

Clerk's Stamp

COURT FILE NO.

COURT

COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY
ACT, RSC 1985, C C-8, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION TO
MAKE A PROPOSAL OF CLEO ENERGY CORP.

APPLICANT

CLEO ENERGY CORP.

DOCUMENT

AFFIDAVIT

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION OF
PARTY FILING
THIS DOCUMENT

Gowling WLG (Canada) LLP
1600, 421 – 7th Avenue SW
Calgary, AB T2P 4K9

Attn: **Sam Gabor/ Tom Cumming**
Phone: (403) 298 1946 / (403) 298 1938
Email: sam.gabor@gowlingwlg.com / tom.cumming@gowlingwlg.com
Fax: (403) 263-9193
File No.: G10010664

AFFIDAVIT OF CHRIS LEWIS
Sworn December 11, 2024

I, **CHRIS LEWIS**, of the City of Calgary, in the Province of Alberta, **MAKE OATH
AND SAY THAT:**

1. I am the sole Director, Executive Chairman, and Chief Executive Officer of Cleo Energy Corp. (“**Cleo**”). As such I have personal knowledge of the matters herein deposed to, except where stated to be based upon information and belief, in which case I verily believe same to be true.
2. I am authorized to swear this Affidavit as corporate representative of Cleo.

3. In preparing this Affidavit, I consulted with Cleo's management and their legal, financial and other advisors. I also reviewed Cleo's business records relevant to these proceedings and have satisfied myself that I am possessed of sufficient information and knowledge to swear this Affidavit.
4. All references to dollar amounts contained herein are to Canadian Dollars unless otherwise stated.

RELIEF REQUESTED

5. This Affidavit is sworn in support of an Application by Cleo for Orders under the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended (the "**BIA**") among other things:
 - (a) abridging the time for service of notice of this Application, deeming service of notice of this Application to be good and sufficient, and declaring that there is no other person who ought to have been served with notice of this Application;
 - (b) authorizing and directing the Royal Bank of Canada ("**RBC**") to cancel any cheques it issued as a result of the Garnishee Summons (as defined herein) and to make available the Garnished Funds (as defined herein) into Cleo's bank account with RBC ending in 041 (the "**Account**"); and
 - (c) such further and other relief as Cleo may request and this Honourable Court may grant.

DESCRIPTION OF THE CLEO'S BUSINESS AND BACKGROUND

6. Cleo was originally incorporated in the Province of Alberta on May 31, 2016. Cleo is a wholly owned subsidiary of Chimera Management Group Ltd., a holding corporation.
7. Cleo is a privately owned oil and gas operator of medium gravity oil based in Calgary, Alberta with operations throughout East Central Alberta. Cleo has been operating since its inception in 2016.

8. Cleo has a number oil wells and gas wells located primarily in the following fields throughout the Western Canada Sedimentary Basin in East Central Alberta (the “**Fields**”), including at the following locations:
 - (a) Silver Heights;
 - (b) Shorncliffe;
 - (c) Neutral Hills;
 - (d) Neutral Hills North;
 - (e) Fabyan;
 - (f) Sedgewick.
9. Cleo transports the oil and gas product (the “**Products**”) from the Fields to a local sales point either by pipeline or transported by trucks. The Products are then sold to a marketer and the revenue is paid out to Cleo on the 25th of every month.

EVENTS LEADING TO CLEO’S CURRENT CIRCUMSTANCES

10. Cleo’s revenue is linked to the productivity of its oil and gas wells, as well as the market price of oil and gas. Cleo has recently experienced low production, partly due to mechanical failures and subsequently a major theft in its main producing oil and gas fields.
11. Cleo’s financial difficulties further stem from a variety of factors, including the lack of capital investment to undertake necessary mechanical repairs which has led to the shutdown of the Cleo’s main producing fields contributing to a decline in production and revenue rates. Additionally, there has been a significant reduction in oil and gas prices during the month of September 2024, which has exacerbated Cleo’s current financial difficulties. These challenges have placed considerable strain on Cleo, causing monthly revenues to decrease to unsustainable levels.
12. Despite Cleo’s efforts to reach profitability, Cleo continues to face financial difficulties. Cleo is unable to meet its obligations as they become due and is insolvent.

13. On December 8, 2024, Cleo filed a Notice of Intention to Make a Proposal (“**NOI**”) pursuant to subsection 50.4(1) of the *BIA*. Alvarez & Marsal Inc. has been appointed as proposal trustee (the “**Proposal Trustee**”). A copy of the NOI is attached as **Exhibit “A”**. Cleo filed the NOI in order to protect Cleo’s assets, maintain the value of its business and assets, protect itself and its stakeholders interests, and provide itself an opportunity and breathing space to restructure.
14. Cleo has approximately \$23,000,000 in debt, of which approximately \$5,000,000 is secured. Further details relating to Cleo’s insolvency will be set out in a substantive affidavit being prepared for a stay extension hearing before the Honourable Justice Lema on January 6, 2024.

