to read "M. Lavelle", written over a horizontal line.

A Notary Public or Commissioner for Oaths in and for Alberta

Maria E. Lavelle  
Barrister and Solicitor  
Alberta Energy Regulator



Province of Alberta

# **OIL AND GAS CONSERVATION ACT**

**Revised Statutes of Alberta 2000  
Chapter O-6**

**Current as of June 15, 2020**

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- (y) "gas" means raw gas, synthetic coal gas or marketable gas or any constituent of raw gas, synthetic coal gas, condensate, crude bitumen or crude oil that is recovered in processing and that is gaseous at the conditions under which its volume is measured or estimated;
- (z) "helium" means, in addition to its normal scientific meaning, a mixture mainly of helium that ordinarily may contain some nitrogen and methane;
- (aa) "holding" means an area established as a holding pursuant to the regulations or rules;
- (aa.001) "impairment or damage" means impairment or damage that results in or could reasonably be expected to result in harm to the integrity of a well or facility or harm to the environment, human health or safety or property;
- (aa.01) "in situ coal scheme" means an in situ coal scheme as defined in the *Coal Conservation Act*;
- (aa.1) "large facility" means a facility that is
  - (i) a central processing facility as defined in the rules made under the *Oil Sands Conservation Act* with a Regulator approved design capacity of 5000 cubic metres or more per day,
  - (ii) an oil sands upgrader integrated into a central processing facility as defined in the rules made under the *Oil Sands Conservation Act* with a Regulator approved design capacity of 5000 cubic metres or more per day,
  - (iii) a processing plant designated by the Regulator as a stand alone straddle plant, or
  - (iv) a gas processing plant that has or has had sulphur recovery, with a sulphur inlet of one tonne or more per day;
- (bb) "licence" means a licence granted pursuant to this Act or any predecessor of this Act or a regulation under any of them or rules under this Act;
- (cc) "licensee" means the holder of a licence according to the records of the Regulator and includes a receiver, receiver-manager, trustee or liquidator of property of a licensee;



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## **PIPELINE ACT**

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to the integrity of a pipeline, well or facility or harm to the environment, human health or safety or property;

(l) "installation" means

- (i) any equipment, apparatus, mechanism, machinery or instrument incidental to the operation of a pipeline, and
- (ii) any building or structure that houses or protects anything referred to in subclause (i),

but does not include a refinery, processing plant, marketing plant or manufacturing plant;

(m) "licence" means a licence to construct and operate a pipeline under this Act or a gas utility pipeline;

(n) "licensee" means the holder of a licence for a pipeline according to the records of the Regulator or the holder of a licence for purposes of a gas utility pipeline according to the records of the Alberta Utilities Commission and includes a trustee or receiver-manager of the property of a licensee;

(o) "local authority" means a member of the Executive Council or a municipal corporation or a Metis settlement having the administration or the direction, management and control of a road by or under any Act of the Legislature;

(p) "manufacturing plant" means a plant that utilizes a mineral or a substance recovered from a mineral as a component of a product manufactured by the plant;

(q) "marketing plant" means a plant used for the marketing or distribution of a product obtained from the refining, processing or purifying of oil and gas;

(r) "oil" means

- (i) crude oil both before and after it has been subjected to any refining or processing,
- (ii) any hydrocarbon recovered from crude oil, oil sands, natural gas or coal for transmission in a liquid state,
- (iii) liquefied natural gas, and
- (iv) synthetic coal liquid as defined in the *Coal Conservation Act*,



Province of Alberta

# **ENVIRONMENTAL PROTECTION AND ENHANCEMENT ACT**

**Revised Statutes of Alberta 2000  
Chapter E-12**

**Current as of July 23, 2020**

**Office Consolidation**

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- (b) in the absence of any applicable regulations, in the manner and amount the Minister considers appropriate

pay compensation to any person who suffers loss or damage as a direct result of the application of this Division.

1992 cE-13.3 s116

#### Ministerial regulations

**132** The Minister may make regulations regulating and prohibiting the use of a contaminated site or the use of any product that comes from a contaminated site.

1992 cE-13.3 s117

#### Lieutenant Governor in Council regulations

**133** The Lieutenant Governor in Council may make regulations

- (a) authorizing the payment of compensation by the Government for the purposes of section 131, including regulations respecting
  - (i) the circumstances under which compensation will be paid, and
  - (ii) the manner in which a claim for compensation is assessed and made and the determination of the amount payable;
- (b) respecting the manner in which notice is to be provided under sections 126(b) and 130(b).

1992 cE-13.3 s118

## Part 6 Conservation and Reclamation

#### Definitions

**134** In this Part,

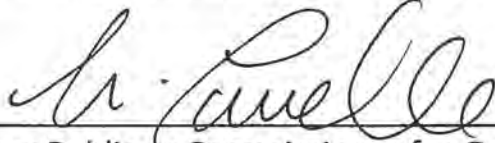
- (a) "expropriation board" means the board, person or other body having the power to order termination of a right of entry order as to the whole or part of the land affected by the order;
- (b) "operator" means
  - (i) an approval or registration holder who carries on or has carried on an activity on or in respect of specified land pursuant to an approval or registration,
  - (ii) any person who carries on or has carried on an activity on or in respect of specified land other than pursuant to an approval or registration,

- (iii) the holder of a licence, approval or permit issued by the Alberta Energy Regulator or the Alberta Utilities Commission for purposes related to the carrying on of an activity on or in respect of specified land,
- (iv) a working interest participant in
  - (A) a well,
  - (B) a mine,
  - (C) a coal processing plant,
  - (D) an oil sands processing plant, or
  - (E) a plant or facility that is subject to the Large Facility Liability Management Program administered by the Alberta Energy Regulator
 on, in or under specified land,
- (v) the holder of a surface lease for purposes related to the carrying on of an activity on or in respect of specified land,
- (vi) a successor, assignee, executor, administrator, receiver, receiver-manager or trustee of a person referred to in any of subclauses (i) to (v), and
- (vii) a person who acts as principal or agent of a person referred to in any of subclauses (i) to (vi);
- (c) "reclamation certificate" means a reclamation certificate issued under this Part;
- (d) "reclamation inquiry" means a reclamation inquiry conducted under this Part;
- (e) "right of entry order" means
  - (i) an order granting right of entry that is made
    - (A) by the Surface Rights Board under the *Surface Rights Act*,
    - (B) under a former Act within the meaning of that term in the *Surface Rights Act*, or
    - (C) by a body that is empowered to grant a right of entry under the *Metis Settlements Act* in respect of land that is located in a settlement area;

This is Exhibit "B" referred to in the

Affidavit of Laura Chant

affirmed before me this 7<sup>th</sup> day of October, 2020



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A Notary Public or Commissioner for Oaths in and for Alberta

Maria E. Lavelle  
Barrister and Solicitor  
Alberta Energy Regulator





## Environmental Protection Order EPO 2019-065

MADE at the City of Calgary, in the  
Province of Alberta, on

**August 12, 2019**

ALBERTA ENERGY REGULATOR

The Alberta Energy Regulator ("AER"), under sections 140 and 241 of the *Environmental Protection and Enhancement Act* ("EPEA" or the "Act") orders:

**Manitok Energy Inc. (A5M4)**

1600, 421 7 Ave SW  
Calgary, AB T2P 4K9  
("the Licensee")

WHEREAS the Licensee was licensed or otherwise authorized by the AER to operate the wells on the land as legally described in Appendix 1 (the "Sites");

WHEREAS the Licensee is an "operator" as defined in s. 134(b) of *EPEA*;

WHEREAS the Licensee's status on the Alberta Corporate Registry is Active as of August 9, 2019;

WHEREAS on August 1, 2019, 232 wells, 36 facilities and 101 pipelines held by the Licensee were designated orphan;

WHEREAS the Sites are "specified land" as defined in s. 134(f) of the Act and s. 1(t) of the *Conservation and Reclamation Regulation*;

WHEREAS section 137 of *EPEA* states that an operator must conserve and reclaim specified land;

WHEREAS reclamation certificates have not been issued for the Sites pursuant to s. 138 of the Act;

WHEREAS Kaitlin Szacki, Manager, Orphaning and Insolvency (the Manager) has the authority to issue environmental protection orders under sections 140 and 241 of *EPEA*;

WHEREAS the Manager is of the opinion that the performance of the work described in this Order is necessary to conserve and reclaim the specified land at the Sites;

THEREFORE, I, Kaitlin Szacki, Manager, Orphaning and Insolvency, under sections 140 and 241 of the *Environmental Protection and Enhancement Act*, DO HEREBY ORDER THE FOLLOWING:

1. The Licensee shall submit a plan (the "Reclamation Plan") to the Manager by August 26, 2019 for the conservation and reclamation of the Sites.
2. The Reclamation Plan for the conservation and reclamation of the Sites shall include the actions that will be taken to reclaim the Sites and obtain reclamation certificates as per section 137 of EPEA,
3. The Reclamation Plan shall include a detailed schedule of implementation for the work required by the Reclamation Plan.
4. The Licensee shall implement the work in the Reclamation Plan in accordance with the schedule of implementation that is approved by the Manager.
5. The Licensee shall apply for reclamation certificates for the Sites once all the work in the Reclamation Plan has been completed.

Dated at the City of Calgary in the Province of Alberta, on the 12<sup>th</sup> day of August, 2019.

<original signed by>

Kaitlin Szacki,  
Manager, Orphaning & Insolvency  
Alberta Energy Regulator

In complying with this order, the party or parties named must obtain all approvals necessary, notwithstanding the above requirements.

This order in no way precludes any enforcement actions being taken regarding this matter under the *Environmental Protection and Enhancement Act* or any other provincial or federal legislation, or by any other regulator with jurisdiction.

All enforcement actions issued by the AER may be subject to a follow-up review to confirm previous commitments have been completed and measures have been implemented, to ensure similar noncompliances are prevented in the future. The AER may request any information that demonstrates steps have been taken to prevent repeat noncompliances from occurring.

Under the *Responsible Energy Development Act*, an eligible person may appeal decisions that meet certain criteria. Eligible persons and appealable decisions are defined in section 36 of the *Responsible Energy Development Act* and section 3.1 of the *Responsible Energy Development Act General Regulation*. If you wish to file a request for regulatory appeal, you must submit your request according to the AER's requirements. You can find filing requirements and forms on the AER website, [www.aer.ca](http://www.aer.ca), under Applications & Notices: Appeals.



## Appendix 1

Table 1 - Well List

Licence No	UWI	Surface Location	Status	Working Interest Participants	WIP interest
W0005521	00/07-28-079-10W6/0	07-28-079-10W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0010639	00/07-07-001-10W4/0	07-07-001-10W4	Suspension	MANITOK ENERGY INC.	100.0000
W0012414	00/11-19-079-10W6/0	11-19-079-10W6	Suspension	MANITOK ENERGY INC.	100.0000
W0012904	00/07-29-079-11W6/0	07-29-079-11W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0013253	00/07-29-079-10W6/0	07-29-079-10W6	Suspension	MANITOK ENERGY INC.	100.0000
W0016670	00/11-09-067-13W4/0	11-09-067-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0024657	00/07-32-041-03W5/0	07-32-041-03W5	Suspension	MANITOK ENERGY INC.	100.0000
W0033850	00/10-26-067-13W4/0	10-26-067-13W4	Issued	MANITOK ENERGY INC.	100.0000
W0038560	00/11-14-066-17W4/0	11-14-066-17W4	Issued	MANITOK ENERGY INC.	100.0000
W0038623	00/11-32-066-17W4/0	11-32-066-17W4	Issued	MANITOK ENERGY INC.	100.0000
W0039596	00/10-12-031-09W5/0	10-12-031-09W5	Issued	MANITOK ENERGY INC.	100.0000
W0042951	00/06-29-066-13W4/0	06-29-066-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0048200	00/07-30-079-10W6/0	07-30-079-10W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0049223	00/07-21-079-08W6/0	07-21-079-08W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0050332	00/05-36-007-15W4/0 00/05-36-007-15W4/2	05-36-007-15W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0051392	00/06-22-079-08W6/0	06-22-079-08W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0052049	00/06-29-010-12W4/0	06-29-010-12W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0053310	00/10-13-095-01W6/0	10-13-095-01W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0055560	00/02-16-011-13W4/0	02-16-011-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0056654	00/06-04-095-01W6/0	06-04-095-01W6	Suspension	MANITOK ENERGY INC.	100.0000
W0057172	00/10-12-095-01W6/0	10-12-095-01W6	Suspension	MANITOK ENERGY INC.	100.0000
W0060076	02/06-29-066-13W4/0	03-29-066-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0063129	00/11-17-069-15W4/0	11-17-069-15W4	Suspension	MANITOK ENERGY INC.	100.0000
W0066602	00/06-23-010-13W4/0	06-23-010-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0067294	00/10-27-069-15W4/0	10-27-069-15W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0067864	00/07-21-095-01W6/0	07-21-095-01W6	Issued	MANITOK ENERGY INC.	100.0000
W0068464	00/06-32-095-01W6/0	06-32-095-01W6	Issued	MANITOK ENERGY INC.	100.0000
W0068593	00/07-01-095-01W6/0	07-01-095-01W6	Issued	SYDCO ENERGY INC.	3.571400
W0068593	00/07-01-095-01W6/0	07-01-095-01W6	Issued	MANITOK ENERGY INC.	96.428600
W0073780	00/06-14-095-01W6/0	04-14-095-01W6	Issued	MANITOK ENERGY INC.	100.0000
W0073782	00/06-12-095-01W6/0	05-12-095-01W6	Issued	SYDCO ENERGY INC.	7.142800
W0073782	00/06-12-095-01W6/0	05-12-095-01W6	Issued	MANITOK ENERGY INC.	92.857200
W0074377	00/06-22-095-01W6/0	06-22-095-01W6	Issued	MANITOK ENERGY INC.	100.0000
W0074455	00/07-28-095-01W6/0	02-28-095-01W6	Issued	MANITOK ENERGY INC.	100.0000
W0077325	00/11-03-067-13W4/0	11-03-067-13W4	Issued	MANITOK ENERGY INC.	100.0000
W0078010	00/10-16-011-13W4/0	10-16-011-13W4	Issued	MANITOK ENERGY INC.	100.0000



Licence No	UWI	Surface Location	Status	Working Interest Participants	WIP interest
W0078821	00/06-03-024-22W4/0	06-03-024-22W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0081298	00/04-11-067-13W4/0	04-11-067-13W4	Issued	MANITOK ENERGY INC.	100.0000
W0082828	00/04-07-067-12W4/0	04-07-067-12W4	Suspension	MANITOK ENERGY INC.	100.0000
W0088276	00/06-31-095-01W6/0	06-31-095-01W6	Issued	MANITOK ENERGY INC.	100.0000
W0089581	00/16-33-077-11W6/0	16-33-077-11W6	Suspension	FIREFLY RESOURCES LTD.	3.000000
W0089581	00/16-33-077-11W6/0	16-33-077-11W6	Suspension	HANNA OIL & GAS COMPANY - CANADA ULC	12.000000
W0089581	00/16-33-077-11W6/0	16-33-077-11W6	Suspension	MANITOK ENERGY INC.	85.000000
W0091728	00/02-24-079-10W6/0	02-24-079-10W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0092831	00/06-36-007-15W4/0 00/06-36-007-15W4/2	06-36-007-15W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0093105	00/14-04-011-13W4/0	14-04-011-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0093484	00/15-16-011-13W4/0	15-16-011-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0093958	00/06-35-027-23W4/0	06-35-027-23W4	Issued	MANITOK ENERGY INC.	100.0000
W0094474	00/11-06-070-15W4/0 00/11-06-070-15W4/2	11-06-070-15W4	Amended	MANITOK ENERGY INC.	100.0000
W0100819	00/10-15-095-01W6/0	10-15-095-01W6	Issued	MANITOK ENERGY INC.	100.0000
W0100897	00/16-11-095-01W6/0	16-11-095-01W6	Issued	SYDCO ENERGY INC.	14.285715
W0100897	00/16-11-095-01W6/0	16-11-095-01W6	Issued	MANITOK ENERGY INC.	85.714285
W0101727	02/04-03-014-14W4/0	04-03-014-14W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0102751	00/13-19-023-25W4/0	13-19-023-25W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0103631	00/16-23-042-13W4/0	16-23-042-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0105792	00/11-06-067-12W4/0	11-06-067-12W4	Issued	MANITOK ENERGY INC.	100.0000
W0112022	00/07-18-066-13W4/0	07-18-066-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0120469	00/06-29-085-11W6/0	06-29-085-11W6	Suspension	MANITOK ENERGY INC.	100.0000
W0122937	00/08-16-011-13W4/0	08-16-011-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0124334	00/04-08-001-10W4/0	04-08-001-10W4	Issued	MANITOK ENERGY INC.	100.0000
W0126446	00/05-03-014-14W4/0	05-03-014-14W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0126735	00/06-34-079-09W6/0	06-34-079-09W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0127446	00/16-27-079-09W6/0	16-27-079-09W6	Suspension	MANITOK ENERGY INC.	100.0000
W0127554	00/12-03-014-14W4/0	05-03-014-14W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0127793	00/06-26-079-09W6/0	06-26-079-09W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0127975	00/14-03-014-14W4/0	14-03-014-14W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0128155	00/09-04-014-14W4/2 02/08-04-014-14W4/0	08-04-014-14W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0128232	00/14-26-079-09W6/0	14-26-079-09W6	Suspension	MANITOK ENERGY INC.	100.0000
W0128403	02/05-03-014-14W4/2 02/05-03-014-14W4/3 02/05-03-014-14W4/4 02/05-03-014-14W4/5 03/04-03-014-14W4/0	04-03-014-14W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0128595	00/08-34-079-09W6/0	08-34-079-09W6	Suspension	MANITOK ENERGY INC.	100.0000
W0129057	00/08-26-079-09W6/0	08-26-079-09W6	Suspension	MANITOK ENERGY INC.	100.0000



Licence No	UWI	Surface Location	Status	Working Interest Participants	WIP interest
W0129170	00/14-27-079-09W6/0	14-27-079-09W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0129175	00/14-23-079-09W6/0	14-23-079-09W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0129397	00/16-04-014-14W4/0	09-04-014-14W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0129705	00/08-27-079-09W6/0	08-27-079-09W6	Suspension	MANITOK ENERGY INC.	100.0000
W0130224	00/16-26-079-09W6/0	16-26-079-09W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0130465	00/08-35-079-09W6/0	08-35-079-09W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0131336	00/14-34-079-09W6/0	14-34-079-09W6	Suspension	MANITOK ENERGY INC.	100.0000
W0132016	00/14-35-079-09W6/0	14-35-079-09W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0132394	00/14-35-008-09W4/0	14-35-008-09W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0132877	02/08-04-080-09W6/0	08-04-080-09W6	Suspension	MANITOK ENERGY INC.	100.0000
W0134293	00/06-27-010-12W4/0	06-27-010-12W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0136083	00/11-04-011-13W4/0	11-04-011-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0136271	00/07-16-011-13W4/0	07-16-011-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0136836	00/06-28-010-12W4/0	06-28-010-12W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0137431	00/09-16-011-13W4/0 00/09-16-011-13W4/2	09-16-011-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0137878	00/01-16-011-13W4/0	01-16-011-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0138746	04/04-15-011-13W4/0	04-15-011-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0139635	00/01-09-014-14W4/2 02/08-09-014-14W4/0	07-09-014-14W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0141035	00/03-05-074-04W5/2 00/06-05-074-04W5/3	06-05-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0141418	00/09-34-009-13W4/0	09-34-009-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0143574	00/08-34-009-13W4/0 00/08-34-009-13W4/2	08-34-009-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0143755	00/01-04-014-14W4/0	01-04-014-14W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0144570	00/03-30-028-05W4/0	03-30-028-05W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0146686	00/10-12-066-14W4/0	10-12-066-14W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0146972	02/10-36-080-11W6/0	10-36-080-11W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0153234	00/12-23-010-13W4/0	12-23-010-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0153500	00/14-10-011-13W4/0	14-10-011-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0154619	00/08-18-010-12W4/0	08-18-010-12W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0155130	00/08-17-026-05W5/0	02-17-026-05W5	Suspension	MANITOK ENERGY INC.	100.0000
W0156642	00/14-23-010-13W4/0	14-23-010-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0158140	00/13-23-010-13W4/0	13-23-010-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0158141	00/11-23-010-13W4/0 02/12-23-010-13W4/2	11-23-010-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0158142	00/05-23-010-13W4/0	05-23-010-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0158352	02/16-34-009-13W4/0	16-34-009-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0159583	00/16-22-074-04W5/0	16-22-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0160128	02/09-34-009-13W4/0 02/09-34-009-13W4/2	09-34-009-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0160707	00/01-34-023-23W4/0	01-34-023-23W4	Suspension	MANITOK ENERGY INC.	100.0000
W0160770	00/06-35-079-09W6/0	06-35-079-09W6	Suspension	MANITOK ENERGY INC.	100.0000
W0161176	00/04-24-028-21W4/0	04-24-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000



Licence No	UWI	Surface Location	Status	Working Interest Participants	WIP interest
W0161394	00/06-27-074-04W5/0	06-27-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0161448	00/11-27-023-23W4/0	11-27-023-23W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0161465	00/16-31-079-09W6/0	16-31-079-09W6	Suspension	MANITOK ENERGY INC.	100.0000
W0162282	00/10-04-075-03W5/0	10-04-075-03W5	Issued	MANITOK ENERGY INC.	100.0000
W0163219	00/14-32-079-09W6/0	14-32-079-09W6	Suspension	MANITOK ENERGY INC.	100.0000
W0164649	00/15-33-012-15W4/0	15-33-012-15W4	Suspension	MANITOK ENERGY INC.	100.0000
W0165639	02/14-09-011-13W4/0	14-09-011-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0166017	02/14-04-011-13W4/0	14-04-011-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0166167	W0/05-03-011-13W4/0	09-04-011-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0167062	00/06-05-080-09W6/0	06-05-080-09W6	Suspension	MANITOK ENERGY INC.	100.0000
W0167089	02/03-16-011-13W4/0	03-16-011-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0167435	00/09-21-074-04W5/0 00/09-21-074-04W5/2	09-21-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0167493	00/07-09-075-03W5/0	07-09-075-03W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0167517	00/07-26-074-04W5/0	07-26-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0169407	00/05-35-076-05W5/0	05-35-076-05W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0169672	02/01-23-028-21W4/2 03/07-23-028-21W4/0	08-23-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0169812	00/05-24-028-21W4/0	08-23-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0170286	00/14-13-028-21W4/0	14-13-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0170287	00/13-13-028-21W4/0	14-13-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0170466	00/06-08-081-09W6/0	06-08-081-09W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0170520	00/04-17-085-11W6/0 00/04-17-085-11W6/2	04-17-085-11W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0170975	00/15-08-081-07W6/0	15-08-081-07W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0173302	00/07-08-075-03W5/0	07-08-075-03W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0174161	00/01-12-028-21W4/0	01-12-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0174174	00/01-25-028-21W4/0	16-24-028-21W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0176262	00/15-14-028-21W4/0 02/16-14-028-21W4/2	14-14-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0176263	00/11-13-028-21W4/0 03/06-13-028-21W4/2	09-14-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0176440	00/16-14-028-21W4/0	09-14-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0178202	00/06-07-028-20W4/0	12-07-028-20W4	Suspension	MANITOK ENERGY INC.	100.0000
W0178203	00/12-07-028-20W4/0	12-07-028-20W4	Suspension	MANITOK ENERGY INC.	100.0000
W0178204	00/08-12-028-21W4/0	12-07-028-20W4	Suspension	MANITOK ENERGY INC.	100.0000
W0179421	02/06-23-010-13W4/0	06-23-010-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0179469	00/10-35-027-23W4/0	10-35-027-23W4	Issued	MANITOK ENERGY INC.	100.0000
W0179565	03/12-23-010-13W4/0	12-23-010-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0179596	02/14-23-010-13W4/0	14-23-010-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0180371	00/04-16-023-23W4/0	16-08-023-23W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0182027	00/02-07-028-20W4/0	02-07-028-20W4	Suspension	MANITOK ENERGY INC.	100.0000
W0182914	00/10-21-069-15W4/0	10-21-069-15W4	Suspension	MANITOK ENERGY INC.	100.0000
W0182915	00/09-22-069-15W4/0	09-22-069-15W4	Issued	MANITOK ENERGY INC.	100.0000



Licence No	UWI	Surface Location	Status	Working Interest Participants	WIP interest
W0183068	S0/03-01-028-22W4/0	15-36-027-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0183804	00/05-02-028-22W4/0	05-02-028-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0185380	02/06-04-001-11W4/0	06-04-001-11W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0185759	00/13-12-028-21W4/0	11-12-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0185760	02/11-12-028-21W4/0	11-12-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0186177	00/11-30-029-06W4/0	11-30-029-06W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0191675	02/06-09-011-13W4/0	06-09-011-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0191978	00/11-23-069-15W4/0	11-23-069-15W4	Suspension	MANITOK ENERGY INC.	100.0000
W0191995	00/11-21-069-15W4/0	11-21-069-15W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0193874	00/06-16-075-03W5/0	06-16-075-03W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0193875	00/08-15-075-03W5/0	08-15-075-03W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0196169	00/01-24-009-12W4/0	01-24-009-12W4	Abandoned	NEO EXPLORATION INC.	30.0000
W0196169	00/01-24-009-12W4/0	01-24-009-12W4	Abandoned	MANITOK ENERGY INC.	70.0000
W0196938	00/15-21-026-02W4/0	15-21-026-02W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0201304	03/14-23-010-13W4/0	14-23-010-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0201679	04/12-23-010-13W4/0	12-23-010-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0201742	00/11-09-011-13W4/0	11-09-011-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0202387	00/16-30-079-10W6/0	16-30-079-10W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0204554	00/16-18-016-22W4/0	16-18-016-22W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0204915	00/08-05-029-05W5/0	01-05-029-05W5	Suspension	MANITOK ENERGY INC.	100.0000
W0205032	00/11-22-026-02W4/0	11-22-026-02W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0206031	00/11-08-014-22W4/0	11-08-014-22W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0206123	00/02-31-024-27W4/0	14-30-024-27W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0206408	00/06-18-053-05W4/0	06-18-053-05W4	Issued	MANITOK ENERGY INC.	100.0000
W0208163	02/11-08-014-22W4/0	11-08-014-22W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0208712	00/09-15-069-15W4/0 00/09-15-069-15W4/2	09-15-069-15W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0208805	00/05-15-069-15W4/0	12-15-069-15W4	Issued	MANITOK ENERGY INC.	100.0000
W0209883	00/03-27-009-13W4/0	03-27-009-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0211930	00/15-01-069-15W4/0	15-01-069-15W4	Suspension	MANITOK ENERGY INC.	100.0000
W0212170	00/03-14-069-15W4/0	03-14-069-15W4	Issued	MANITOK ENERGY INC.	100.0000
W0212288	00/13-05-070-15W4/0	13-05-070-15W4	Suspension	MANITOK ENERGY INC.	100.0000
W0212349	00/07-33-028-21W4/0	12-34-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0212683	00/09-26-027-21W4/0	09-26-027-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0216138	00/01-27-028-05W5/0	01-27-028-05W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0217111	00/08-28-066-17W4/0	08-28-066-17W4	Issued	MANITOK ENERGY INC.	100.0000
W0217267	02/10-21-066-17W4/0	10-21-066-17W4	Issued	MANITOK ENERGY INC.	100.0000
W0217748	00/02-27-009-13W4/0	02-27-009-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0218311	00/14-11-094-01W6/0	14-11-094-01W6	Issued	MANITOK ENERGY INC.	100.0000
W0218697	00/04-10-049-18W5/2 00/06-10-049-18W5/0	06-10-049-18W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0218715	00/16-13-029-06W5/0	10-13-029-06W5	Suspension	MANITOK ENERGY INC.	100.0000
W0220012	02/07-09-029-21W4/0	06-09-029-21W4	Suspension	MANITOK ENERGY INC.	100.0000



Licence No	UWI	Surface Location	Status	Working Interest Participants	WIP interest
W0220747	00/08-18-066-17W4/0	08-18-066-17W4	Issued	MANITOK ENERGY INC.	100.0000
W0220748	00/08-31-066-17W4/0	05-32-066-17W4	Issued	MANITOK ENERGY INC.	100.0000
W0221128	00/10-08-075-04W5/0	10-08-075-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0222860	02/10-22-008-10W4/0	10-22-008-10W4	Abandoned	UNKOWN	72.250005
W0222860	02/10-22-008-10W4/0	10-22-008-10W4	Abandoned	MANITOK ENERGY INC.	27.749995
W0224370	00/11-16-075-04W5/0	10-16-075-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0225631	00/13-16-027-27W4/2 00/16-16-027-27W4/0	16-16-027-27W4	Suspension	MANITOK ENERGY INC.	100.0000
W0226452	00/13-06-031-08W5/0 00/13-06-031-08W5/2	01-12-031-09W5	Suspension	MANITOK ENERGY INC.	100.0000
W0227458	00/02-14-029-06W5/0	03-14-029-06W5	Suspension	MANITOK ENERGY INC.	100.0000
W0227510	00/13-26-001-15W4/0	13-26-001-15W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0228349	00/08-16-075-04W5/0	08-16-075-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0228351	02/10-08-075-04W5/0	10-08-075-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0228539	02/10-07-066-17W4/0	10-07-066-17W4	Issued	MANITOK ENERGY INC.	100.0000
W0229091	00/06-18-009-11W4/0	06-18-009-11W4	Abandoned	NEO EXPLORATION INC.	17.5000
W0229091	00/06-18-009-11W4/0	06-18-009-11W4	Abandoned	MANITOK ENERGY INC.	82.5000
W0232759	00/13-25-066-18W4/0	14-25-066-18W4	Amended	MANITOK ENERGY INC.	100.0000
W0233517	00/05-11-074-04W5/0	12-11-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0234383	00/12-09-040-13W4/0	12-09-040-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0235567	00/14-33-039-14W4/0	14-33-039-14W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0237124	00/08-16-074-04W5/0	08-16-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0237436	00/09-08-074-04W5/0	09-08-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0237771	00/05-10-028-22W4/0	05-10-028-22W4	Issued	MANITOK ENERGY INC.	100.0000
W0239435	00/15-17-034-13W4/0	16-17-034-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0239470	00/11-22-074-04W5/0	11-22-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0239561	00/12-09-011-13W4/0	12-09-011-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0239865	00/16-30-066-17W4/0	16-30-066-17W4	Issued	MANITOK ENERGY INC.	100.0000
W0240117	00/09-28-009-12W4/0	09-28-009-12W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0240906	02/04-33-008-07W4/0	04-33-008-07W4	Abandoned	TUSCANY ENERGY LTD.	50.0000
W0240906	02/04-33-008-07W4/0	04-33-008-07W4	Abandoned	MANITOK ENERGY INC.	50.0000
W0243117	00/16-35-082-10W6/0	16-35-082-10W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0243206	00/12-05-081-07W6/0	12-05-081-07W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0243589	00/05-19-009-11W4/0	05-19-009-11W4	Abandoned	NEO EXPLORATION INC.	35.0000
W0243589	00/05-19-009-11W4/0	05-19-009-11W4	Abandoned	MANITOK ENERGY INC.	65.0000
W0244521	00/03-08-027-27W4/0	05-08-027-27W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0245847	00/14-22-074-04W5/0	14-22-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0246303	00/07-07-075-03W5/0	08-07-075-03W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0246305	02/06-16-075-03W5/0	06-16-075-03W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0248159	02/07-02-083-10W6/0	07-02-083-10W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0249110	00/03-25-009-12W4/0	03-25-009-12W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0249440	00/09-04-010-11W4/0	09-04-010-11W4	Abandoned	NEO EXPLORATION	35.0000



Licence No	UWI	Surface Location	Status	Working Interest Participants	WIP interest
				INC.	
W0249440	00/09-04-010-11W4/0	09-04-010-11W4	Abandoned	MANITOK ENERGY INC.	65.0000
W0249448	00/07-08-093-11W5/0	07-08-093-11W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0249497	00/10-10-094-12W5/0	10-10-094-12W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0249799	00/16-11-012-10W4/0	16-11-012-10W4	Suspension	MANITOK ENERGY INC.	100.0000
W0250586	00/03-09-029-21W4/0	06-09-029-21W4	Amended	MANITOK ENERGY INC.	100.0000
W0250681	00/05-01-074-04W5/0	05-01-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0251089	00/09-35-082-10W6/0	09-35-082-10W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0252897	00/13-09-011-13W4/0	13-09-011-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0253646	02/08-16-011-13W4/0	08-16-011-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0253665	02/02-16-011-13W4/0	02-16-011-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0254854	00/16-25-079-06W6/0	09-25-079-06W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0255582	00/12-09-026-21W4/0	14-09-026-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0255897	00/14-27-074-04W5/0	11-27-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0256509	00/04-34-009-11W4/0	04-34-009-11W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0259536	00/01-31-037-21W4/0	01-31-037-21W4	Issued	MANITOK ENERGY INC.	100.0000
W0260298	00/04-13-028-21W4/0	13-12-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0261128	00/08-09-029-21W4/0	07-09-029-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0261506	00/04-16-028-27W4/2 00/12-16-028-27W4/0	12-16-028-27W4	Suspension	MANITOK ENERGY INC.	100.0000
W0261897	00/14-19-072-07W5/0	14-19-072-07W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0262254	00/05-34-012-04W4/0	05-34-012-04W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0263552	00/09-07-028-20W4/0	09-07-028-20W4	Suspension	MANITOK ENERGY INC.	100.0000
W0265570	00/04-36-087-08W5/2	04-36-087-08W5	Issued	MANITOK ENERGY INC.	100.0000
W0267842	02/10-36-087-08W5/0	10-36-087-08W5	Amended	MANITOK ENERGY INC.	100.0000
W0268164	00/10-29-074-04W5/0	10-29-074-04W5	Suspension	MANITOK ENERGY INC.	100.0000
W0268548	00/09-27-024-28W4/0	03-35-024-28W4	Suspension	MANITOK ENERGY INC.	100.0000
W0268594	00/02-06-079-07W6/0	02-06-079-07W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0268706	00/01-34-024-28W4/0	03-35-024-28W4	Suspension	MANITOK ENERGY INC.	100.0000
W0272519	00/13-29-037-21W4/2	13-29-037-21W4	Issued	MANITOK ENERGY INC.	100.0000
W0273681	F1/04-07-001-10W4/3	04-07-001-10W4	Suspension	MANITOK ENERGY INC.	100.0000
W0278795	00/07-03-075-05W5/0 00/07-03-075-05W5/2	06-03-075-05W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0281624	00/10-10-028-22W4/0	10-10-028-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0282978	00/06-32-085-11W6/0	06-32-085-11W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0282979	00/10-30-085-11W6/0	10-30-085-11W6	Issued	MANITOK ENERGY INC.	100.0000
W0283152	00/16-06-008-08W4/0	16-06-008-08W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0284389	00/05-08-001-10W4/0	04-08-001-10W4	Issued	MANITOK ENERGY INC.	100.0000
W0287356	00/07-27-009-13W4/0	14-22-009-13W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0289242	02/06-04-095-01W6/0	06-04-095-01W6	Suspension	MANITOK ENERGY INC.	100.0000
W0290668	00/10-25-028-22W4/0	10-25-028-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0292102	00/15-29-037-21W4/0	14-29-037-21W4	Issued	MANITOK ENERGY INC.	100.0000
W0292426	00/16-11-028-21W4/0	16-11-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0292534	00/07-14-028-21W4/0	06-14-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000