GARNISHEE SUMMONS

15. I am advised by Cleo’s legal counsel Sam Gabor of Gowling WLG (Canada) LLP (“**Gowling**”), that as a result of the filing of the NOI, all enforcement proceedings against Cleo and its assets are automatically stayed for an initial period of thirty (30) days from December 8, 2024 (the “**Stay**”). Further, no new enforcement proceedings may be commenced or continued as against Cleo during the Stay, including the continued enforcement of garnishee summons.
16. Garnishee proceedings were initiated against Cleo by Morganick Blending Services Corp. (“**Morganick**”) under Court File No. 2401-10333 prior to the Stay. Morganick’s collection agency T&S Collections Ltd. issued an initial garnishee summons (the “**Initial Garnishment**”) upon RBC on or around August 6, 2024 in the amount of \$16,410.99, which amount was paid into Court by RBC. Attached as **Exhibit “B”** is an email from RBC confirming its reception of the Initial Garnishment. Attached as **Exhibit “C”** is the Certificate of Default Judgment obtained by Morganick.
17. Morganick was not paid in full from the Initial Garnishment as a result of the Court’s allocation of funds between writ holders registered in the personal property registry (“**PPR**”). Accordingly, on or around November 11, 2024 Morganick’s collection agency caused a second garnishee summons (the “**Garnishee Summons**”) to be issued upon RBC

in the amount of \$152,436.18 in order to trigger payout of all writs registered in the PPR against Cleo and in order to cause Morganick to be paid in full by the Garnishee Summons. Attached as **Exhibit “D”** is an email from RBC confirming its receipt of the Garnishee Summons.

18. Attached hereto and marked as **Exhibit “E”** is a recent PPR name search of Cleo evidencing the writ filed by Morganick as against Cleo.
19. The Garnishee Summons caused the Account to be frozen by RBC and RBC to issue a cheque to the Court in the amount of \$152,436.18 (the “**Garnished Funds**”).
20. On December 9, 2024, a letter was sent by Gowling on behalf of Cleo to the Alberta Court of King’s Bench Accounting requesting that any garnished funds paid into court with respect to Cleo, including the Garnished Funds, need to be provided to Gowling as a result of the Stay. A copy of the letter is attached as **Exhibit “F”**.
21. On December 9, 2024, a letter was sent by Gowling on behalf of Cleo to Morganick advising it of the NOI and Stay, and that the Garnished Funds would need to be repaid to Cleo. A copy of this letter is attached as **Exhibit “G”**. Gowling has also provided same letters to two other writ holders who have issued recent garnishments against Cleo advising them of the Stay.
22. As a result of the recent Canada Post strike, the cheque sent by RBC for the Garnished Funds has not yet reached the Court. On December 11, 2024, I contacted the Court Registry which confirmed same to me.
23. Gowling by letters requested of RBC on December 9, 2024 and December 11, 2024 that it unlock the Account, cancel the cheque for the Garnished Funds and make available the Garnished Funds into the Account as a result of the Stay. Copies of these letters are attached as **Exhibit “H” and Exhibit “I”**.
24. RBC has unlocked the Account and Cleo now has access to it. However, the Garnishment Funds have not been returned into the Account by RBC presumably as a result of the Garnishee Summons. The Garnished Funds are needed by Cleo to meet its payroll

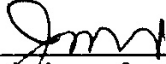
obligations due this Friday, December 13, 2024 and to maintain business operations during the Stay. Cleo has twelve employees and nine consultants which fall under its payroll calculations. Cleo's payroll obligations are approximately \$132,000.

25. Jason Enns of RBC, Cleo's Private Banker, has requested a court order be provided to RBC for RBC to cancel the cheque for the Garnished Funds and make the Garnished Funds available in the Account. Mr. Enns has advised me that RBC will follow a court order in this regard.
26. If Cleo is unable to meet its payroll obligations and continue its operations during the Stay, its oil and gas assets will be placed into jeopardy creating potential environmental issues and risk of significant loss to Cleo and its creditors which are owed in excess of \$23,000,000. As of the signing of this Affidavit, Cleo in good faith, is currently seeking interim financing from various sources and a prepayment of its oil revenues from its oil and gas marketer, however, none have yet confirmed that they will provide the respective financing or the prepayment by the end of the week. Accordingly, Cleo currently has no other confirmed adequate sources of available funds this week to meet its payroll obligations and Cleo is reliant on the Garnished Funds to do so.
27. Cleo needs to make payroll to be in a position to maintain its oil and gas assets, and needs to continue carrying on business during the Stay to be able to proceed forward with the NOI proceeding for the benefit of its stakeholders.
28. The Proposal Trustee is supportive of this application.