Licence No	UWI	Surface Location	Status	Working Interest Participants	WIP interest
W0296128	00/14-11-076-21W5/0	14-11-076-21W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0299252	00/06-11-069-15W4/0	06-11-069-15W4	Suspension	MANITOK ENERGY INC.	100.0000
W0299440	00/16-15-086-11W6/0	16-15-086-11W6	Suspension	MANITOK ENERGY INC.	100.0000
W0302325	00/02-03-086-11W6/0	02-03-086-11W6	Issued	MANITOK ENERGY INC.	100.0000
W0303308	02/05-34-028-21W4/0	12-34-028-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0306219	00/04-22-074-04W5/0	03-22-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0308711	02/16-27-049-08W5/0	16-27-049-08W5	Suspension	MANITOK ENERGY INC.	100.0000
W0310203	00/11-02-086-11W6/0	11-02-086-11W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0314680	00/01-08-077-04W5/0	01-08-077-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0315111	00/15-03-008-10W4/0	15-03-008-10W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0317240	00/15-30-028-27W4/0	03-30-028-27W4	Suspension	MANITOK ENERGY INC.	100.0000
W0318363	00/11-21-074-04W5/0	11-21-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0318659	00/01-33-066-17W4/0	01-33-066-17W4	Issued	MANITOK ENERGY INC.	100.0000
W0318662	00/12-19-066-17W4/0	12-19-066-17W4	Issued	MANITOK ENERGY INC.	100.0000
W0319402	00/03-36-027-27W4/0 02/09-36-027-27W4/2	16-25-027-27W4	Amended	MANITOK ENERGY INC.	100.0000
W0319403	02/07-25-027-27W4/0 02/14-25-027-27W4/2	16-25-027-27W4	Suspension	MANITOK ENERGY INC.	100.0000
W0319972	00/08-24-074-03W5/0	08-24-074-03W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0319975	00/01-04-077-03W5/0	01-04-077-03W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0321947	00/13-02-077-05W5/0	13-02-077-05W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0322860	00/01-17-074-04W5/0	04-16-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0322933	00/13-36-073-03W5/0	13-36-073-03W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0322950	00/15-02-080-10W6/0	15-02-080-10W6	Amended	MANITOK ENERGY INC.	100.0000
W0324490	00/16-09-095-01W6/0	16-09-095-01W6	Issued	SYDCO ENERGY INC.	9.615400
W0324490	00/16-09-095-01W6/0	16-09-095-01W6	Issued	MANITOK ENERGY INC.	90.384600
W0324511	00/13-27-095-01W6/0	13-27-095-01W6	Issued	MANITOK ENERGY INC.	100.0000
W0324635	00/13-16-095-01W6/0	13-16-095-01W6	Issued	MANITOK ENERGY INC.	100.0000
W0324970	02/07-08-093-11W5/0	07-08-093-11W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0324986	00/12-13-074-04W5/0	12-13-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0325198	00/15-02-095-01W6/0	15-02-095-01W6	Suspension	SYDCO ENERGY INC.	7.142857
W0325198	00/15-02-095-01W6/0	15-02-095-01W6	Suspension	MANITOK ENERGY INC.	92.857143
W0328352	00/02-10-086-11W6/0	02-10-086-11W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0332391	00/11-05-081-12W6/0	05-05-081-12W6	Suspension	MANITOK ENERGY INC.	100.0000
W0333408	02/02-10-086-11W6/0	02-10-086-11W6	Amended	MANITOK ENERGY INC.	100.0000
W0333715	00/08-08-074-04W5/0	09-08-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0338284	02/01-25-064-14W4/0	01-25-064-14W4	Issued	MANITOK ENERGY INC.	100.0000
W0339871	00/15-22-074-04W5/0	14-22-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0339896	00/07-25-074-04W5/0	07-25-074-04W5	Issued	MANITOK ENERGY INC.	100.0000
W0339905	02/07-26-074-04W5/0	07-26-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0342952	00/06-33-061-19W4/0	06-33-061-19W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0345966	00/07-03-086-11W6/0	02-03-086-11W6	Issued	MANITOK ENERGY INC.	100.0000
W0348716	00/07-33-095-01W6/0	07-33-095-01W6	Issued	MANITOK ENERGY INC.	100.0000
W0348827	00/12-23-095-01W6/0	12-23-095-01W6	Issued	MANITOK ENERGY INC.	100.0000



Licence No	UWI	Surface Location	Status	Working Interest Participants	WIP interest
W0348888	00/11-14-074-04W5/0	11-14-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0348890	00/12-05-075-03W5/0	11-05-075-03W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0351050	00/03-08-086-17W5/0	03-08-086-17W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0351120	00/05-14-095-02W6/0	05-14-095-02W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0352306	00/05-36-074-04W5/0	06-36-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0353344	00/09-25-074-05W5/0	09-25-074-05W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0353570	00/15-07-064-13W4/0	14-07-064-13W4	Amended	MANITOK ENERGY INC.	100.0000
W0357666	00/05-31-055-13W4/0	08-36-055-14W4	Amended	MANITOK ENERGY INC.	100.0000
W0358303	00/09-31-055-12W4/0	09-31-055-12W4	Suspension	MANITOK ENERGY INC.	100.0000
W0358499	02/07-13-056-14W4/0	07-13-056-14W4	Amended	MANITOK ENERGY INC.	100.0000
W0359120	00/15-06-064-13W4/0	02-07-064-13W4	Issued	MANITOK ENERGY INC.	100.0000
W0359559	00/07-16-074-04W5/0	07-16-074-04W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0361468	00/11-01-041-03W5/0	11-01-041-03W5	Suspension	MANITOK ENERGY INC.	100.0000
W0361770	02/14-06-028-20W4/0	14-06-028-20W4	Issued	MANITOK ENERGY INC.	100.0000
W0362217	00/01-04-008-10W4/0	01-04-008-10W4	Issued	MANITOK ENERGY INC.	100.0000
W0362218	00/09-04-008-10W4/0	09-04-008-10W4	Suspension	MANITOK ENERGY INC.	100.0000
W0362656	00/01-07-001-10W4/0	01-07-001-10W4	Suspension	MANITOK ENERGY INC.	100.0000
W0362932	00/03-07-001-10W4/0	03-07-001-10W4	Suspension	MANITOK ENERGY INC.	100.0000
W0365764	00/09-28-066-17W4/0	09-28-066-17W4	Issued	MANITOK ENERGY INC.	100.0000
W0366872	00/03-05-096-01W6/0	07-05-096-01W6	Amended	MANITOK ENERGY INC.	100.0000
W0366910	00/04-35-073-03W5/0	04-35-073-03W5	Issued	MANITOK ENERGY INC.	100.0000
W0367065	00/01-11-094-01W6/0	01-11-094-01W6	Issued	MANITOK ENERGY INC.	100.0000
W0368286	00/03-12-065-15W4/0	03-12-065-15W4	Issued	MANITOK ENERGY INC.	100.0000
W0368307	00/08-21-074-05W5/0	08-21-074-05W5	Issued	MANITOK ENERGY INC.	100.0000
W0371301	00/03-15-067-18W4/0	03-15-067-18W4	Suspension	MANITOK ENERGY INC.	100.0000
W0377280	00/16-27-066-18W4/0	16-27-066-18W4	Issued	MANITOK ENERGY INC.	100.0000
W0377343	00/15-10-067-18W4/0	02-15-067-18W4	Issued	MANITOK ENERGY INC.	100.0000
W0377403	02/11-25-007-15W4/0	11-25-007-15W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0378464	00/01-04-026-21W4/0	01-04-026-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0380011	00/08-15-067-18W4/0	09-15-067-18W4	Issued	MANITOK ENERGY INC.	100.0000
W0380759	00/09-20-066-17W4/0	09-20-066-17W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0380935	00/12-25-007-15W4/0	12-25-007-15W4	Suspension	MANITOK ENERGY INC.	100.0000
W0381625	00/08-26-007-15W4/0	08-26-007-15W4	Suspension	MANITOK ENERGY INC.	100.0000
W0382209	00/12-03-067-13W4/0	11-03-067-13W4	Issued	MANITOK ENERGY INC.	100.0000
W0383238	00/02-11-027-27W4/0 02/03-11-027-27W4/2	04-11-027-27W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0383392	00/04-03-094-25W5/0	04-03-094-25W5	Abandoned	MANITOK ENERGY INC.	100.0000
W0383435	00/10-04-095-25W5/0	10-04-095-25W5	Amended	MANITOK ENERGY INC.	100.0000
W0383535	00/05-01-041-03W5/0	05-01-041-03W5	Suspension	MANITOK ENERGY INC.	100.0000
W0384413	00/11-09-086-11W6/0	11-09-086-11W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0384466	00/02-15-086-12W6/0	07-15-086-12W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0384969	00/14-22-095-01W6/0 00/14-22-095-01W6/2	14-22-095-01W6	Suspension	MANITOK ENERGY INC.	100.0000
W0385004	00/15-21-095-01W6/0	15-21-095-01W6	Issued	MANITOK ENERGY INC.	100.0000



Licence No	UWI	Surface Location	Status	Working Interest Participants	WIP interest
W0385557	00/08-36-055-14W4/0	08-36-055-14W4	Amended	MANITOK ENERGY INC.	100.0000
W0385985	00/04-33-095-01W6/0	04-33-095-01W6	Issued	MANITOK ENERGY INC.	100.0000
W0390459	00/02-24-086-11W6/0	02-24-086-11W6	Issued	MANITOK ENERGY INC.	100.0000
W0390973	00/09-18-025-21W4/0	08-18-025-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0391567	00/01-14-069-15W4/0	01-14-069-15W4	Issued	MANITOK ENERGY INC.	100.0000
W0392681	00/15-24-027-22W4/0	15-24-027-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0392682	02/02-24-086-11W6/0	02-24-086-11W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0394334	00/01-15-086-11W6/0	01-15-086-11W6	Abandoned	MANITOK ENERGY INC.	100.0000
W0395242	00/03-13-067-13W4/0	03-13-067-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0396086	00/02-28-024-21W4/0	02-28-024-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0397231	00/09-17-066-17W4/0	09-17-066-17W4	Issued	MANITOK ENERGY INC.	100.0000
W0397478	00/08-26-007-14W4/0	08-26-007-14W4	Suspension	MANITOK ENERGY INC.	100.0000
W0398688	00/14-32-066-13W4/0	14-32-066-13W4	Issued	MANITOK ENERGY INC.	100.0000
W0399467	00/14-27-027-22W4/0	14-27-027-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0399909	00/14-23-086-13W6/0	14-23-086-13W6	Issued	MANITOK ENERGY INC.	100.0000
W0400115	00/10-13-028-22W4/0	10-13-028-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0400255	00/03-12-028-22W4/0	04-12-028-22W4	Issued	MANITOK ENERGY INC.	100.0000
W0400300	00/16-05-067-13W4/0	01-08-067-13W4	Suspension	MANITOK ENERGY INC.	100.0000
W0400393	02/15-34-081-12W6/0	15-34-081-12W6	Suspension	MANITOK ENERGY INC.	100.0000
W0400738	00/04-30-079-10W6/0	04-30-079-10W6	Suspension	MANITOK ENERGY INC.	100.0000
W0400857	02/11-03-067-13W4/0	11-03-067-13W4	Amended	MANITOK ENERGY INC.	100.0000
W0401671	00/01-05-081-09W6/0	01-05-081-09W6	Issued	MANITOK ENERGY INC.	100.0000
W0403224	00/05-30-025-21W4/0	05-30-025-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0404620	00/06-01-065-15W4/0	06-01-065-15W4	Issued	MANITOK ENERGY INC.	100.0000
W0407153	00/03-26-079-05W5/0	03-26-079-05W5	Issued	MANITOK ENERGY INC.	100.0000
W0412356	00/04-04-050-01W4/0	12-04-050-01W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0412491	02/13-19-023-25W4/0	13-19-023-25W4	Issued	MANITOK ENERGY INC.	100.0000
W0414549	00/05-19-079-09W6/0	05-19-079-09W6	Suspension	MANITOK ENERGY INC.	100.0000
W0415316	00/04-23-063-21W4/0	04-23-063-21W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0415892	03/10-27-014-08W4/0	10-27-014-08W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0416850	02/14-24-028-22W4/0	14-24-028-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0417167	00/13-29-028-20W4/0	13-29-028-20W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0419025	00/16-02-080-10W6/0	16-02-080-10W6	Suspension	MANITOK ENERGY INC.	100.0000
W0421179	00/05-21-025-23W4/0	05-21-025-23W4	Suspension	MANITOK ENERGY INC.	100.0000
W0436776	03/14-34-049-08W5/2 03/16-27-049-08W5/0	16-27-049-08W5	Suspension	MANITOK ENERGY INC.	100.0000
W0437959	02/03-02-028-22W4/0	14-35-027-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0444100	00/03-34-027-22W4/0	15-27-027-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0446819	03/13-27-027-22W4/0	16-28-027-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0446825	02/16-28-027-22W4/0	16-28-027-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0449640	02/07-07-028-20W4/0	10-06-028-20W4	Suspension	MANITOK ENERGY INC.	100.0000
W0449641	03/02-12-028-21W4/0	10-06-028-20W4	Suspension	MANITOK ENERGY INC.	100.0000
W0449945	02/06-33-027-21W4/0	06-28-027-21W4	Suspension	MANITOK ENERGY INC.	100.0000



Licence No	UWI	Surface Location	Status	Working Interest Participants	WIP interest
W0451949	00/04-12-028-22W4/0	04-12-028-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0453264	02/02-34-027-22W4/0	15-27-027-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0453279	03/02-33-027-22W4/0	01-33-027-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0454732	00/10-01-028-21W4/0	10-06-028-20W4	Suspension	MANITOK ENERGY INC.	100.0000
W0454979	02/09-18-025-21W4/0	08-18-025-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0455188	03/12-35-027-22W4/0	13-35-027-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0455189	03/14-35-027-22W4/0	13-35-027-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0455192	02/08-34-027-22W4/0	15-27-027-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0458544	00/01-26-023-22W4/0	16-23-023-22W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0458662	00/12-28-022-21W4/0	08-29-022-21W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0458762	00/07-35-022-22W4/0	06-35-022-22W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0458879	00/09-12-024-23W4/0	07-12-024-23W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0458958	03/10-13-028-22W4/0	11-24-028-22W4	Suspension	MANITOK ENERGY INC.	100.0000
W0459021	00/02-21-022-21W4/0	07-21-022-21W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0459735	00/10-30-022-21W4/0	10-30-022-21W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0459776	00/09-01-021-04W5/0 00/09-01-021-04W5/2 00/16-01-021-04W5/3	16-36-020-04W5	Suspension	MANITOK ENERGY INC.	100.0000
W0460069	00/02-19-025-21W4/0	08-18-025-21W4	Suspension	MANITOK ENERGY INC.	100.0000
W0462067	00/15-30-042-15W5/0	03-30-042-15W5	Suspension	MANITOK ENERGY INC.	100.0000
W0462068	02/15-30-042-15W5/0	03-30-042-15 W5	Suspension	MANITOK ENERGY INC.	100.0000
W0464927	00/03-12-028-23W4/0	03-12-028-23W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0465053	02/06-16-028-24W4/0	06-16-028-24W4	Suspension	MANITOK ENERGY INC.	100.0000
W0465189	00/08-02-028-25W4/0	08-02-028-25W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0465190	00/11-36-028-24W4/0	12-36-028-24W4	Abandoned	MANITOK ENERGY INC.	100.0000
W0465771	00/05-21-025-24W4/0	04-28-025-24W4	Suspension	MANITOK ENERGY INC.	100.0000
W0466010	02/09-07-049-07W5/0	09-12-049-08W5	Suspension	MANITOK ENERGY INC.	100.0000
W0469869	02/05-21-025-24W4/0	04-28-025-24W4	Suspension	MANITOK ENERGY INC.	100.0000
W0470397	02/11-20-025-24W4/0	13-17-025-24W4	Suspension	MANITOK ENERGY INC.	100.0000

Table 2 – Facility List

Licence No	Surface Location	Status
F1389	04-03-014-14W4	Abandoned
F15403	04-31-074-03W5	Abandoned
F15405	09-21-074-04W5	Abandoned
F15406	02-28-074-04W5	Amended
F16433	11-26-079-09W6	Amended
F20155	05-05-070-15W4	Amended
F21763	16-34-009-13W4	Issued

F21943	08-04-011-13W4	Issued
F21956	14-04-011-13W4	Issued
F21985	06-09-011-13W4	Issued
F22001	15-33-012-15W4	Issued
F22726	11-03-067-13W4	Amended
F22727	08-32-067-17W4	Issued
F23640	11-06-070-15W4	Issued
F26865	08-34-009-13W4	Abandoned
F27212	12-16-028-27W4	Issued
F27777	10-21-066-17W4	Abandoned
F293	03-27-009-13W4	Abandoned
F294	08-34-009-13W4	Abandoned
F30293	11-32-066-17W4	Abandoned
F30726	10-36-087-08W5	Issued
F34410	02-03-086-11W6	Issued
F34794	11-05-081-12W6	Issued
F35078	11-04-011-13W4	Abandoned
F35553	01-25-064-14W4	Abandoned
F35860	06-33-061-19W4	Abandoned
F35894	15-19-079-09W6	Issued
F36459	14-07-064-13W4	Abandoned
F36619	06-18-053-05W4	Abandoned
F36727	10-28-059-24W4	Issued
F37032	01-33-066-17W4	Abandoned
F37206	05-32-066-17W4	Abandoned
F37426	08-36-055-14W4	Issued
F37449	09-28-066-17W4	Issued
F37530	12-20-079-09W6	Amended
F37750	03-15-067-18W4	Abandoned
F37798	02-01-095-01W6	Issued
F38366	07-21-095-01W6	Abandoned
F38394	16-27-066-18W4	Abandoned
F38397	02-15-067-18W4	Abandoned
F38509	11-25-007-15W4	Issued
F38622	09-20-066-17W4	Abandoned
F38670	12-25-007-15W4	Issued
F38836	07-13-056-14W4	Issued
F38982	03-12-065-15W4	Abandoned
F39151	01-14-069-15W4	Issued
F39551	01-17-054-20W4	Issued
F39988	08-28-060-26W4	Issued
F39997	08-26-007-14W4	Issued
F40523	06-01-065-15W4	Issued
F41382	04-23-063-21W4	Abandoned
F45615	10-06-028-20W4	Amended
F45889	15-27-027-22W4	Issued

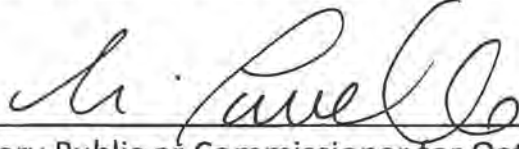
F46204	13-35-027-22W4	Issued
F46716	06-35-022-22W4	Issued
F46755	08-18-025-21W4	Issued
F47451	03-30-042-15W5	Amended
F572	02-16-011-13W4	Issued



This is Exhibit "C" referred to in the

Affidavit of Laura Chant

affirmed before me this 7<sup>th</sup> day of October, 2020



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A Notary Public or Commissioner for Oaths in and for Alberta

Maria E. Lavelle  
Barrister and Solicitor  
Alberta Energy Regulator

MADE at the City of Calgary, in the  
Province of Alberta, on

**August 21, 2019**

ALBERTA ENERGY REGULATOR

The Alberta Energy Regulator (AER), under sections 25 and 27 of the *Oil and Gas Conservation Act* (OGCA) orders:

**Manitok Energy Inc.**

1600, 421 7 Ave SW  
Calgary, AB T2P 4K9

and

Calgary, AB T2P 0H7

557136 Alberta Inc.

4300 Bankers Hall West, 888  
- 3rd Street S.W.  
Calgary, AB T2P 5C5

and

Birchcliff Energy Ltd.  
1000, 600 - 3 Ave SW  
Calgary, AB T2P 0G5

Canlin Energy Corporation

2600, 237 4 Ave SW  
Calgary, AB T2T 5N2

and

and

Acquisition Oil Corp.  
850, 333 - 7 Ave SW  
Calgary, AB T2P 2Z1

and

Bonavista Energy  
Corporation  
1500 - 525 8 Ave SW  
Calgary, AB T2P 1G1

Cardinal Energy Ltd.

600 - 400 3 Ave SW  
Calgary, AB T2P 4H2

and

and

Albert L'ecuyer  
805 Selkirk  
Pointe-Claire, QC H9R 3S2

and

Bumper Development  
Corporation Ltd.  
3300, 421 7 Ave SW  
Calgary, AB T2P 4K9

Cenovus Energy Inc.

500 Centre Street SE  
Calgary, AB T2G 1A6

and

Astral Energy Holdings Ltd.  
c/o Dentons Canada LLP  
1500, 850 - 2 St SW  
Calgary, AB T2P 0R8

and

Canadian Natural Resources  
Ltd. &  
Canadian Natural Resources  
Northern Alberta Partnership  
2500, 855 - 2 Street SW  
Calgary, AB T2P 4J8

Chair Resources Inc.

c/o Trimble Engineering  
Associates Ltd.  
2200, 801 - 6 Avenue SW  
Calgary, AB T2P 3W2

and

Arc Resources Ltd.  
1200 - 308 4 Ave SW

and

and

Chinook Energy Inc.

1610, 222 3 Ave SW  
Calgary, AB T2R 0B4

and



City Of Medicine Hat c/o Natural Gas & Petroleum Resources Department 580 First Street SE Medicine Hat, AB T1A 8E6	First West Petroleum Inc. 3700, 400 3 Ave SW Calgary, AB T2P 4H2	and
and	and	Harvest Operations Corp. 1500 - 700 2 St SW Calgary, AB T2P 2W1
Clearview Resources Ltd. 2400, 635 8 Ave SW Calgary, AB T2P 3M3	Franco-Nevada Corporation 199 Bay Street, Suite 2000 Commerce Court West Toronto, ON M5L 1G9	and
and	and	Head First Energy Inc. 118 Springbluff Blvd SW Calgary, AB T3H 4V3
Nexen Crossfield Partnership c/o Cnooc Petroleum North America ULC Suite 2300, 500 Centre Street S.E. Calgary, AB T2G 1A6	Freehold Royalties Ltd. 400, 144 - 4 Avenue SW Calgary, AB T2P 3N4	and
and	and	Houston Oil & Gas Ltd. 800, 903 - 8 Ave SW Calgary, AB T2P 0P7
Cycle Energy Ltd. 820, 717 7 Ave SW Calgary, AB T2P 2Z3	Gain Energy Ltd. 520 - 3 Ave SW, 30th Floor Calgary, AB T2P 0R3	and
Enercana Investment Corporation 7675 Elkton Dr SW Calgary, AB T3H 3X3	Gear Energy Ltd. 2600, 240 - 4 Ave SW Calgary, AB T2P 4H4	Husky Oil Operations Limited PO Box 6525 Stn D, 707 - 8 Ave SW Calgary, AB T2P 3G7
and	and	and
Enercapita Energy Ltd 600-435 4 Ave SW Calgary, AB T2P 3A8	Glen Isle Exploration Ltd. 3300, 205-5 Ave SW Calgary, AB T2P 2V7	Jay-Two Resources Ltd 67 Varsity Ridge Terrace NW Calgary, AB T3A 4Y2
and	and	and
Exxonmobil Canada Energy c/o ExxonMobil Canada Ltd. PO Box 2480 Stn M Calgary, AB T2P 3M9	Glenogle Energy Inc. 1400 - 444 5 Ave SW Calgary, AB T2P 2T8	Journey Energy Inc. 700, 517 10 Ave SW Calgary, AB T2R 0A8
and	and	and
	Golden Prairie Energy Ltd. c/o Borden Ladner Gervais LLP 1900, 520 - 3rd Avenue SW Calgary, AB T2P 0R3	Kelt Exploration Ltd. 300 - 311 6 Ave SW Calgary, AB T2P 3H2
		and
		Lenalta Holdings Ltd.

3200, 10180 - 101 Street  
Edmonton, AB T5J 3W8

and

Lintus Resources Limited  
Suite 3700, 400 3rd Avenue  
SW  
Calgary, AB T2P 4H2

and

Longshore Resources Ltd.  
555, 605 5 Ave SW  
Calgary, AB T2P 3H5

and

Mead Resources Inc.  
900, 332 6TH Avenue SW  
Calgary, AB T2P 0B2

and

Muddy Petroleum Company  
Ltd.  
910 - 500 4 Ave SW  
Calgary, AB T2P 2V6

and

NAL Resources Limited  
600, 550 - 6 Ave SW  
Calgary, AB T2P 0S2

and

Odin Capital Inc.  
1600, 421 - 7<sup>th</sup> Avenue SW  
Calgary, AB T2P 4K9

and

Paramount Resources Ltd.  
2800, 421 - 7 Ave SW  
Calgary, AB T2P 4K9

and

Perpetual Operating Corp.  
3200, 605 5 Ave SW  
Calgary, AB T2P 3H5

and

Petrocapita Oil And Gas L.P.  
c/o Hudson & Company  
200, 625 11 Ave SW  
Calgary, AB T2R 0E1

and

Petrus Resources Corp.  
2400 - 240 4 Ave SW  
Calgary, AB T2P 4H4

and

Pine Cliff Energy Ltd.  
850, 1015 - 4 Street SW  
Calgary, AB T2R 1J4

and

Questfire Energy Corp.  
1100, 350 7 Ave SW  
Calgary, AB T2P 3N9

and

Redeagle Resources Ltd.  
400, 444 - 7 Avenue SW  
Calgary, AB T2P 0X8

and

Rising Star Resources Ltd.  
1000, 500 - 4 Ave SW  
Calgary, AB T2P 2V6

and

Sanling Energy Ltd.  
1700, 250 - 2 Street SW  
Calgary, AB T2P 0C1

and

and

Signalta Resources Limited  
700 - 840 6 Ave SW  
Calgary, AB T2P 3E5

and

Sounder Petroleum Ltd.  
4th Floor, 4943 - 50 Street  
Red Deer, AB T4N 1Y1

and

Starchild Energy Systems  
Ltd.  
PO Box 67059 Northland  
Village  
Calgary, AB T2L 2L2

and

Summerland Energy Inc.  
PO Box 13034 Centennial  
PO  
Calgary, AB T2P 0Y2

and

Surge Energy Inc.  
4000, 421 - 7 Avenue SW  
Calgary, AB T2P 4K9

and

Sutton Energy Ltd.  
PO Box 21145 RPO  
Dominion Drugs  
Calgary, AB T2P 4H5

and

TAQA North Ltd.  
2100 - 308 4 Ave SW  
Calgary, AB T2P 0H7

and



Tidewater Midstream And  
Infrastructure Ltd.  
900, 222 - 3 Ave SW  
Calgary, AB T2P 0B4

Vermilion Energy Inc.  
3500 - 520 3 Ave SW  
Calgary, AB T2P 0R3

Whitecap Resources Inc.  
3800 - 525 8 Ave SW  
Calgary, AB T2P 1G1

and

and

and

Verity Energy Ltd.  
2248 9 Ave SE  
Calgary, AB T2G 5P7

W.F. Brown Exploration Ltd.  
4500, 855 – 2 Street S.W  
Calgary, AB T2P 4K7

Winslow Resources Inc.  
1220, 407 - 2 Street SW  
Calgary, AB T2P 2Y3

and

and

Wrangler Management Ltd.  
1600, 421 – 7 Avenue SW  
Calgary, AB T2P 4K9

501, 888 - 4 Ave SW  
Calgary, AB T2P 0V2

and

and

and

Zargon Oil & Gas Ltd.  
1100, 112 - 4 Ave SW  
Calgary, AB T2P 0H3

Wxw Energy Inc.

Yoho Resources Inc.  
500, 521 - 3 Ave SW  
Calgary, AB T2P 3T3

**(collectively, “the Parties”)**

WHEREAS Manitok Energy Inc. (Licensee) is the licensee of Alberta Energy Regulator (AER) well, and facility licences listed in Appendix A (Manitok Licences);

Whereas the Licensee is the operator of the sites (the Manitok Sites) associated with the Manitok Licences;

WHEREAS the Parties identified in this Order are working interest participants in the Manitok Licences;

WHEREAS Alvarez & Marsal Canada Inc. was appointed as Receiver-Manager (Receiver) on February 20, 2018 pursuant to the *Bankruptcy and Insolvency Act*;

WHEREAS the Receiver obtained partial discharge on July 9, 2019 over certain AER licensed assets of Licensee and the Receiver is not providing control or possession over the Manitok Sites;

WHEREAS the AER is of the opinion that the Licensee is unable to operate or to provide care and custody of the Manitok Sites;

WHEREAS the AER considers it necessary to issue an order to ensure public safety and protect the environment;

WHEREAS Petrocapita Oil and Gas L.P. is a working interest participant in AER well licenses W 0066163, W0076698, W 0076833, W 0078012, W 0079925, W 0103316, W 0130875, W 0224904, W 0245524, W 0250584, W 0250588, W 0258797, W 0278554, W 0315675, W 0338256, W 0338818, W 338935, W 339130, and W 356726 respectively;

WHEREAS a receiver has been appointed over Petrocapita Oil and Gas L.P. pursuant to the *Bankruptcy and Insolvency Act*;

Whereas Trevor Gosselin, Director, Licensee Management, has been appointed a Director for the purposes of issuing orders under the *OGCA*;

Therefore, I, Trevor Gosselin, under sections 25 and 27 of the *OGCA*, DO HEREBY ORDER the following:

1. All of the Manitok Licenses are hereby suspended;
2. Any containment devices or equipment including but not limited to tanks, vessels, pipelines, lease piping, sumps, drains, tubs, containers, pits, or containment rings on any of the Manitok Sites must be depressurized, emptied, and rendered safe in a manner acceptable to the AER no later than September 4, 2019;
3. Any fluids located on any of the Manitok Sites must be immediately removed and stored or disposed of in a manner acceptable to the AER no later than September 4, 2019;
4. Any hazards on any of the Manitok Sites that present a risk to public safety or the environment, must be reported and addressed in a manner acceptable to the AER no later than September 4, 2019;
5. All wells listed in Table 1 of Appendix A must be shut in, sealed, locked and chained in a manner acceptable to the AER no later than September 4, 2019;
6. The Parties have **60 Days** from the date of this Order to:
  - a. Notify the AER of the working interest participant's intention to apply for a transfer of the Manitok Licence(s) in which they are a working interest participant, and advise if they are providing care and custody, including emergency response, of the Manitok Sites; or
  - b. Submit an abandonment plan to the AER for approval that sets out the date by which the working interest participant will complete abandonment of any Manitok sites listed in Appendix A in which they are a working interest participant;
    - i. Upon approval of the Abandonment Plan by the AER, the Parties shall abandon all wells and/or facilities in which they are a working interest participant.
    - ii. The Parties may submit amendments to the Abandonment Plan, for approval by the AER.
    - iii. Upon written request of the AER, the Parties shall amend the Abandonment Plan.
7. When complying with section 6 of this Order, the Parties shall submit all applicable documentation confirming completion of abandonment operations, including confirmation of surface abandonment and removal of cement pads, debris, and produced liquids associated with the wells and facilities listed in Appendix A.

8. Pursuant to section 101 of the *OGCA*, the Parties, and their agents, are entitled to have access to and may enter on the land and any structures on the land concerned for the purposes of carrying out activities contemplated in this Order.
9. The Order is stayed in respect of well licenses W 0066163, W0076698, W 0076833, W 0078012, W 0079925, W 0103316, W 0130875, W 0224904, W 0245524, W 0250584, W 0250588, W 0258797, W 0278554, W 0315675, W 0338256, W 0338818, W 338935, W 339130, and W 356726 respectively, where Petrocapita Oil and Gas L.P. is a working interest participant, until such time as the AER advises otherwise.

Dated at the City of Calgary in the Province of Alberta, the 21<sup>st</sup> day of August, 2019.

*<original signed by>*

Trevor Gosselin  
Director, Licensee Management, Closure & Liability  
Alberta Energy Regulator



In complying with this order, the party or parties named must obtain all approvals necessary, notwithstanding the above requirements.

This order in no way precludes any enforcement actions being taken regarding this matter under the *Oil and Gas Conservation Act* or any other provincial or federal legislation, or by any other regulator with jurisdiction.

All enforcement actions issued by the AER may be subject to a follow-up review to confirm previous commitments have been completed and measures have been implemented, to ensure similar noncompliances are prevented in the future. The AER may request any information that demonstrates steps have been taken to prevent repeat noncompliances from occurring.

Under the *Responsible Energy Development Act*, an eligible person may appeal decisions that meet certain criteria. Eligible persons and appealable decisions are defined in section 36 of the *Responsible Energy Development Act* and section 3.1 of the *Responsible Energy Development Act General Regulation*. If you wish to file a request for regulatory appeal, you must submit your request according to the AER's requirements. You can find filing requirements and forms on the AER website, [www.aer.ca](http://www.aer.ca), under Applications & Notices: Appeals.

## Appendix A

Table 1 – Well Licences

Well Licence	Surface location	WIP name	Percent Interest	Licence Status
W0002689	05-01-049-25W4	LENALTA HOLDINGS LTD.	2.000000	Amended
W0002689	05-01-049-25W4	MANITOK ENERGY INC.	98.000000	Amended
W0017624	10-01-041-03W5	NAL RESOURCES LIMITED	5.250000	Suspension
W0017624	10-01-041-03W5	MANITOK ENERGY INC.	82.250000	Suspension
W0017624	10-01-041-03W5	FREEHOLD ROYALTIES PARTNERSHIP c/o FREEHOLD ROYALTIES LTD.	12.500000	Suspension
W0020081	10-10-041-03W5	WRANGLER MANAGEMENT LTD.	1.250000	Suspension
W0020081	10-10-041-03W5	SIGNALTA RESOURCES LIMITED	26.000000	Suspension
W0020081	10-10-041-03W5	NAL RESOURCES LIMITED	6.250000	Suspension
W0020081	10-10-041-03W5	CENOVUS ENERGY INC.	25.000000	Suspension
W0020081	10-10-041-03W5	MANITOK ENERGY INC.	37.250000	Suspension
W0020081	10-10-041-03W5	FREEHOLD ROYALTIES PARTNERSHIP c/o FREEHOLD ROYALTIES LTD.	4.250000	Suspension
W0026515	11-11-041-03W5	MANITOK ENERGY INC.	37.250000	Suspension
W0026515	11-11-041-03W5	FREEHOLD ROYALTIES PARTNERSHIP c/o FREEHOLD ROYALTIES LTD.	4.250000	Suspension
W0026515	11-11-041-03W5	GAIN ENERGY LTD.	58.500000	Suspension
W0031486	10-35-072-04W5	PARAMOUNT RESOURCES LTD.	35.000000	Suspension
W0031486	10-35-072-04W5	MANITOK ENERGY INC.	31.660000	Suspension
W0031486	10-35-072-04W5	QUESTFIRE ENERGY CORP.	33.340000	Suspension
W0038194	10-11-028-05W5	VERMILION ENERGY INC.	33.000000	Suspension
W0038194	10-11-028-05W5	MANITOK ENERGY INC.	67.000000	Suspension
W0060700	06-12-028-05W5	VERMILION ENERGY INC.	33.000000	Suspension
W0060700	06-12-028-05W5	MANITOK ENERGY INC.	67.000000	Suspension
W0061728	09-03-051-26W4	GLEN ISLE EXPLORATION LTD.	20.000000	Suspension
W0061728	09-03-051-26W4	MANITOK ENERGY INC.	80.000000	Suspension
W0066163	06-06-008-09W4	PETROCAPITA OIL AND GAS L.P.	21.142857	Issued
W0066163	06-06-008-09W4	BUMPER DEVELOPMENT CORPORATION LTD.	18.571429	Issued
W0066163	06-06-008-09W4	PINE CLIFF ENERGY LTD.	28.571429	Issued
W0066163	06-06-008-09W4	MANITOK ENERGY INC.	31.714286	Issued
W0073900	09-13-061-14W4	CANADIAN NATURAL RESOURCES LIMITED	50.000000	Suspension
W0073900	09-13-061-14W4	MANITOK ENERGY INC.	50.000000	Suspension
W0073980	10-14-061-14W4	CANADIAN NATURAL RESOURCES LIMITED	50.000000	Suspension
W0073980	10-14-061-14W4	MANITOK ENERGY INC.	50.000000	Suspension
W0076698	11-22-008-09W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Suspension