CONCLUSION

29. I swear this Affidavit in support of an Application for the relief set out in paragraph 5 of this Affidavit and for no other or improper purpose.

SWORN BEFORE ME at Palm Springs,
California, this 11th day of December, 1/
2024.



A Commissioner for Oaths/Notary Public
in and for the State of California



CHRIS LEWIS

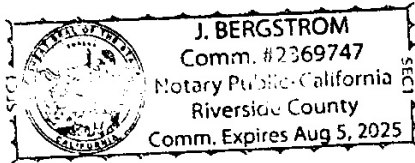

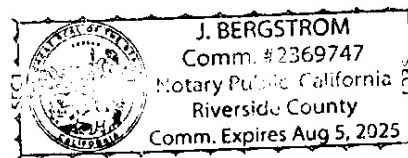


Exhibit "A" to the Affidavit of
Chris Lewis
Sworn/Affirmed before me this
11th day of December, 2024



A Commissioner for Oaths in
and for the State of California





Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Alberta
Division No. 02 - Calgary
Court No. 25-3163430
Estate No. 25-3163430

In the Matter of the Notice of Intention to make a proposal of:

CLEO Energy Corp.

Insolvent Person

ALVAREZ & MARSAL CANADA INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

December 08, 2024

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: December 09, 2024, 11:44

E-File/Dépôt Electronique

Official Receiver

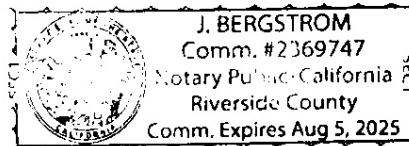
Harry Hays Building, 220 - 4th Ave SE, Suite 478, Calgary, Alberta, Canada, T2G4X3, (877)376-9902

Canada

Exhibit "B" to the Affidavit of
Chris Lewis
Sworn/Affirmed before me this
11th day of December, 2024



A Commissioner for Oaths in
and for the State of California



Russell, Bailey

From: Enns Associates <ennsassociates@rbc.com>
Sent: August 6, 2024 9:26 AM
To: Chris Lewis
Subject: Cleo Energy - Garnishee Summons

Importance: High

[EXTERNAL EMAIL] DO NOT CLICK links or attachments unless you recognize the sender and know the content is safe.

Hi Chris,

AS per our call this morning, please see the details below.

The backoffice team will debit Cleo account ending in ...2041 for \$16,410.99 to avoid the account from becoming restricted. We've asked them to debit the account today and to provide a confirmation once this has been completed.

Order Amount: \$ 16,410.99

Issuer: COURT OF KINGS'S BENCH OF AB – GARNISHEE SUMMONS

File#: 2401-10333

Collection Officer/Creditor & Contact No (if applicable): : COURT CLERK (403) 297-2209

Kind Regards,
Ruth

Ruth James | Private Banking Advisor | **Royal Bank of Canada** | Suite 300, 335 8th Avenue SW, Calgary, AB, T2P 1C9
Ruth James | Mutual Fund Representative | **Royal Mutual Funds Inc.** | T. 403-292-2460 | F. 403-292-3767 |
ennsassociates@rbc.com

Trusted advice. Tailored solutions. Personalized service. Experience the RBC Private Banking difference.

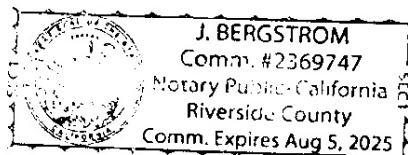
If you received this email in error, please advise the sender (by return email or otherwise) immediately. You have consented to receive the attached electronically at the above-noted email address; please retain a copy of this confirmation for future reference. You may [unsubscribe](#) from promotional emails.

Si vous recevez ce courriel par erreur, veuillez en aviser l'expéditeur immédiatement, par retour de courriel ou par un autre moyen. Vous avez accepté de recevoir le(s) document(s) ci-joint(s) par voie électronique à l'adresse courriel indiquée ci-dessus; veuillez conserver une copie de cette confirmation pour les fins de référence future. Vous pouvez vous [désinscrire](#) de la liste d'envoi de courriels promotionnels.