W0076698	11-22-008-09W4	BUMPER DEVELOPMENT CORPORATION LTD.	32.500000	Suspension
W0076698	11-22-008-09W4	MANITOK ENERGY INC.	55.500000	Suspension
W0076833	07-32-008-09W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Suspension
W0076833	07-32-008-09W4	BUMPER DEVELOPMENT CORPORATION LTD.	32.500000	Suspension
W0076833	07-32-008-09W4	MANITOK ENERGY INC.	55.500000	Suspension
W0078012	11-28-008-09W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Suspension
W0078012	11-28-008-09W4	BUMPER DEVELOPMENT CORPORATION LTD.	32.500000	Suspension
W0078012	11-28-008-09W4	MANITOK ENERGY INC.	55.500000	Suspension
W0079925	10-29-007-10W4	PETROCAPITA OIL AND GAS L.P.	8.571400	Suspension
W0079925	10-29-007-10W4	CANADIAN NATURAL RESOURCES LIMITED	14.285700	Suspension
W0079925	10-29-007-10W4	BUMPER DEVELOPMENT CORPORATION LTD.	23.214300	Suspension
W0079925	10-29-007-10W4	MANITOK ENERGY INC.	39.642900	Suspension
W0079925	10-29-007-10W4	CLEARVIEW RESOURCES LTD.	14.285700	Suspension
W0089157	04-21-073-04W5	PARAMOUNT RESOURCES LTD.	35.000000	Suspension
W0089157	04-21-073-04W5	MANITOK ENERGY INC.	65.000000	Suspension
W0094402	10-25-072-04W5	PARAMOUNT RESOURCES LTD.	19.802650	Issued
W0094402	10-25-072-04W5	CANADIAN NATURAL RESOURCES LIMITED	43.421000	Issued
W0094402	10-25-072-04W5	MANITOK ENERGY INC.	36.776350	Issued
W0097942	15-31-006-09W4	PINE CLIFF ENERGY LTD.	25.000000	Issued
W0097942	15-31-006-09W4	MANITOK ENERGY INC.	50.000000	Issued
W0097942	15-31-006-09W4	SANLING ENERGY LTD.	25.000000	Issued
W0099006	15-30-006-09W4	PINE CLIFF ENERGY LTD.	25.000000	Suspension
W0099006	15-30-006-09W4	MANITOK ENERGY INC.	50.000000	Suspension
W0099006	15-30-006-09W4	SANLING ENERGY LTD.	25.000000	Suspension
W0103316	06-12-008-10W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Suspension
W0103316	06-12-008-10W4	BUMPER DEVELOPMENT CORPORATION LTD.	32.500000	Suspension
W0103316	06-12-008-10W4	MANITOK ENERGY INC.	55.500000	Suspension
W0107421	16-28-079-09W6	W.F. BROWN EXPLORATION LTD.	4.999500	Suspension
W0107421	16-28-079-09W6	HARVEST OPERATIONS CORP.	4.999500	Suspension
W0107421	16-28-079-09W6	MANITOK ENERGY INC.	85.001500	Suspension
W0107421	16-28-079-09W6	SANLING ENERGY LTD.	4.999500	Suspension
W0108986	14-28-079-09W6	GOLDEN PRAIRIE ENERGY LTD.	3.750000	Suspension
W0108986	14-28-079-09W6	JAY-TWO RESOURCES LTD.	3.750000	Suspension
W0108986	14-28-079-09W6	MANITOK ENERGY INC.	92.500000	Suspension
W0115040	16-32-079-09W6	W.F. BROWN EXPLORATION LTD.	5.555000	Suspension
W0115040	16-32-079-09W6	HARVEST OPERATIONS CORP.	5.555000	Suspension
W0115040	16-32-079-09W6	MANITOK ENERGY INC.	83.335000	Suspension
W0115040	16-32-079-09W6	SANLING ENERGY LTD.	5.555000	Suspension
W0115768	02-11-041-03W5	CANADIAN NATURAL RESOURCES LIMITED	50.000000	Suspension



W0115768	02-11-041-03W5	NAL RESOURCES LIMITED	1.000000	Suspension
W0115768	02-11-041-03W5	MANITOK ENERGY INC.	49.000000	Suspension
W0120875	05-15-011-13W4	FIRST WEST PETROLEUM INC.	2.909700	Suspension
W0120875	05-15-011-13W4	MANITOK ENERGY INC.	91.917630	Suspension
W0120875	05-15-011-13W4	HOUSTON OIL & GAS LTD.	5.172670	Suspension
W0125026	10-10-041-03W5	WRANGLER MANAGEMENT LTD.	1.250000	Suspension
W0125026	10-10-041-03W5	SIGNALTA RESOURCES LIMITED	26.000000	Suspension
W0125026	10-10-041-03W5	NAL RESOURCES LIMITED	6.250000	Suspension
W0125026	10-10-041-03W5	CENOVUS ENERGY INC.	25.000000	Suspension
W0125026	10-10-041-03W5	MANITOK ENERGY INC.	37.250000	Suspension
W0125026	10-10-041-03W5	FREEHOLD ROYALTIES PARTNERSHIP c/o FREEHOLD ROYALTIES LTD.	4.250000	Suspension
W0125315	06-25-029-06W5	VERMILION ENERGY INC.	33.000000	Suspension
W0125315	06-25-029-06W5	MANITOK ENERGY INC.	67.000000	Suspension
W0126924	16-36-027-05W5	VERMILION ENERGY INC.	33.000000	Suspension
W0126924	16-36-027-05W5	MANITOK ENERGY INC.	67.000000	Suspension
W0127238	08-06-077-05W6	WINSLOW RESOURCES INC.	5.500000	Suspension
W0127238	08-06-077-05W6	MANITOK ENERGY INC.	25.000000	Suspension
W0127238	08-06-077-05W6	TIDEWATER MIDSTREAM AND INFRASTRUCTURE LTD.	21.000000	Suspension
W0127238	08-06-077-05W6	RISING STAR RESOURCES LTD.	48.500000	Suspension
W0129645	02-13-029-06W5	VERMILION ENERGY INC.	33.000000	Amended
W0129645	02-13-029-06W5	MANITOK ENERGY INC.	67.000000	Amended
W0130875	16-36-007-10W4	PETROCAPITA OIL AND GAS L.P.	6.000000	Suspension
W0130875	16-36-007-10W4	BUMPER DEVELOPMENT CORPORATION LTD.	16.250000	Suspension
W0130875	16-36-007-10W4	PINE CLIFF ENERGY LTD.	50.000000	Suspension
W0130875	16-36-007-10W4	MANITOK ENERGY INC.	27.750000	Suspension
W0140825	04-18-072-03W5	CHAIR RESOURCES INC.	8.786027	Issued
W0140825	04-18-072-03W5	CANADIAN NATURAL RESOURCES LIMITED	9.100000	Issued
W0140825	04-18-072-03W5	SUTTON ENERGY LTD.	6.089841	Issued
W0140825	04-18-072-03W5	SIGNALTA RESOURCES LIMITED	2.609932	Issued
W0140825	04-18-072-03W5	MANITOK ENERGY INC.	42.883676	Issued
W0140825	04-18-072-03W5	SUMMERLAND ENERGY INC.	7.054665	Issued
W0140825	04-18-072-03W5	QUESTFIRE ENERGY CORP.	2.311862	Issued
W0140825	04-18-072-03W5	CARDINAL ENERGY LTD.	21.163996	Issued
W0142172	08-33-079-09W6	557136 ALBERTA INC.	2.000000	Suspension
W0142172	08-33-079-09W6	ENERCANA INVESTMENT CORPORATION	4.000000	Suspension
W0142172	08-33-079-09W6	L'ECUYER, ALBERT	2.760000	Suspension
W0142172	08-33-079-09W6	W.F. BROWN EXPLORATION LTD.	5.555000	Suspension
W0142172	08-33-079-09W6	CANADIAN NATURAL RESOURCES LIMITED	14.250000	Suspension
W0142172	08-33-079-09W6	HARVEST OPERATIONS CORP.	5.555000	Suspension
W0142172	08-33-079-09W6	MANITOK ENERGY INC.	60.325000	Suspension



W0142172	08-33-079-09W6	SANLING ENERGY LTD.	5.555000	Suspension
W0142962	06-20-078-08W6	CANADIAN NATURAL RESOURCES LIMITED	17.335000	Suspension
W0142962	06-20-078-08W6	MANITOK ENERGY INC.	25.995000	Suspension
W0142962	06-20-078-08W6	KELT EXPLORATION LTD.	30.000000	Suspension
W0142962	06-20-078-08W6	RISING STAR RESOURCES LTD.	26.670000	Suspension
W0144217	05-35-072-04W5	PARAMOUNT RESOURCES LTD.	19.796102	Suspension
W0144217	05-35-072-04W5	CHAIR RESOURCES INC.	20.939710	Suspension
W0144217	05-35-072-04W5	MANITOK ENERGY INC.	59.264188	Suspension
W0145614	08-28-079-09W6	GOLDEN PRAIRIE ENERGY LTD.	3.750000	Suspension
W0145614	08-28-079-09W6	JAY-TWO RESOURCES LTD.	3.750000	Suspension
W0145614	08-28-079-09W6	W.F. BROWN EXPLORATION LTD.	8.292250	Suspension
W0145614	08-28-079-09W6	HARVEST OPERATIONS CORP.	2.499750	Suspension
W0145614	08-28-079-09W6	MANITOK ENERGY INC.	69.208250	Suspension
W0145614	08-28-079-09W6	SANLING ENERGY LTD.	12.499750	Suspension
W0145991	06-17-077-05W6	CYCLE ENERGY LTD.	6.000000	Suspension
W0145991	06-17-077-05W6	CANADIAN NATURAL RESOURCES LIMITED	28.875000	Suspension
W0145991	06-17-077-05W6	MANITOK ENERGY INC.	50.125000	Suspension
W0145991	06-17-077-05W6	KELT EXPLORATION LTD.	15.000000	Suspension
W0148223	10-34-072-04W5	PARAMOUNT RESOURCES LTD.	19.796102	Issued
W0148223	10-34-072-04W5	CHAIR RESOURCES INC.	20.939710	Issued
W0148223	10-34-072-04W5	MANITOK ENERGY INC.	59.264188	Issued
W0148771	04-02-073-04W5	PARAMOUNT RESOURCES LTD.	19.796102	Suspension
W0148771	04-02-073-04W5	CHAIR RESOURCES INC.	20.939710	Suspension
W0148771	04-02-073-04W5	MANITOK ENERGY INC.	59.264188	Suspension
W0150537	01-03-073-04W5	PARAMOUNT RESOURCES LTD.	19.796102	Suspension
W0150537	01-03-073-04W5	CHAIR RESOURCES INC.	20.939710	Suspension
W0150537	01-03-073-04W5	MANITOK ENERGY INC.	59.264188	Suspension
W0160771	16-33-079-09W6	L'ECUYER, ALBERT	2.760000	Suspension
W0160771	16-33-079-09W6	HARVEST OPERATIONS CORP.	5.555000	Suspension
W0160771	16-33-079-09W6	MANITOK ENERGY INC.	91.685000	Suspension
W0162541	14-33-079-09W6	L'ECUYER, ALBERT	2.760000	Suspension
W0162541	14-33-079-09W6	HARVEST OPERATIONS CORP.	5.555000	Suspension
W0162541	14-33-079-09W6	MANITOK ENERGY INC.	91.685000	Suspension
W0164094	06-01-041-03W5	NAL RESOURCES LIMITED	4.887930	Issued
W0164094	06-01-041-03W5	MANITOK ENERGY INC.	83.474140	Issued
W0164094	06-01-041-03W5	FREEHOLD ROYALTIES PARTNERSHIP c/o FREEHOLD ROYALTIES LTD.	11.637930	Issued
W0164867	04-17-072-03W5	CHAIR RESOURCES INC.	8.786027	Suspension
W0164867	04-17-072-03W5	CANADIAN NATURAL RESOURCES LIMITED	9.100000	Suspension
W0164867	04-17-072-03W5	SUTTON ENERGY LTD.	6.089841	Suspension
W0164867	04-17-072-03W5	SIGNALTA RESOURCES LIMITED	2.609932	Suspension
W0164867	04-17-072-03W5	MANITOK ENERGY INC.	42.883676	Suspension



W0164867	04-17-072-03W5	SUMMERLAND ENERGY INC.	7.054665	Suspension
W0164867	04-17-072-03W5	QUESTFIRE ENERGY CORP.	2.311862	Suspension
W0164867	04-17-072-03W5	CARDINAL ENERGY LTD.	21.163996	Suspension
W0174430	12-23-074-04W5	CHAIR RESOURCES INC.	8.081888	Suspension
W0174430	12-23-074-04W5	MANITOK ENERGY INC.	91.918112	Suspension
W0174665	02-14-028-05W5	VERMILION ENERGY INC.	33.000000	Suspension
W0174665	02-14-028-05W5	MANITOK ENERGY INC.	67.000000	Suspension
W0179398	11-01-028-05W5	NAL RESOURCES LIMITED	12.500000	Suspension
W0179398	11-01-028-05W5	MANITOK ENERGY INC.	62.750000	Suspension
W0179398	11-01-028-05W5	VERMILION ENERGY INC.	24.750000	Suspension
W0180316	05-23-028-05W5	VERMILION ENERGY INC.	33.000000	Suspension
W0180316	05-23-028-05W5	MANITOK ENERGY INC.	67.000000	Suspension
W0192353	06-07-029-05W5	VERMILION ENERGY INC.	33.000000	Suspension
W0192353	06-07-029-05W5	MANITOK ENERGY INC.	67.000000	Suspension
W0196349	06-17-069-14W4	CANADIAN NATURAL RESOURCES LIMITED	48.822630	Issued
W0196349	06-17-069-14W4	MANITOK ENERGY INC.	51.177370	Issued
W0224448	01-27-026-05W5	VERMILION ENERGY INC.	33.000000	Suspension
W0224448	01-27-026-05W5	MANITOK ENERGY INC.	67.000000	Suspension
W0224904	07-10-008-10W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Issued
W0224904	07-10-008-10W4	BUMPER DEVELOPMENT CORPORATION LTD.	32.500000	Issued
W0224904	07-10-008-10W4	MANITOK ENERGY INC.	55.500000	Issued
W0232515	07-36-082-10W6	TAQA NORTH LTD.	33.333000	Suspension
W0232515	07-36-082-10W6	MANITOK ENERGY INC.	66.667000	Suspension
W0233042	02-27-026-05W5	VERMILION ENERGY INC.	16.500000	Suspension
W0233042	02-27-026-05W5	NAL RESOURCES LIMITED	25.000000	Suspension
W0233042	02-27-026-05W5	MANITOK ENERGY INC.	33.500000	Suspension
W0233042	02-27-026-05W5	CANLIN RESOURCES PARTNERSHIP c/o CANLIN ENERGY CORPORATION	25.000000	Suspension
W0239676	11-36-082-10W6	TAQA NORTH LTD.	33.333000	Suspension
W0239676	11-36-082-10W6	MANITOK ENERGY INC.	66.667000	Suspension
W0242587	06-11-041-03W5	SIGNALTA RESOURCES LIMITED	58.500000	Suspension
W0242587	06-11-041-03W5	MANITOK ENERGY INC.	37.250000	Suspension
W0242587	06-11-041-03W5	FREEHOLD ROYALTIES PARTNERSHIP c/o FREEHOLD ROYALTIES LTD.	4.250000	Suspension
W0245524	05-28-009-09W4	MEAD RESOURCES INC	5.000000	Suspension
W0245524	05-28-009-09W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Suspension
W0245524	05-28-009-09W4	BUMPER DEVELOPMENT CORPORATION LTD.	5.000000	Suspension
W0245524	05-28-009-09W4	MANITOK ENERGY INC.	78.000000	Suspension
W0245878	13-08-072-03W5	CHAIR RESOURCES INC.	16.290000	Issued
W0245878	13-08-072-03W5	MANITOK ENERGY INC.	27.140000	Issued
W0245878	13-08-072-03W5	SUMMERLAND ENERGY INC.	14.142500	Issued
W0245878	13-08-072-03W5	CARDINAL ENERGY LTD.	42.427500	Issued



W0249095	01-34-026-28W4	NEXEN CROSSFIELD PARTNERSHIP c/o CNOOC PETROLEUM NORTH AMERICA ULC	25.000000	Suspension
W0249095	01-34-026-28W4	EXXONMOBIL CANADA ENERGY c/o EXXONMOBIL CANADA LTD.	25.000000	Suspension
W0249095	01-34-026-28W4	MANITOK ENERGY INC.	50.000000	Suspension
W0250584	10-33-008-11W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Amended
W0250584	10-33-008-11W4	BUMPER DEVELOPMENT CORPORATION LTD.	32.500000	Amended
W0250584	10-33-008-11W4	MANITOK ENERGY INC.	55.500000	Amended
W0250588	08-06-009-11W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Issued
W0250588	08-06-009-11W4	BUMPER DEVELOPMENT CORPORATION LTD.	32.500000	Issued
W0250588	08-06-009-11W4	MANITOK ENERGY INC.	55.500000	Issued
W0255298	11-02-081-12W6	ARC RESOURCES LTD.	60.000000	Suspension
W0255298	11-02-081-12W6	MANITOK ENERGY INC.	40.000000	Suspension
W0255806	04-14-081-12W6	ARC RESOURCES LTD.	47.500000	Suspension
W0255806	04-14-081-12W6	CANADIAN NATURAL RESOURCES LIMITED	26.250000	Suspension
W0255806	04-14-081-12W6	MANITOK ENERGY INC.	26.250000	Suspension
W0258797	04-05-009-09W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Issued
W0258797	04-05-009-09W4	BUMPER DEVELOPMENT CORPORATION LTD.	32.500000	Issued
W0258797	04-05-009-09W4	MANITOK ENERGY INC.	55.500000	Issued
W0258949	14-19-012-04W4	CITY OF MEDICINE HAT	25.000000	Issued
W0258949	14-19-012-04W4	MANITOK ENERGY INC.	75.000000	Issued
W0259393	16-10-081-12W6	CANADIAN NATURAL RESOURCES LIMITED	50.000000	Suspension
W0259393	16-10-081-12W6	MANITOK ENERGY INC.	50.000000	Suspension
W0260613	09-01-041-03W5	CENOVUS ENERGY INC.	7.250970	Suspension
W0260613	09-01-041-03W5	MANITOK ENERGY INC.	80.513010	Suspension
W0260613	09-01-041-03W5	FREEHOLD ROYALTIES PARTNERSHIP c/o FREEHOLD ROYALTIES LTD.	12.236020	Suspension
W0261176	10-18-048-22W5	HUSKY OIL OPERATIONS LIMITED	50.000000	Amended
W0261176	10-18-048-22W5	MANITOK ENERGY INC.	50.000000	Amended
W0262257	14-18-012-04W4	CITY OF MEDICINE HAT	25.000000	Issued
W0262257	14-18-012-04W4	MANITOK ENERGY INC.	75.000000	Issued
W0265525	05-23-110-24W5	TAQA NORTH LTD.	75.000000	Issued
W0265525	05-23-110-24W5	MANITOK ENERGY INC.	25.000000	Issued
W0265965	01-03-095-01W6	SYDCO ENERGY INC.	14.285715	Suspension
W0265965	01-03-095-01W6	MANITOK ENERGY INC.	42.857143	Suspension
W0265965	01-03-095-01W6	SANLING ENERGY LTD.	42.857142	Suspension
W0266229	06-36-024-28W4	EXXONMOBIL CANADA ENERGY c/o EXXONMOBIL CANADA LTD.	33.333340	Suspension
W0266229	06-36-024-28W4	MANITOK ENERGY INC.	66.666660	Suspension
W0266344	06-26-024-28W4	EXXONMOBIL CANADA ENERGY	33.328000	Suspension



		c/o EXXONMOBIL CANADA LTD.		
W0266344	06-26-024-28W4	MANITOK ENERGY INC.	66.672000	Suspension
W0270514	04-16-081-12W6	CANADIAN NATURAL RESOURCES LIMITED	75.000000	Issued
W0270514	04-16-081-12W6	MANITOK ENERGY INC.	25.000000	Issued
W0273414	10-19-072-07W5	WXW ENERGY INC.	30.000000	Issued
W0273414	10-19-072-07W5	MANITOK ENERGY INC.	70.000000	Issued
W0275678	14-17-095-01W6	MANITOK ENERGY INC.	60.000000	Suspension
W0275678	14-17-095-01W6	SANLING ENERGY LTD.	40.000000	Suspension
W0275679	08-08-095-01W6	MANITOK ENERGY INC.	60.000000	Suspension
W0275679	08-08-095-01W6	SANLING ENERGY LTD.	40.000000	Suspension
W0275968	06-07-095-01W6	MANITOK ENERGY INC.	60.000000	Issued
W0275968	06-07-095-01W6	SANLING ENERGY LTD.	40.000000	Issued
W0278554	16-24-008-11W4	PETROCAPITA OIL AND GAS L.P.	7.058800	Suspension
W0278554	16-24-008-11W4	CANADIAN NATURAL RESOURCES LIMITED	20.588250	Suspension
W0278554	16-24-008-11W4	BUMPER DEVELOPMENT CORPORATION LTD.	19.117700	Suspension
W0278554	16-24-008-11W4	MANITOK ENERGY INC.	32.647000	Suspension
W0278554	16-24-008-11W4	CLEARVIEW RESOURCES LTD.	20.588250	Suspension
W0281135	11-35-080-12W6	CANADIAN NATURAL RESOURCES LIMITED	37.500000	Suspension
W0281135	11-35-080-12W6	GLENOGLE ENERGY INC.	25.000000	Suspension
W0281135	11-35-080-12W6	MANITOK ENERGY INC.	37.500000	Suspension
W0281949	11-16-100-08W6	MANITOK ENERGY INC.	65.000000	Amended
W0281949	11-16-100-08W6	SANLING ENERGY LTD.	35.000000	Amended
W0283957	06-12-095-02W6	MANITOK ENERGY INC.	60.000000	Issued
W0283957	06-12-095-02W6	SANLING ENERGY LTD.	40.000000	Issued
W0287800	06-35-080-12W6	CANADIAN NATURAL RESOURCES LIMITED	37.500000	Suspension
W0287800	06-35-080-12W6	GLENOGLE ENERGY INC.	25.000000	Suspension
W0287800	06-35-080-12W6	MANITOK ENERGY INC.	37.500000	Suspension
W0288305	08-16-081-12W6	ARC RESOURCES LTD.	50.000000	Suspension
W0288305	08-16-081-12W6	CANADIAN NATURAL RESOURCES LIMITED	25.000000	Suspension
W0288305	08-16-081-12W6	MANITOK ENERGY INC.	25.000000	Suspension
W0290798	03-20-013-15W4	CANADIAN NATURAL RESOURCES LIMITED	22.500000	Suspension
W0290798	03-20-013-15W4	MANITOK ENERGY INC.	77.500000	Suspension
W0291166	01-27-072-04W5	ZARGON OIL & GAS PARTNERSHIP c/o ZARGON OIL & GAS LTD.	25.000000	Amended
W0291166	01-27-072-04W5	VERITY ENERGY LTD.	25.000000	Amended
W0291166	01-27-072-04W5	MANITOK ENERGY INC.	50.000000	Amended
W0295532	06-01-044-06W5	MUDDY PETROLEUM COMPANY LTD.	30.000000	Issued
W0295532	06-01-044-06W5	MANITOK ENERGY INC.	70.000000	Issued
W0296956	08-35-080-12W6	CANADIAN NATURAL RESOURCES	37.500000	Suspension



		LIMITED		
W0296956	08-35-080-12W6	GLENOGLE ENERGY INC.	25.000000	Suspension
W0296956	08-35-080-12W6	MANITOK ENERGY INC.	37.500000	Suspension
W0301069	04-20-095-01W6	LINTUS RESOURCES LIMITED	1.250000	Issued
W0301069	04-20-095-01W6	REDEAGLE RESOURCES LTD.	2.500000	Issued
W0301069	04-20-095-01W6	SURGE GENERAL PARTNERSHIP c/o SURGE ENERGY INC.	15.000000	Issued
W0301069	04-20-095-01W6	MANITOK ENERGY INC.	50.000000	Issued
W0301069	04-20-095-01W6	ACQUISITION OIL CORP.	31.250000	Issued
W0304284	14-01-081-12W6	CANADIAN NATURAL RESOURCES LIMITED	41.176471	Suspension
W0304284	14-01-081-12W6	BIRCHCLIFF ENERGY LTD.	17.647059	Suspension
W0304284	14-01-081-12W6	MANITOK ENERGY INC.	41.176471	Suspension
W0306238	03-31-042-03W5	GEAR ENERGY LTD.	40.000000	Issued
W0306238	03-31-042-03W5	MANITOK ENERGY INC.	60.000000	Issued
W0314126	01-09-081-12W6	MANITOK ENERGY INC.	56.250000	Suspension
W0314126	01-09-081-12W6	LONGSHORE RESOURCES LTD.	43.750000	Suspension
W0315675	01-09-008-10W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Issued
W0315675	01-09-008-10W4	BUMPER DEVELOPMENT CORPORATION LTD.	32.500000	Issued
W0315675	01-09-008-10W4	MANITOK ENERGY INC.	55.500000	Issued
W0317057	13-18-079-09W6	MANITOK ENERGY INC.	55.000000	Suspension
W0317057	13-18-079-09W6	LONGSHORE RESOURCES LTD.	45.000000	Suspension
W0318996	16-21-079-09W6	PARAMOUNT RESOURCES LTD.	21.875000	Suspension
W0318996	16-21-079-09W6	MANITOK ENERGY INC.	48.125000	Suspension
W0318996	16-21-079-09W6	LONGSHORE RESOURCES LTD.	30.000000	Suspension
W0321802	15-03-081-12W6	BIRCHCLIFF ENERGY LTD.	15.000000	Suspension
W0321802	15-03-081-12W6	MANITOK ENERGY INC.	47.812500	Suspension
W0321802	15-03-081-12W6	LONGSHORE RESOURCES LTD.	37.187500	Suspension
W0325196	09-29-095-01W6	FRANCO-NEVADA CORPORATION	12.500000	Suspension
W0325196	09-29-095-01W6	CANADIAN NATURAL RESOURCES LIMITED	12.500000	Suspension
W0325196	09-29-095-01W6	MANITOK ENERGY INC.	75.000000	Suspension
W0327971	04-20-013-15W4	CANADIAN NATURAL RESOURCES LIMITED	22.500000	Suspension
W0327971	04-20-013-15W4	MANITOK ENERGY INC.	77.500000	Suspension
W0331928	09-28-085-11W6	MANITOK ENERGY INC.	60.000000	Issued
W0331928	09-28-085-11W6	ENERCAPITA ENERGY LTD.	40.000000	Issued
W0334123	11-35-085-11W6	YOHO RESOURCES INC.	7.000000	Issued
W0334123	11-35-085-11W6	TAQA NORTH LTD.	10.500000	Issued
W0334123	11-35-085-11W6	MANITOK ENERGY INC.	82.500000	Issued
W0338256	03-15-008-10W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Suspension
W0338256	03-15-008-10W4	BUMPER DEVELOPMENT CORPORATION LTD.	32.500000	Suspension
W0338256	03-15-008-10W4	MANITOK ENERGY INC.	55.500000	Suspension
W0338818	01-33-008-11W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Issued
W0338818	01-33-008-11W4	BUMPER DEVELOPMENT	32.500000	Issued



		CORPORATION LTD.		
W0338818	01-33-008-11W4	MANITOK ENERGY INC.	55.500000	Issued
W0338935	03-33-008-11W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Amended
W0338935	03-33-008-11W4	BUMPER DEVELOPMENT CORPORATION LTD.	32.500000	Amended
W0338935	03-33-008-11W4	MANITOK ENERGY INC.	55.500000	Amended
W0339130	14-19-008-10W4	PETROCAPITA OIL AND GAS L.P.	7.058800	Issued
W0339130	14-19-008-10W4	CANADIAN NATURAL RESOURCES LIMITED	20.588250	Issued
W0339130	14-19-008-10W4	BUMPER DEVELOPMENT CORPORATION LTD.	19.117700	Issued
W0339130	14-19-008-10W4	MANITOK ENERGY INC.	32.647000	Issued
W0339130	14-19-008-10W4	CLEARVIEW RESOURCES LTD.	20.588250	Issued
W0340889	09-01-041-03W5	NAL RESOURCES LIMITED	19.125000	Suspension
W0340889	09-01-041-03W5	CENOVUS ENERGY INC.	25.000000	Suspension
W0340889	09-01-041-03W5	MANITOK ENERGY INC.	55.875000	Suspension
W0341634	12-10-041-03W5	WRANGLER MANAGEMENT LTD.	1.250000	Suspension
W0341634	12-10-041-03W5	SIGNALTA RESOURCES LIMITED	17.500000	Suspension
W0341634	12-10-041-03W5	NAL RESOURCES LIMITED	6.450000	Suspension
W0341634	12-10-041-03W5	CENOVUS ENERGY INC.	25.000000	Suspension
W0341634	12-10-041-03W5	MANITOK ENERGY INC.	49.800000	Suspension
W0341862	04-20-013-15W4	CANADIAN NATURAL RESOURCES LIMITED	22.500000	Suspension
W0341862	04-20-013-15W4	MANITOK ENERGY INC.	77.500000	Suspension
W0348899	03-29-095-01W6	FRANCO-NEVADA CORPORATION	12.500000	Issued
W0348899	03-29-095-01W6	CANADIAN NATURAL RESOURCES LIMITED	12.500000	Issued
W0348899	03-29-095-01W6	MANITOK ENERGY INC.	75.000000	Issued
W0349719	14-06-096-01W6	LINTUS RESOURCES LIMITED	0.625000	Issued
W0349719	14-06-096-01W6	SURGE GENERAL PARTNERSHIP c/o SURGE ENERGY INC.	6.250000	Issued
W0349719	14-06-096-01W6	MANITOK ENERGY INC.	75.000000	Issued
W0349719	14-06-096-01W6	ACQUISITION OIL CORP.	18.125000	Issued
W0351151	06-31-006-09W4	CANADIAN NATURAL RESOURCES LIMITED	25.000000	Issued
W0351151	06-31-006-09W4	MANITOK ENERGY INC.	50.000000	Issued
W0351151	06-31-006-09W4	SANLING ENERGY LTD.	25.000000	Issued
W0351167	06-32-006-09W4	MANITOK ENERGY INC.	76.562500	Issued
W0351167	06-32-006-09W4	SANLING ENERGY LTD.	23.437500	Issued
W0351330	06-30-006-09W4	CANADIAN NATURAL RESOURCES LIMITED	25.000000	Issued
W0351330	06-30-006-09W4	MANITOK ENERGY INC.	50.000000	Issued
W0351330	06-30-006-09W4	SANLING ENERGY LTD.	25.000000	Issued
W0356726	04-06-009-11W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Issued
W0356726	04-06-009-11W4	BUMPER DEVELOPMENT CORPORATION LTD.	32.500000	Issued
W0356726	04-06-009-11W4	MANITOK ENERGY INC.	55.500000	Issued



W0356894	10-17-043-03W5	MANITOK ENERGY INC.	60.000000	Issued
W0356894	10-17-043-03W5	BONAVISTA ENERGY CORPORATION	40.000000	Issued
W0359533	10-35-080-12W6	CANADIAN NATURAL RESOURCES LIMITED	37.500000	Suspension
W0359533	10-35-080-12W6	GLENOGLE ENERGY INC.	25.000000	Suspension
W0359533	10-35-080-12W6	MANITOK ENERGY INC.	37.500000	Suspension
W0360751	08-15-086-11W6	WHITECAP RESOURCES INC.	50.000000	Issued
W0360751	08-15-086-11W6	MANITOK ENERGY INC.	50.000000	Issued
W0361625	06-32-025-23W4	TAQA NORTH LTD.	19.740700	Suspension
W0361625	06-32-025-23W4	MANITOK ENERGY INC.	80.259300	Suspension
W0364057	15-10-041-03W5	WRANGLER MANAGEMENT LTD.	1.250000	Suspension
W0364057	15-10-041-03W5	MANITOK ENERGY INC.	98.750000	Suspension
W0366101	07-19-079-09W6	MANITOK ENERGY INC.	70.000000	Suspension
W0366101	07-19-079-09W6	LONGSHORE RESOURCES LTD.	30.000000	Suspension
W0381517	11-07-028-20W4	MANITOK ENERGY INC.	40.000000	Issued
W0381517	11-07-028-20W4	SANLING ENERGY LTD.	60.000000	Issued
W0383268	05-15-042-05W5	HEAD FIRST ENERGY INC.	25.000000	Issued
W0383268	05-15-042-05W5	MANITOK ENERGY INC.	52.500000	Issued
W0383268	05-15-042-05W5	CANLIN RESOURCES PARTNERSHIP c/o CANLIN ENERGY CORPORATION	22.500000	Issued
W0384736	02-11-041-03W5	SOUNDER PETROLEUM LTD.	0.500000	Suspension
W0384736	02-11-041-03W5	STARCHILD ENERGY SYSTEMS LTD.	1.931800	Suspension
W0384736	02-11-041-03W5	SIGNALTA RESOURCES LIMITED	31.681800	Suspension
W0384736	02-11-041-03W5	GEAR ENERGY LTD.	4.375000	Suspension
W0384736	02-11-041-03W5	MANITOK ENERGY INC.	61.511400	Suspension
W0395529	03-06-083-09W6	HARVEST OPERATIONS CORP.	30.000000	Suspension
W0395529	03-06-083-09W6	TAQA NORTH LTD.	13.333200	Suspension
W0395529	03-06-083-09W6	MANITOK ENERGY INC.	56.666800	Suspension
W0398023	04-35-080-12W6	CANADIAN NATURAL RESOURCES LIMITED	37.500000	Suspension
W0398023	04-35-080-12W6	GLENOGLE ENERGY INC.	25.000000	Suspension
W0398023	04-35-080-12W6	MANITOK ENERGY INC.	37.500000	Suspension
W0398027	12-35-080-12W6	CANADIAN NATURAL RESOURCES LIMITED	37.500000	Suspension
W0398027	12-35-080-12W6	GLENOGLE ENERGY INC.	25.000000	Suspension
W0398027	12-35-080-12W6	MANITOK ENERGY INC.	37.500000	Suspension
W0398931	03-20-013-15W4	CANADIAN NATURAL RESOURCES LIMITED	22.500000	Suspension
W0398931	03-20-013-15W4	MANITOK ENERGY INC.	77.500000	Suspension
W0399219	02-35-080-12W6	CANADIAN NATURAL RESOURCES LIMITED	37.500000	Suspension
W0399219	02-35-080-12W6	GLENOGLE ENERGY INC.	25.000000	Suspension
W0399219	02-35-080-12W6	MANITOK ENERGY INC.	37.500000	Suspension
W0401050	11-11-041-03W5	STARCHILD ENERGY SYSTEMS LTD.	1.885100	Suspension