Exhibit "C" to the Affidavit of
Chris Lewis
Sworn/Affirmed before me this
11th day of December, 2024



A Commissioner for Oaths in
and for the State of California



2401-10333

COURT Alberta Court of Justice (Civil)

COURT LOCATION **Calgary**
 Calgary Courts Centre, Suite 606-S, 601-5 Street SW
 Calgary AB T2P 5P7
 Phone: 403-297-7217 Fax: 403-297-7374

Action Number
 P 2490102074

Court of King's Bench use only

CLERK OF THE COURT
 FILED

JUL 25 2024

JUDICIAL CENTRE
 OF CALGARY

Clerk's initials _____

PLAINTIFF(S) Morganick Blending Services Corp

DEFENDANT(S) Cleo Energy Corp

DOCUMENT **Certificate of Default Judgment**

ADDRESS FOR
 SERVICE AND
 CONTACT
 INFORMATION OF
 PARTY FILING THIS
 DOCUMENT

Document Filed on Behalf of the Following Party (Parties):				<input checked="" type="radio"/> Plaintiff <input type="radio"/> Defendant	
Morganick Blending Services Corp					
Address for Service (Building, Street, Apt, Unit, PO Box Number)					
#105, 412 53 Avenue SE					
City/Town		Province/Territory		Postal Code	
Calgary		Alberta		T2H 0N4	
Daytime Phone Number		Cellular Phone Number		Fax Number for Service	
403-202-7336				403-201-7236	
Email Address for Service				Represented by:	
kenpratherts@shaw.ca				<input type="radio"/> Lawyer	
Name of Lawyer / Student-at-law / Agent (if any)				<input type="radio"/> Student-at-law	
Ken Prather				<input checked="" type="radio"/> Agent	
Firm Name (if any)				<input type="radio"/> Self	
T&S Collections Ltd					

At the request of the Plaintiff(s), Judgment is entered against the following Defendant(s):

Cleo Energy Corp

Name of Defendant(s)

For the following amounts:

Amount claimed: Aug 15/22

\$ 11,168.83

Payments made since date claim was filed:

-\$ 0.00

Interest of:

\$ 5,030.56

Costs of:

\$ 211.60

TOTAL JUDGMENT

\$ 16,410.99



Entered on JUL 16 2024

at Calgary, Alberta.

P. SNEAD

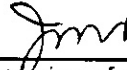
D/Clerk of the Court of Justice

I certify that this is a true copy of the original

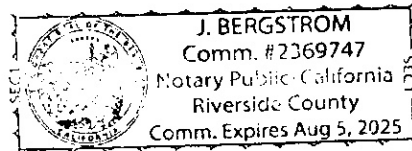
Date: JUL 16 2024

D/Clerk of the Court of Justice

Exhibit "D" to the Affidavit of
Chris Lewis
Sworn/Affirmed before me this
11th day of December, 2024



A Commissioner for Oaths in
and for the State of California



Russell, Bailey

From: Enns Associates <ennsassociates@rbc.com>
Sent: November 8, 2024 2:36 PM
To: Chris Lewis
Subject: Court Order/Demand Served

Importance: High

[EXTERNAL EMAIL] DO NOT CLICK links or attachments unless you recognize the sender and know the content is safe.

Hi Chris,

As per our call please see details following for the Court Order/Demand that was just placed on Cleo account:

Order Amount: \$ 152,436.18

Issuer: COURT OF KINGS'S BENCH OF AB – GARNISHEE SUMMONS

File#: 2401-10333

Collection Officer/Creditor & Contact No (if applicable): : COURT CLERK

Court Phone No (if applicable): (403) 297-2209

I made a quick call to the number above, they advised they are allowed to take your call to provide details to you.

Kind Regards,

Ruth

Ruth James | Private Banking Advisor | **Royal Bank of Canada** | Suite 300, 335 8th Avenue SW, Calgary, AB, T2P 1C9
Ruth James | Mutual Fund Representative | **Royal Mutual Funds Inc.** | T. 403-292-2460 | F. 403-292-3767 |
ennsassociates@rbc.com


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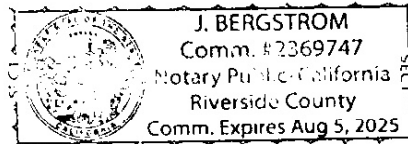
Si vous recevez ce courriel par erreur, veuillez en aviser l'expéditeur immédiatement, par retour de courriel ou par un autre moyen. Vous avez accepté de recevoir le(s) document(s) ci-joint(s) par voie électronique à l'adresse courriel

indiquée ci-dessus; veuillez conserver une copie de cette confirmation pour les fins de reference future. Vous pouvez vous [désinscrire](#) de la liste d'envoi de courriels promotionnels.

Exhibit "E" to the Affidavit of
Chris Lewis
Sworn/Affirmed before me this
11th day of December, 2024



A Commissioner for Oaths in
and for the State of California



Search ID #: Z18154324

Transmitting Party

ELDOR-WAL REGISTRATIONS (1987) LTD.

1200, 10123 99 st NW
EDMONTON, AB T5J 3H1

Party Code: 50073881

Phone #: 780 429 5969

Reference #:

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Business Debtor Search For:

CLEO ENERGY CORP

Exact Result(s) Only Found

NOTE:

A complete Search may result in a Report of Exact and Inexact Matches.
Be sure to read the reports carefully.



Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 18061928493

Registration Date: 2018-Jun-19

Registration Type: SECURITY AGREEMENT

Registration Status: Current

Expiry Date: 2031-Jun-19 23:59:59

Exact Match on:

Debtor

No: 3

Amendments to Registration

18070923707	Amendment	2018-Jul-09
21060138544	Renewal	2021-Jun-01
21060201712	Amendment	2021-Jun-02
22040600494	Amendment	2022-Apr-06
22040617133	Renewal	2022-Apr-06
24052917156	Renewal	2024-May-29
24052921476	Renewal	2024-May-29
24060432336	Renewal	2024-Jun-04

Debtor(s)

Block

1 CLEO ENERGY CROP.
117 - 8TH AVE SW
CALGARY, AB T2P1B4

Status

Deleted by
18070923707

Block

2 LEWIS, CHRISTOPHER, JOHN MCRAE
940 RIVERDALE AVE SW
CALGARY, AB T2S0Y8

Status

Current

Birth Date:
1966-Mar-09

Search ID #: Z18154324

Block

3 CLEO ENERGY CORP.
117 - 8TH AVE SW
CALGARY, AB T2P 1B4

Status

Current by
18070923707

Secured Party / Parties

Block

1 ARUNDEL CAPITAL CORPORATION
SUITE 420, 5119 ELBOW DRIVE SW
CALGARY, AB T2V1H2

Status

Deleted by
21060201712

Block

2 ARUNDEL CAPITAL CORPORATION
SUITE 420, 5119 ELBOW DRIVE SW
CALGARY, AB T2V1H2
Email: CATHERINE@ARUNDELCAPITAL.COM

Status

Deleted by
22040600494

Block

3 ARUNDEL CAPITAL CORPORATION
#201, 3007 - 14TH STREET SW
CALGARY, AB T2T3V6
Email: CATHERINE@ARUNDELCAPITAL.COM

Status

Current by
22040600494

Collateral: General

Block

Description

1 THE CLEO FABYAN ASSET IS BOUND GEOGRAPHICALLY BY 41-06W4 IN THE SE AND 46-11W4 IN THE NW. THE FIELD IS CHARACTERIZED BY APPROXIMATELY 175 ACTIVE WELLBORES, WHICH PRODUCE IN THE ORDER OF 4,000 MCF/D OF SWEET NATURAL GAS. THE GAS GATHERING INFRASTRUCTURE ACROSS THE FIELD INCLUDES 630 KMS OF HIGH INTEGRITY PIPELINE. GAS IS GATHERED VIA TWO CURRENTLY OPERATING FACILITIES, THE FABYAN 06-08-045-07W4 GAS PLANT AND COMPRESSION FACILITY (SALES POINT), AND THE ALBERS 10-28-042-08W4 COMPRESSOR SITE, WHICH BOOSTS GAS IN THE SOUTHERN ARE OF THE FIELD UP TO 06-08. A THIRD GAS PLANT AT HARDISTY 15-11-043-09W4 IS CURRENTLY IDLE (FORMER SALES POINT), AS FIELD VOLUMES ARE ECONOMICALLY GATHERED AND EFFICIENCY COMPRESSED AT THE ABOVE SITES AT THIS TIME. WERE FURTHER DEVELOPMENT OR THIRD PARTY GAS BE COLLECTED, THE 15-11 SITE IS OPTIMALLY SET UP TO REACTIVATE, OFFERING A MATERIAL INCREASE IN GAS HANDLING CAPACITY IN THE FIELD. THE FIELD PIPELINE GATHERING SYSTEM IS UNIQUELY LAID OUT WITH IN PLACE VALVES TO ISOLATE THE NORTH AND SOUTH SECTORS OF THE FIELD AND PRODUCE GAS RESPECTIVELY TO 06-08 AND 15-11. ADDITIONAL COMPRESSION ENHANCEMENTS COULD ALSO BE MADE AT THE FABYAN 06-08 PLANT TO INCREASE GAS HANDLING CAPACITY. CURRENT THIRD PARTY GAS PROCESSED BY CLEO AT 06-08 IS APPROXIMATELY 700 MCF/D. A SUMMARY OF THE ABOVE FACILITIES FOLLOWS:

Status

Deleted By
22040600494

Search ID #: Z18154324

- 2 FABYAN 06-08-045-07W4 GAS PLANT AND COMPRESSION FACILITY Deleted By
22040600494
- THE CURRENT GAS THROUGHPUT AT FABYAN 06-08-045-07W4 IS 350 E3M3/D VIA (INCLUSIVE OF 700 MCF/D THIRD PARTY GAS), THE WHITE MW64 3 STAGE RECIP (DRIVEN BY A WHITE SUPERIOR 8GTLK825 ENGINE WITH TURBO 1100 HP). THIS UNIT HAS PROVEN CAPACITY OF 150 E3M3/D THROUGHPUT. 1ST STAGE SUCTION IS 150 KPA, 2ND STAGE SUCTION IS 820 KPA, 3RD STAGE SUCTION IS 1,900 KPA AND 3RD STAGE DISCHARGE TO SALES RANGES BETWEEN 4,000 TO 4,500 KPA. THE SITE DOES NOT REQUIRE A DEHYDRATION UNIT DUE TO THE DRY NATURE OF THE GAS. FREE WATER/LIQUIDS ARE KNOCKED OUT AT THE INLET SLUG CATCHER. A REFRIGERATION UNIT ON SITE KNOCKS OUT CONDENSATE TO ONSITE TANKAGE, WHICH IS THEN TRUCKED TO MARKET.
- THE 06-08 GAS PLANT HANDLED 14,000 MCF/D IN ITS FORMER PEAK ERA, WITH TWO RECIP COMPRESSORS IN OPERATION: THE WHITE (2 STAGE AT THE TIME) AND AN ENERGY INDUSTRIES FE665B 2 STAGE RECIP (DRIVEN BY A CAT G3516 ENGINE) RAN IN PARALLEL. THE ENERGY INDUSTRIES COMPRESSOR IS CURRENTLY LAID UP, BUT COULD BE 3 STAGED OR REPLACED WITH A FIT TO PURPOSE UNIT EFFECTIVELY INCREASING GAS PLANT CAPABILITIES TO THE 10,000 MCF/D TO 14,000 MCF/D RANGE.
- BY USING THE CALCULATION UNDER THE AERS DIRECTIVE 75 THE APPROXIMATE ASSET VALUE OF THIS FACILITY BASED ON CURRENT EQUIPMENT AND DESIGN CAPACITY WOULD BE \$4,804,697
- 3 HARDISTY 15-11-043-09W4 GAS PLANT Current
- THE HARDISTY/KILLAM 15-11-043-09W4 SWEET GAS PLANT WAS LAID UP SEVERAL YEARS AGO BY THE FORMER OPERATOR, AS IT WAS DEEMED MORE EFFECTIVE TO GATHER AND PROCESS ALL GAS FROM THE FIELD AT THE FABYAN 06-08 SITE FOLLOWING PEAK HISTORICAL DEVELOPMENT DECLINE. THE SITE IS EQUIPPED WITH LARGE COMPRESSION AND HANDLING CAPACITY IN THE ORDER OF 10,000 MCF/D, INCLUSIVE OF THREE COMPRESSOR PACKAGES, A 5771 ENERGY INDUSTRIES (740 HP) RECIPROCATING COMPRESSOR, 825 WHITE RECIPROCATING COMPRESSOR (800 HP), AND SULLAIR SCREW COMPRESSOR (860 HP). THE FACILITY IS EQUIPPED WITH A 3 TOWER DESICCANT SYSTEM TO KNOCK OUT CONDENSATE, AND THE REQUIRED TANKAGE FOR CONDENSATE AND WATER HANDLING. ALTHOUGH THE EQUIPMENT IS CURRENTLY SHUT-IN, GAS FROM THE SOUTHERN AREA OF THE FABYAN FIELD IS STILL DIRECTED THROUGH THE 15-11 PLANTSITE NORTH TO FABYAN 06-08 PLANT. THE 15-11 PLANT IS UNIQUELY SITUATED AS A SALES POINT.
- BY USING THE CALCULATION UNDER THE AERS DIRECTIVE 75 THE APPROXIMATE ASSET VALUE OF THIS FACILITY BASED ON CURRENT EQUIPMENT AND DESIGN CAPACITY WOULD BE \$3,887,250
- 4 ALBERS 10-28-042-08W4 COMPRESSOR Deleted By
22040600494
- THE ALBERS 10-28 COMPRESSOR IS UTILIZED TO BOOST THE SOUTH END OF THE FIELD TO FABYAN 06-08. THE KOBELCO SCREW COMPRESSOR (WITH 1000 HP CAT ENGINE) HAS CAPABILITY TO COMPRESS AND DISCHARGE UP TO 7,000 MCF/D AND IS EQUIPPED WITH AN INLET SLUG CATCHER TO KNOCK OUT LIQUIDS TO ONSITE TANKAGE. THE COMPRESSOR IS PRIMARILY FOCUSED ON DRAWING DOWN PRESSURES IN THE SOUTH OF THE FIELD TO ENHANCE THE PRODUCTION OF NATURAL GAS FROM ASSOCIATED WELLS TIED INTO IT.