W0401050	11-11-041-03W5	ASTRAL ENERGY HOLDINGS LTD.	1.875000	Suspension
W0401050	11-11-041-03W5	CANADIAN NATURAL RESOURCES LIMITED	0.937500	Suspension
W0401050	11-11-041-03W5	SIGNALTA RESOURCES LIMITED	30.916600	Suspension
W0401050	11-11-041-03W5	GEAR ENERGY LTD.	4.375000	Suspension
W0401050	11-11-041-03W5	MANITOK ENERGY INC.	60.010800	Suspension
W0412604	16-10-041-03W5	WRANGLER MANAGEMENT LTD.	1.250000	Suspension
W0412604	16-10-041-03W5	SIGNALTA RESOURCES LIMITED	17.500000	Suspension
W0412604	16-10-041-03W5	NAL RESOURCES LIMITED	6.450000	Suspension
W0412604	16-10-041-03W5	MANITOK ENERGY INC.	74.800000	Suspension
W0413353	04-33-042-02W5	MANITOK ENERGY INC.	75.000000	Issued
W0413353	04-33-042-02W5	BONAVISTA ENERGY CORPORATION	25.000000	Issued
W0433899	12-36-037-06W5	MUDDY PETROLEUM COMPANY LTD.	15.000000	Issued
W0433899	12-36-037-06W5	MANITOK ENERGY INC.	85.000000	Issued
W0437612	16-36-020-04W5	ODIN CAPITAL INC.	3.903750	Suspension
W0437612	16-36-020-04W5	MANITOK ENERGY INC.	96.096250	Suspension
W0444172	01-36-042-16W5	MANITOK ENERGY INC.	65.000000	Suspension
W0444172	01-36-042-16W5	PETRUS RESOURCES CORP.	35.000000	Suspension
W0445131	01-36-042-16W5	MANITOK ENERGY INC.	72.000000	Suspension
W0445131	01-36-042-16W5	PETRUS RESOURCES CORP.	28.000000	Suspension
W0460915	01-36-042-16W5	MANITOK ENERGY INC.	25.000000	Suspension
W0460915	01-36-042-16W5	PETRUS RESOURCES CORP.	25.000000	Suspension
W0460915	01-36-042-16W5	CANLIN RESOURCES PARTNERSHIP c/o CANLIN ENERGY CORPORATION	50.000000	Suspension

Table 2 – Facility Licences

FacilityLicence	Surface location	WIP name	WIP Percentage	Licence Status
F16441	16-33-079-09W6	HARVEST OPERATIONS CORP.	5.555000	Issued
F16441	16-33-079-09W6	L'ECUYER, ALBERT	2.760000	Issued
F16441	16-33-079-09W6	MANITOK ENERGY INC.	91.685000	Issued
F21572	04-11-011-13W4	FIRST WEST PETROLEUM INC.	5.118700	Issued
F21572	04-11-011-13W4	JOURNEY ENERGY INC.	10.300000	Issued
F21572	04-11-011-13W4	MANITOK ENERGY INC.	39.831300	Issued
F21572	04-11-011-13W4	SANLING ENERGY LTD.	44.750000	Issued
F22793	15-13-008-10W4	BUMPER DEVELOPMENT CORPORATION LTD.	32.500000	Issued
F22793	15-13-008-10W4	MANITOK ENERGY INC.	55.500000	Issued
F22793	15-13-008-10W4	PETROCAPITA OIL AND GAS L.P.	12.000000	Issued
F25965	10-01-041-03W5	FREEHOLD ROYALTIES LTD.	12.500000	Issued
F25965	10-01-041-03W5	MANITOK ENERGY INC.	82.250000	Issued
F25965	10-01-041-03W5	NAL RESOURCES LIMITED	5.250000	Issued



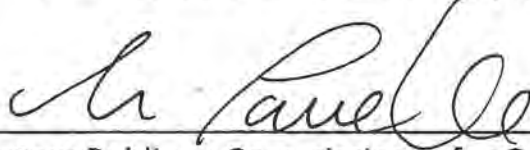
F26171	11-02-081-12W6	ARC RESOURCES LTD.	60.000000	Amended
F26171	11-02-081-12W6	MANITOK ENERGY INC.	40.000000	Amended
F26197	04-14-081-12W6	ARC RESOURCES LTD.	47.500000	Amended
F26197	04-14-081-12W6	CANADIAN NATURAL RESOURCES LIMITED	26.250000	Amended
F26197	04-14-081-12W6	MANITOK ENERGY INC.	26.250000	Amended
F26772	16-36-027-05W5	MANITOK ENERGY INC.	67.000000	Issued
F26772	16-36-027-05W5	VERMILION ENERGY INC.	33.000000	Issued
F29860	11-02-081-12W6	ARC RESOURCES LTD.	38.180000	Issued
F29860	11-02-081-12W6	CANADIAN NATURAL RESOURCES LIMITED	27.125000	Issued
F29860	11-02-081-12W6	CANADIAN NATURAL RESOURCES NORTHERN ALBERTA PARTNERSHIP c/o CANADIAN NATURAL RESOURCES LIMITED	3.320000	Issued
F29860	11-02-081-12W6	GLENOGLE ENERGY INC.	4.250000	Issued
F29860	11-02-081-12W6	MANITOK ENERGY INC.	27.125000	Issued
F30310	10-18-048-22W5	HUSKY OIL OPERATIONS LIMITED	50.000000	Amended
F30310	10-18-048-22W5	MANITOK ENERGY INC.	50.000000	Amended
F30498	04-20-013-15W4	CANADIAN NATURAL RESOURCES LIMITED	22.500000	Issued
F30498	04-20-013-15W4	MANITOK ENERGY INC.	77.500000	Issued
F31717	03-20-013-15W4	CANADIAN NATURAL RESOURCES LIMITED	22.500000	Amended
F31717	03-20-013-15W4	MANITOK ENERGY INC.	77.500000	Amended
F32046	03-20-079-09W6	MANITOK ENERGY INC.	70.000000	Issued
F32046	03-20-079-09W6	LONGSHORE RESOURCES LTD.	30.000000	Issued
F32089	01-09-079-11W6	LONGSHORE RESOURCES LTD.	8.750000	Issued
F32089	01-09-079-11W6	MANITOK ENERGY INC.	67.250000	Issued
F32089	01-09-079-11W6	LONGSHORE RESOURCES LTD.	24.000000	Issued
F32734	01-09-081-12W6	MANITOK ENERGY INC.	56.250000	Issued
F32734	01-09-081-12W6	LONGSHORE RESOURCES LTD.	43.750000	Issued
F34499	08-28-079-09W6	GOLDEN PRAIRIE ENERGY LTD.	3.750000	Issued
F34499	08-28-079-09W6	HARVEST OPERATIONS CORP.	2.499750	Issued
F34499	08-28-079-09W6	JAY-TWO RESOURCES LTD.	3.750000	Issued
F34499	08-28-079-09W6	MANITOK ENERGY INC.	69.208250	Issued
F34499	08-28-079-09W6	SANLING ENERGY LTD.	12.499750	Issued
F34499	08-28-079-09W6	W.F. BROWN EXPLORATION LTD.	8.292250	Issued
F36607	05-01-049-25W4	LENALTA HOLDINGS LTD.	2.000000	Issued
F36607	05-01-049-25W4	MANITOK ENERGY INC.	98.000000	Issued
F36799	05-24-051-10W4	CANADIAN NATURAL RESOURCES LIMITED	22.500000	Issued
F36799	05-24-051-10W4	MANITOK ENERGY INC.	16.667000	Issued
F36799	05-24-051-10W4	PERPETUAL OPERATING CORP.	60.833000	Issued
F39233	03-31-042-03W5	GEAR ENERGY LTD.	40.000000	Issued
F39233	03-31-042-03W5	MANITOK ENERGY INC.	60.000000	Issued
F39873	06-35-080-12W6	CANADIAN NATURAL RESOURCES	37.500000	Issued

		LIMITED		
F39873	06-35-080-12W6	GLENOGLE ENERGY INC.	25.000000	Issued
F39873	06-35-080-12W6	MANITOK ENERGY INC.	37.500000	Issued
F8795	10-10-041-03W5	CHINOOK ENERGY INC.	30.459800	Amended
F8795	10-10-041-03W5	FREEHOLD ROYALTIES LTD.	4.601000	Amended
F8795	10-10-041-03W5	MANITOK ENERGY INC.	30.459800	Amended
F8795	10-10-041-03W5	NAL RESOURCES LIMITED	5.870000	Amended
F8795	10-10-041-03W5	SIGNALTA RESOURCES LIMITED	27.727500	Amended
F8795	10-10-041-03W5	WRANGLER MANAGEMENT LTD.	0.881900	Amended

This is Exhibit "D" referred to in the

Affidavit of Laura Chant

affirmed before me this 7<sup>th</sup> day of October, 2020

A handwritten signature in black ink, appearing to read "M. Lavelle", written over a horizontal line.

A Notary Public or Commissioner for Oaths in and for Alberta

Maria E. Lavelle  
Barrister and Solicitor  
Alberta Energy Regulator





## Environmental Protection Order EPO 2020-05

MADE at the City of Calgary, in the  
Province of Alberta, on

**January 29, 2020**

ALBERTA ENERGY REGULATOR

The Alberta Energy Regulator ("AER"), under sections 140 and 241 of the *Environmental Protection and Enhancement Act* ("EPEA" or the "Act") orders:

**Manitok Energy Inc. (A5M4)**

1600, 421 7 Ave SW  
Calgary, AB T2P 4K9  
("the Licensee")

WHEREAS the Licensee is the holder of licenses issued by the Alberta Energy Regulator ("AER") for the wells listed in Appendix 1 (the "Licences");

WHEREAS the Licences are located on "specified land" as defined in s. 134(f) of *EPEA* and s. 1(t) of the *Conservation and Reclamation Regulation*, and described in Appendix 1 (the "Sites");

WHEREAS the Licensee is an "operator" in respect of the Sites as defined in s. 134(b) of *EPEA*;

WHEREAS on February 20, 2018, the Licensee was petitioned into receivership with Alvarez & Marsal Canada Inc. appointed as Receiver-Manager (Receiver);

WHEREAS on July 9, 2019, the Receiver received court approval for discharge over select Licensee's assets, including the Licences set out in Appendix 1 and the Receiver is not providing control or possession over the Sites;

WHEREAS the AER is of the opinion that the Licensee is unable to operate or to provide care and custody of the Manitok Sites;

WHEREAS the AER considers it necessary to issue an order to ensure public safety and protect the environment;

WHEREAS according to Alberta Corporate Registry, effective February 27, 2018, Manitok had no directors associated with the corporation, and a Struck status effective January 2, 2020;

WHEREAS section 137 of *EPEA* states that an operator must conserve and reclaim specified land;

WHEREAS reclamation certificates have not been issued for the Sites pursuant to s. 138 of the Act;

WHEREAS Kaitlin Szacki, Manager, Orphaning and Insolvency (the Manager) has the authority to issue environmental protection orders under sections 140 and 241 of *EPEA*;

WHEREAS the Manager is of the opinion that the performance of the work described in this Order is necessary to conserve and reclaim the specified land at the Sites;

THEREFORE, I, Kaitlin Szacki, Manager, Orphaning and Insolvency, under sections 140 and 241 of the *Environmental Protection and Enhancement Act*, DO HEREBY ORDER THE FOLLOWING:

1. The Licensee shall submit a plan (the "Reclamation Plan") to the Manager by February 11, 2020 for the conservation and reclamation of the Sites.
2. The Reclamation Plan for the conservation and reclamation of the Sites shall include the actions that will be taken to reclaim the Sites and obtain reclamation certificates as per section 137 of *EPEA*.
3. The Licensee shall implement the work in the Reclamation Plan that is approved by the Manager.
4. The Licensee shall apply for reclamation certificates for the Sites once all the work in the Reclamation Plan has been completed.

Dated at the City of Calgary in the Province of Alberta, on January 29, 2020.

<Original Signed By>

Kaitlin Szacki  
Manager, Orphaning and Insolvency  
Alberta Energy Regulator

In complying with this order, the party or parties named must obtain all approvals necessary, notwithstanding the above requirements.

This order in no way precludes any enforcement actions being taken regarding this matter under the *Environmental Protection and Enhancement Act* or any other provincial or federal legislation, or by any other regulator with jurisdiction.

All enforcement actions issued by the AER may be subject to a follow-up review to confirm previous commitments have been completed and measures have been implemented, to ensure similar noncompliances are prevented in the future. The AER may request any information that demonstrates steps have been taken to prevent repeat noncompliances from occurring.

Under the *Responsible Energy Development Act*, an eligible person may appeal decisions that meet certain criteria. Eligible persons and appealable decisions are defined in section 36 of the *Responsible Energy Development Act* and section 3.1 of the *Responsible Energy Development Act General Regulation*. If you wish to file a request for regulatory appeal, you must submit your request according to the AER's requirements. You can find filing requirements and forms on the AER website, [www.aer.ca](http://www.aer.ca), under Applications & Notices: Appeals.

Table 1 - Well List

Licence Number	Unique Well Identifier	Surface Location	Working Interest Participants	WIP Interest	Well Status	Surface Rights
W0460086	Not available.	03-25-010-29W4	Manitok Energy Inc.	100.00%	Cancelled	Private
W0460092	Not available.	03-25-010-29W4	Manitok Energy Inc.	100.00%	Cancelled	Private



This is Exhibit "E" referred to in the

Affidavit of Laura Chant

affirmed before me this 7<sup>th</sup> day of October, 2020



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A Notary Public or Commissioner for Oaths in and for Alberta

Maria E. Lavelle  
Barrister and Solicitor  
Alberta Energy Regulator

**Order AD 2020-022**

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MADE at the City of Calgary, in the  
Province of Alberta, on

**April 9, 2020**

ALBERTA ENERGY REGULATOR

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**Under section 25 and 27 of the *Oil and Gas Conservation Act* (OGCA)**

**Manitok Energy Inc. (A5M4)**

1600, 421 7 Ave SW  
Calgary, AB T2P 4K9

**(“Manitok” or “the Licensee”)**

and

Bounty Developments Ltd.  
1250, 340 - 12 Avenue S.W  
Calgary, AB T2R 1L5

**(collectively, “the Parties”)**

WHEREAS Manitok Energy Inc. (the Licensee) is the licensee of the facility licence outlined in Appendix A (the Manitok Licence);

WHEREAS the Licensee is the operator of the site (the Manitok Site) associated with the Manitok Licence;

WHEREAS the Parties are working interest participants in the Manitok Licence;

WHEREAS on February 20, 2018, the Licensee was petitioned into receivership with Alvarez & Marsal Canada Inc. appointed as Receiver-Manager (Receiver);

WHEREAS on July 9, 2019, the Receiver obtained court approval for partial discharge over select assets, including the Licence set out in Appendix 1, and the Receiver is not providing control or possession over the Manitok Site;

WHEREAS the Licensee’s status on the Alberta Corporate Registry as of January 2, 2020 is Struck;

WHEREAS the AER is of the opinion that the Licensee is unable to operate, or to provide care and custody of, the Manitok Site;

WHEREAS in the circumstances the Properties may pose an environmental or safety hazard and should be suspended and abandoned;

WHEREAS David Hardie, Director, Liability Management, has been appointed a Director for the purposes of issuing orders under the OGCA;

Therefore, I, David Hardie, Director, Liability Management, under sections 25 and 27 of the *OGCA*, DO HEREBY ORDER THE FOLLOWING:

1. The Manitok Licence is hereby suspended.
2. Any containment devices or equipment including but not limited to tanks, vessels, pipelines, lease piping, sumps, drains, tubs, containers, pits, or containment rings on the Manitok Site must be depressurized, emptied, and rendered safe in a manner acceptable to the AER no later than April 23, 2020.
3. Any fluids located on the Manitok Site must be immediately removed and stored or disposed of in a manner acceptable to the AER no later than April 23, 2020.
4. Any hazards on the Manitok Site that presents a risk to public safety or the environment, must be reported and addressed in a manner acceptable to the AER no later than April 23, 2020.
5. All wells listed in Appendix A must be shut in, sealed, locked and chained in a manner acceptable to the AER no later than April 23, 2020.
6. The Parties listed in Table 1 of Appendix A have until **May 9, 2020** to:
  - a. Notify the AER of the working interest participant's intention to apply for a transfer of the Manitok Licence in which they are a working interest participant, and advise if they are providing care and custody, including emergency response, of the Manitok Site listed in Table 1 of Appendix A; or
  - b. Submit an abandonment plan to the AER for approval that sets out the date by which the working interest participant will complete abandonment of the Manitok site listed in Appendix A in which they are a working interest participant;
    - i. Upon approval of the Abandonment Plan by the AER, the Parties shall abandon all wells and/or facilities in which they are a working interest participant.
    - ii. The Parties may submit amendments to the Abandonment Plan, for approval by the AER.



- iii. Upon written request of the AER, the Parties shall amend the Abandonment Plan.
- 7. When complying with section 6 of this Order, the Parties shall submit all applicable documentation confirming completion of abandonment operations, including confirmation of surface abandonment and removal of cement pads, debris, and produced liquids associated with the wells and facilities listed in Appendix A, in which they are a working interest participant.
- 8. Pursuant to section 101 of the *OGCA*, the Parties, and their agents, are entitled to have access to and may enter on the land and any structures on the land concerned for the purposes of carrying out activities contemplated in this Order.

Dated at the City of Calgary in the Province of Alberta, the 9th day of April, 2020.

<Original signed by>

David Hardie  
Director, Liability Management  
Alberta Energy Regulator

In complying with this order, the party or parties named must obtain all approvals necessary, notwithstanding the above requirements.

This order in no way precludes any enforcement actions being taken regarding this matter under the *Oil and Gas Conservation Act* and *Pipeline Act* or any other provincial or federal legislation, or by any other regulator with jurisdiction.

All enforcement actions issued by the AER may be subject to a follow-up review to confirm previous commitments have been completed and measures have been implemented, to ensure similar noncompliances are prevented in the future. The AER may request any information that demonstrates steps have been taken to prevent repeat noncompliances from occurring.

Under the *Responsible Energy Development Act*, an eligible person may appeal decisions that meet certain criteria. Eligible persons and appealable decisions are defined in section 36 of the *Responsible Energy Development Act* and section 3.1 of the *Responsible Energy Development Act General Regulation*. If you wish to file a request for regulatory appeal, you must submit your request according to

the AER's requirements. You can find filing requirements and forms on the AER website, [www.aer.ca](http://www.aer.ca), under Applications & Notices: Appeals.

**Appendix A****Table 1 – Facility Licences**

<b>Licence</b>	<b>Surface Location</b>	<b>Working Interest Participant</b>	<b>Percent</b>
F31644	12-34-010-13W4	Bounty Developments Ltd.	25.00%
F31644	12-34-010-13W4	Manitok Energy Inc.	75.00%



This is Exhibit "F" referred to in the

Affidavit of Laura Chant

affirmed before me this 7<sup>th</sup> day of October, 2020



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A Notary Public or Commissioner for Oaths in and for Alberta

Maria E. Lavelle  
Barrister and Solicitor  
Alberta Energy Regulator



## Environmental Protection Order EPO 2020-030

<p>MADE at the City of Calgary, in the Province of Alberta, on</p> <p><b>April 9, 2020</b></p>	<p>ALBERTA ENERGY REGULATOR</p>
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The Alberta Energy Regulator ("AER"), under sections 140 and 241 of the *Environmental Protection and Enhancement Act* ("EPEA" or the "Act") orders:

**Manitok Energy Inc. (A5M4)**

1600, 421 7 Ave SW  
Calgary, AB T2P 4K9

("the Licensee")

and

**Canadian Coyote Energy Ltd.**

1600, 333 – 7th Avenue S.W.  
Calgary, AB T2P 2Z1

and

**Pacoota Oil Ltd.**

1304 Killearn Avenue S.W.  
Calgary, AB T2V 2N4

and

**Templar Energy Ltd.**

110 - 625 4 Ave SW  
Calgary, AB T2P 3N9

(collectively, "the Parties")

WHEREAS the Parties were licensed or otherwise authorized by the AER to operate the wells on the land as legally described in Appendix 1 (the "Sites");

WHEREAS the Parties are "operators" as defined in s. 134(b) of *EPEA*;

WHEREAS on February 20, 2018, the Licensee was petitioned into receivership with Alvarez & Marsal Canada Inc. appointed as Receiver-Manager (Receiver);

WHEREAS on July 9, 2019, the Receiver obtained court approval for partial discharge over select assets, including the Licences set out in Appendix 1, and the Receiver is not providing control or possession over the Sites;

WHEREAS the Licensee's status on the Alberta Corporate Registry as of January 2, 2020 is Struck;

WHEREAS Canadian Coyote Energy Ltd., Pacoota Oil Ltd., and Templar Energy Ltd. are working interest participant in the wells on the Sites;

WHEREAS the status of Canadian Coyote Energy Ltd. on the Alberta Corporate Registry as of April 2, 2017 is Struck;

WHEREAS the status of Pacoota Oil Ltd. on the Alberta Corporate Registry as of January 2, 2005 is Struck;

WHEREAS the status of Templar Energy Ltd. on the Alberta Corporate Registry as of September 2, 1999 is Struck;

WHEREAS the Sites are "specified land" as defined in s. 134(f) of the Act and s. 1(t) of the *Conservation and Reclamation Regulation*;

WHEREAS section 137 of *EPEA* states that an operator must conserve and reclaim specified land;

WHEREAS reclamation certificates have not been issued for the Sites pursuant to s. 138 of the Act;

WHEREAS Kaitlin Szacki, Manager, Orphaning, Insolvency & Legacy has the authority to issue environmental protection orders under section 140 of the Act (the "Manager");

WHEREAS the Manager is of the opinion that the performance of the work described in this Order is necessary to conserve and reclaim the specified land at the Sites;

THEREFORE, I, Kaitlin Szacki, Manager, Orphaning, Insolvency & Legacy, under sections 140 and 241 of the *Environmental Protection and Enhancement Act*, DO HEREBY ORDER THE FOLLOWING:

1. The Licensee shall submit a plan (the "Reclamation Plan") to the Manager by April 16, 2020 for the conservation and reclamation of the Sites.
2. The Reclamation Plan for the conservation and reclamation of the Sites shall include the actions that will be taken to reclaim the Sites and obtain reclamation certificates as per section 137 of *EPEA*.
3. The Reclamation Plan shall include a detailed schedule of implementation for the work required by the Reclamation Plan.
4. The Licensee shall implement the work in the Reclamation Plan in accordance with the schedule of implementation that is approved by the Manager.
5. The Licensee shall apply for reclamation certificates for the Sites once all the work in the Reclamation Plan has been completed.

Dated at the City of Calgary in the Province of Alberta, on the 9th day of April, 2020.

<Original signed by>

Kaitlin Szacki,  
Manager, Orphaning, Insolvency & Legacy



In complying with this order, the party or parties named must obtain all approvals necessary, notwithstanding the above requirements.

This order in no way precludes any enforcement actions being taken regarding this matter under the *Environmental Protection and Enhancement Act* or any other provincial or federal legislation, or by any other regulator with jurisdiction.

All enforcement actions issued by the AER may be subject to a follow-up review to confirm previous commitments have been completed and measures have been implemented, to ensure similar noncompliances are prevented in the future. The AER may request any information that demonstrates steps have been taken to prevent repeat noncompliances from occurring.

Under the *Responsible Energy Development Act*, an eligible person may appeal decisions that meet certain criteria. Eligible persons and appealable decisions are defined in section 36 of the *Responsible Energy Development Act* and section 3.1 of the *Responsible Energy Development Act General Regulation*. If you wish to file a request for regulatory appeal, you must submit your request according to the AER's requirements. You can find filing requirements and forms on the AER website, [www.aer.ca](http://www.aer.ca), under Applications & Notices: Appeals.

# Appendix 1

## Table 1 - Well List

Licence No	UWI	Status	Surface Location	Working Interest Participants (WIP)	WIP Interest
W0471954	00/02-03-032-08W5/0	Issued	10-03-032-08W5	Manitok Energy Inc.	100.00%
W0469866	02/14-32-022-25W4/0	Issued	02-32-022-25W4	Manitok Energy Inc.	100.00%
W0460386	00/08-34-027-21W4/0	Issued	09-03-028-21W4	Manitok Energy Inc.	100.00%
W0303307	00/09-33-028-21W4/0	Issued	12-34-028-21W4	Manitok Energy Inc.	100.00%
W0300121	00/07-14-095-02W6/0	Abandoned	08-14-095-02W6	Manitok Energy Inc.	100.00%
W0295543	02/05-13-028-21W4/0	Issued	05-13-028-21W4	Manitok Energy Inc.	100.00%
W0294971	00/10-12-028-21W4/0	Amended	11-12-028-21W4	Manitok Energy Inc.	100.00%
W0278778	00/13-11-022-25W4/0	Abandoned	14-11-022-25W4	Manitok Energy Inc.	100.00%
W0259947	W0/13-07-028-20W4/0	Amended	12-07-028-20W4	Manitok Energy Inc.	100.00%
W0216811	02/12-07-028-20W4/0	Amended	15-12-028-21W4	Manitok Energy Inc.	100.00%
W0212335	00/11-34-028-21W4/0	Issued	12-34-028-21W4	Manitok Energy Inc.	100.00%
W0207053	00/07-13-028-21W4/0	Issued	16-12-028-21W4	Manitok Energy Inc.	100.00%
W0206266	02/06-13-028-21W4/0	Amended	15-12-028-21W4	Manitok Energy Inc.	100.00%
W0205175	00/12-34-028-21W4/0	Amended	12-34-028-21W4	Manitok Energy Inc.	100.00%
W0199440	00/05-35-090-06W5/0	Abandoned	05-35-090-06W5	Manitok Energy Inc.	100.00%
W0180726	00/16-12-028-21W4/0	Suspension	05-18-028-20W4	Manitok Energy Inc.	100.00%
W0170241	00/08-20-028-21W4/0	Suspension	08-20-028-21W4	Manitok Energy Inc.	100.00%
W0165124	02/13-31-029-06W4/0	Abandoned	13-31-029-06W4	Canadian Coyote Energy Ltd.	37.50%
W0165124	02/13-31-029-06W4/0	Abandoned	13-31-029-06W4	Manitok Energy Inc.	25.00%
W0165124	02/13-31-029-06W4/0	Abandoned	13-31-029-06W4	Pacoota Oil Ltd.	12.50%
W0165124	02/13-31-029-06W4/0	Abandoned	13-31-029-06W4	Templar Energy Ltd.	25.00%
W0089178	00/12-32-041-13W4/0	Abandoned	12-32-041-13W4	Manitok Energy Inc.	100.00%

**Table 2 - Facility List**

<b>Licence No</b>	<b>Status</b>	<b>Surface Location</b>	<b>Working Interest Participants (WIP)</b>	<b>WIP Interest</b>
F41382	Abandoned	04-23-063-21W4	Manitok Energy Inc.	100.00%
F40428	Issued	10-32-049-01W4	Manitok Energy Inc.	100.00%
F3831	Issued	12-34-028-21W4	Manitok Energy Inc.	100.00%
F3812	Issued	11-12-028-21W4	Manitok Energy Inc.	100.00%
F3802	Issued	05-18-028-20W4	Manitok Energy Inc.	100.00%
F36723	Abandoned	10-27-059-16W4	Manitok Energy Inc.	100.00%
F35537	Issued	02-36-060-05W4	Manitok Energy Inc.	100.00%
F28690	Issued	02-30-004-04W4	Manitok Energy Inc.	100.00%
F12369	Issued	02-29-054-07W4	Manitok Energy Inc.	100.00%



# In the Court of Appeal of Alberta

**Citation: PricewaterhouseCoopers Inc v Perpetual Energy Inc, 2021 ABCA 16**

**Date:** 20210125

**Docket:** 1901-0255-AC;  
1901-0262-AC;  
2001-0174-AC

**Registry:** Calgary

# 1901-0255-AC

**Between:**

**PricewaterhouseCoopers Inc., LIT, in its capacity as the Trustee in Bankruptcy of  
Sequoia Resources Corp. and not in its personal capacity**

Appellant  
(Plaintiff)

- and -

**Perpetual Energy Inc., Perpetual Operating Trust, Perpetual Operating Corp.  
and Susan Riddell Rose**

Respondents  
(Defendants)

- and -

**Orphan Well Association**

Intervenor

- and -

**Canadian Natural Resources Limited**

Intervenor

- and -

**Cenovus Energy Inc.**

Intervenor

produce for decades. However, while the Abandonment and Reclamation Obligations may not crystallize for some time, they are inevitable; no well produces forever.

[87] The time at which the Abandonment and Reclamation Obligations with respect to any particular well must be performed is variable:

- (a) With respect to a newly drilled well the Abandonment and Reclamation Obligations may only manifest themselves decades in the future.
- (b) Once the production of a well has peaked, and its most productive years are behind it, it may be possible to predict with some degree of certainty when the Abandonment and Reclamation Obligations will have to be performed. The closer one gets to the end of production, the more precise the date of reclamation will become.
- (c) But once a well has been exhausted, production has stopped, and the well has been shut-in, the Abandonment and Reclamation Obligations have crystallized. The Abandonment and Reclamation Obligations may be unperformed, but they are no longer “contingent” in either sense. The owner of the well is under a public duty to shut in the well and reclaim the surface.

The further reclamation is in the future, the more difficult it will be to quantify the Abandonment and Reclamation Obligations. Even if Abandonment and Reclamation Obligations can be said to be “contingent” liabilities, that is sufficient in law for some purposes: *Tannis Trading Inc v Coldmatic Refrigeration of Canada Ltd*, 2010 ONSC 5747 at paras. 24-25, 85 BLR (4th) 77; *Manufacturers Life Insurance Co v AFG Industries Ltd*, 2008 CanLII 873 at para. 30, 44 BLR (4th) 277 (ONSC). Further, the present value of the Abandonment and Reclamation Obligations will directly depend on how far into the future they will arise. Abandonment and Reclamation Obligations are unliquidated, some of them may be more immediate than others, and their quantum is uncertain, but they are still inevitable. They exist whether or not abandonment notices have been issued by the Alberta Energy Regulator. Abandonment and Reclamation Obligations may not be entirely a current liability or obligation, but they are a real liability or obligation. They are routinely reported on the balance sheets of oil and gas companies, including those of Perpetual Energy Parent.

[88] The evidence on this record is that prior to the Aggregate Transaction, the Perpetual Operating Trust held oil and gas properties in all these categories. The KeepCo Assets and the Retained Interests were still producing; they did not carry immediate Abandonment and Reclamation Obligations. The Goodyear Assets, on the other hand, were all “mature”, and their Abandonment and Reclamation Obligations were more immediate. Further, by the time of the Asset Transaction, the record suggests the Goodyear Assets included 910 shut in wells and 727 abandoned wells, meaning that some portion of the obligation to reclaim was due to be performed

or was imminent. The exact cost of reclamation may have been unknown and unquantified, but the obligation was no longer “contingent”; the obligation was merely unperformed.

[89] The extent of the Abandonment and Reclamation Obligations associated with the Goodyear Assets is not clear at this stage of the proceedings. When Perpetual Energy Parent publicly announced the pending Aggregate Transaction, it advised the market that it expected to relieve itself of \$87 million of Abandonment and Reclamation Obligations. Perpetual/Sequoia reported them on its balance sheet at \$131 million, and after the transaction closed, Perpetual Energy Parent announced it had shed \$131 million of Abandonment and Reclamation Obligations. The Trustee in Bankruptcy estimates that the Abandonment and Reclamation Obligations were actually \$218.9 million, comprising \$98.8 million of abandonment costs, \$93.2 million in reclamation costs, and \$26.8 million related to other facilities: reasons at para. 368. For the purposes of these appeals the exact quantum is not material; it is sufficient to note that the amount involved is potentially substantial.

#### *The Effect of the **Redwater** Decision*

[90] Redwater Energy Corporation was a bankrupt oil and gas company. It had about 20 producing wells that were of value, but it had over 100 other wells that were either depleted or shut in, and had no value. In fact, there was a significant liability associated with the depleted wells, because they had to be reclaimed. In effect, these wells had “negative value”: **Redwater** at para. 2.

[91] Redwater Energy’s trustee in bankruptcy proposed to sell off the valuable wells, and use the proceeds to pay the secured creditor. That would leave the bankrupt shell of Redwater Energy with the depleted wells, and no funds to pay for reclamation. The trustee in bankruptcy needed permission from the Alberta Energy Regulator to transfer the licences for the valuable wells to the third party purchaser. The Alberta Energy Regulator refused to approve the transfers, unless the proceeds were used to reclaim the abandoned wells; those proceeds could not be paid to the secured creditor. The trustee in bankruptcy responded that it did not intend to comply with the environmental remediation orders that had been issued, and that the obligation to reclaim the wells was a “claim provable in bankruptcy”: **Redwater** at paras. 50-52. As such, the reclamation obligations had to be dealt with within the bankruptcy process, and they would be treated like the claims of all other unsecured creditors. The reclamation obligations would effectively be extinguished by operation of the bankruptcy: **Redwater** at paras. 114, 117.

[92] **Redwater** held that there was no constitutional conflict between the applicable federal and provincial legislation. The non-constitutional issue in **Redwater** was focused: were the reclamation obligations a “claim provable in bankruptcy” under s. 121 of the *Bankruptcy and Insolvency Act*? If they were, those obligations would be extinguished in the bankruptcy. If not, what was the trustee in bankruptcy’s obligation with respect to them?



[93] *Redwater* at para.119 confirmed the test for determining whether an environmental liability is a “claim provable in bankruptcy”, previously set in *Newfoundland and Labrador v AbitibiBowater Inc.*, 2012 SCC 67, [2012] 3 SCR 443. First, there must be an obligation owed to a “creditor”. Second, the obligation must be incurred before the bankruptcy. Third, it must be possible to attach a monetary value to the obligation. The end-of-life obligations did not fit the test, because there was no “creditor”. Neither the Alberta Energy Regulator nor the Orphan Well Association was owed any debt; the environmental obligation was owed to the public: *Redwater* at paras. 122, 134-35. Further, there was insufficient certainty in the quantum of the Abandonment and Reclamation Obligations to make them a “claim provable in bankruptcy”, because there was no certainty that the Alberta Energy Regulator would perform the remediation work: *Redwater* at paras. 145, 149, 154.

[94] *Redwater* does not stand for the proposition that Abandonment and Reclamation Obligations are not a liability or obligation of the bankrupt corporation. The *Bankruptcy and Insolvency Act* provides that in some circumstances the trustee in bankruptcy is “not personally liable” for environmental obligations. The Supreme Court ruled that these provisions protect the trustee, “while the ongoing liability of the bankrupt estate is unaffected”: *Redwater* at paras. 74-75. A trustee who “disclaims” assets is protected from personal liability, but “the liability of the bankrupt estate is unaffected”: *Redwater* at paras. 93, 98. Claims that are “not provable in bankruptcy” remained an obligation that the bankrupt had to discharge to the extent it has assets: *Redwater* at para. 118. Having received the benefit of the oil wells, the bankrupt corporation “cannot now avoid the associated liabilities”: *Redwater* at para. 157. Trustees in bankruptcy must comply with non-monetary obligations that cannot be reduced to “provable claims”: *Redwater* at para. 160. Accordingly, an order was given that the proceeds of the sale of Redwater’s assets could not be paid to its secured creditor, but had to be used to address its “end-of-life” obligations: *Redwater* at para. 163.

[95] The case management judge focused on the fact that *Redwater* confirmed that the Alberta Energy Regulator is not a “creditor” with respect to the Abandonment and Reclamation Obligations, and accordingly the Abandonment and Reclamation Obligations cannot be a “claim provable in bankruptcy”. That much is an accurate reading of *Redwater*, but it does not mean that Abandonment and Reclamation Obligations are “assumptions and speculations” that do not exist, that they are not an obligation or liability of Perpetual/Sequoia, or that they should be valued at “nil”. The Abandonment and Reclamation Obligations are an obligation of Perpetual/Sequoia, owed “to the public” and the surface landowners, but which are nevertheless obligations which the trustee of a bankrupt corporation cannot ignore. Not only did *Redwater* confirm that Abandonment and Reclamation Obligations are a continuing obligation of a bankrupt corporation, that decision confirms that those obligations had to be discharged even in priority to paying secured creditors.

[96] The case management judge held that Perpetual/Sequoia “could not have assumed liability” for the Abandonment and Reclamation Obligations, even though the Asset Transaction specifically