Search ID #: Z18154324

- 5 FURTHER THIRD PARTY GAS REVENUE AND HANDLING OPPORTUNITIES Deleted By
21060201712
- CLEO ALSO HAS NATURAL GAS VOLUMES SEPARATE FROM THOSE DISCUSSED ABOVE, TIED INTO SANLING CHOICE 04-05-041-09W4 GATHERING SYSTEM IN THE AMISK, ALBERTA AREA. CLEOS FABYAN 06-08 GATHERING SYSTEM IN THE SOUTH OF THE FIELD CROSSES OVER SANLING PIPELINES AND A BASIC RISER INSTALLATION/TIE-IN AT THE CROSSING OF TWO OF TWO PIPELINES IN SECTION 20-041-08W4 WOULD PROVIDE ACCESS TO UNDERUTILIZED CAPACITY AT SANLING CHOICE. CLEO HAS AGREEMENTS IN PLACE FOR A HIGHLY FAVORABLE PROCESSING FEES OF \$0.34/MCF AT SANLING CHOICE. RELATIVE TO THE THIRD PARTY FEES CHARGED BY CLEO TO THIRD PARTIES AT FABYAN 06-08 IN THE ORDER OF \$1.05/MCF, THIS OFFERS CLEO THE POTENTIAL TO FURTHER OPTIMIZED THIRD PARTY GAS PROCESSING REVENUE, WERE CLEO FACILITY CAPACITY TO BE MAXED OUT, OR THE COST OF PROCESSING THIRD PARTY GAS AT CLEO FACILITIES EXCEED THAT OF THE CONTRACTED SANLING FEE.
- ALL THE DEBTOR'S PRESENT PERSONAL PROPERTY AND PERSONAL PROPERTY ACQUIRED IN THE FUTURE, INCLUDING INVENTORY, FURNITURE, FIXTURES, OFFICE EQUIPMENT, INDUSTRIAL EQUIPMENT, MACHINERY, PLANT, TOOLS, VEHICLES, INTANGIBLE PERSONAL PROPERTY, SECURITIES, DOCUMENTS OF TITLE, INSTRUMENTS, CHATTEL PAPER, MONEY AND ACCOUNTS RECEIVABLE. ALL THE DEBTOR'S RECORDS RELATING TO THE BUSINESS AND THE PROPERTY THAT IS SECURED. PROCEEDS - ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY OF THE DEBTOR. ALL THE DEBTOR'S PRESENT AND ACQUIRED IN THE FUTURE ACCOUNTS RECEIVABLE, CHATTEL PAPER, SECURITIES, DOCUMENTS OF TITLE, INSTRUMENTS, MONEY RELATING TO ACCOUNTS RECEIVABLE AND RECORDS.
- 6 FURTHER THIRD PARTY GAS REVENUE AND HANDLING OPPORTUNITIES Deleted By
22040600494
- CLEO ALSO HAS NATURAL GAS VOLUMES SEPARATE FROM THOSE DISCUSSED ABOVE, TIED INTO SANLING CHOICE 04-05-041-09W4 GATHERING SYSTEM IN THE AMISK, ALBERTA AREA. CLEOS FABYAN 06-08 GATHERING SYSTEM IN THE SOUTH OF THE FIELD CROSSES OVER SANLING PIPELINES AND A BASIC RISER INSTALLATION/TIE-IN AT THE CROSSING OF TWO OF TWO PIPELINES IN SECTION 20-041-08W4 WOULD PROVIDE ACCESS TO UNDERUTILIZED CAPACITY AT SANLING CHOICE. CLEO HAS AGREEMENTS IN PLACE FOR A HIGHLY FAVORABLE PROCESSING FEES OF \$0.34/MCF AT SANLING CHOICE. RELATIVE TO THE THIRD PARTY FEES CHARGED BY CLEO TO THIRD PARTIES AT FABYAN 06-08 IN THE ORDER OF \$1.05/MCF, THIS OFFERS CLEO THE POTENTIAL TO FURTHER OPTIMIZED THIRD PARTY GAS PROCESSING REVENUE, WERE CLEO FACILITY CAPACITY TO BE MAXED OUT, OR THE COST OF PROCESSING THIRD PARTY GAS AT CLEO FACILITIES EXCEED THAT OF THE CONTRACTED SANLING FEE.
- 7 ALL RIGHT, TITLE AND INTEREST IN THE DEBTOR TO THE LANDS LOCATED AT THE BELOW DESCRIBED LEGAL LAND Current By
22040600494
- LOCATIONS, THE WELLS AND EQUIPMENT THEREON AND ANY OTHER TANGIBLE AND INTANGIBLE PROPERTY RELATED THERETO.

Search ID #: Z18154324

8 ANY AND ALL PROCEEDS OF AMOUNTS ARISING FROM OR PAYABLE IN
CONNECTION WITH ANY OF
THE COLLATERAL DESCRIBED HERE IN.

Current By
22040600494

LEGAL LAND LOCATIONS:

01-02-037-07W4
01-04-042-12W4
01-05-044-06W4
01-11-037-07W4
01-11-044-07W4
01-12-039-08W4
01-13-039-08W4
01-13-045-08W4
01-16-045-07W4
01-18-043-09W4
01-21-040-08W4
01-22-040-08W4
01-23-039-10W4
01-24-046-08W4
01-27-040-08W4
01-27-046-08W4
01-28-041-08W4
01-33-042-08W4
01-34-040-08W4
01-35-044-08W4
01-36-044-08W4
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02-06-044-06W4
02-10-037-07W4
02-11-037-07W4
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02-13-039-08W4
02-13-046-08W4
02-15-037-07W4
02-17-044-07W4
02-18-043-09W4
02-20-045-07W4

Search ID #: Z18154324

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02-23-044-07W4
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02-34-044-08W4
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04-27-045-07W4
04-33-044-08W4
04-34-044-08W4

Current By
22040600494

Search ID #: Z18154324

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05-26-044-07W4
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05-33-044-07W4

Current By
22040600494

Search ID #: Z18154324

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Current By
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Search ID #: Z18154324

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Current By
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13 09-28-044-08W4
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09-32-044-07W4

Current By
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Current By
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Search ID #: Z18154324

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Current By
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Search ID #: Z18154324

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Current By
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Current By
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Search ID #: Z18154324

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Current By
22040600494

Search ID #: Z18154324

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Current By
22040600494

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14-22-044-08W4
14-23-044-08W4
14-24-039-10W4
14-28-041-08W4
14-28-044-07W4
14-29-042-10W4
14-31-042-08W4
14-34-044-07W4
14-36-042-09W4
15-02-037-07W4
15-03-046-07W4
15-04-045-08W4
15-07-044-07W4
15-10-039-10W4
15-11-037-07W4
15-11-039-10W4
15-12-039-08W4
15-13-045-08W4
15-14-043-10W4
15-21-042-08W4
15-22-040-08W4
15-29-046-08W4
15-33-044-07W4
15-35-036-07W4
16-02-037-07W4
16-03-037-07W4

Current By
22040600494

Search ID #: Z18154324

21 16-04-042-12W4
16-06-044-08W4
16-06-045-07W4
16-09-035-06W4
16-09-042-10W4
16-09-044-08W4
16-10-039-10W4
16-11-037-07W4
16-11-039-10W4
16-12-039-08W4
16-14-039-10W4
16-15-044-07W4
16-15-044-08W4
16-25-042-09W4
16-29-044-07W4
16-35-042-09W4
16-36-042-09W4
11-12-039-10W4
11-16-042-08W4
11-16-042-12W4
11-16-045-07W4
11-22-044-07W4
11-24-043-10W4
11-25-037-07W4
11-28-043-08W4
11-28-045-07W4
11-33-045-07W4
11-34-042-08W4
11-35-046-08W4
11-36-045-08W4
12-02-039-10W4
12-02-045-07W4
12-03-042-12W4
12-05-046-07W4
12-06-045-09W4
12-07-039-07W4
12-09-045-07W4
12-10-037-07W4
12-10-039-10W4
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12-11-039-10W4
12-12-039-08W4
12-12-039-10W4
12-12-042-08W4

Current By
22040600494

Search ID #: Z18154324

22 12-19-042-08W4
 12-23-040-08W4
 12-23-044-07W4
 12-24-039-10W4
 12-25-037-07W4
 12-27-035-06W4
 12-28-044-08W4
 12-29-044-08W4
 12-30-044-06W4
 12-30-045-07W4
 13-02-037-07W4
 13-03-042-12W4
 13-04-042-12W4
 13-06-039-07W4
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 13-10-035-06W4
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 13-34-045-07W4
 13-35-044-07W4
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 14-02-043-08W4
 14-04-042-12W4
 14-05-044-07W4
 14-05-044-08W4
 14-09-046-07W4
 14-10-039-10W4
 14-10-042-11W4

Current By
22040600494

Search ID #: Z18154324

23 14-11-039-10W4
14-11-042-08W4
14-12-039-08W4
14-12-039-08W4
14-14-042-09W4
14-16-044-07W4
14-17-045-07W4
14-18-044-07W4
14-19-044-07W4
14-21-044-07W4
14-22-044-08W4
14-23-044-08W4
14-24-039-10W4
14-28-041-08W4
14-28-044-07W4
14-29-042-10W4
14-31-042-08W4
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15-03-046-07W4
15-04-045-08W4
15-07-044-07W4
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15-14-043-10W4
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15-22-040-08W4
15-29-046-08W4
15-33-044-07W4
15-35-036-07W4
16-02-037-07W4
16-03-037-07W4
16-04-042-12W4
16-06-044-08W4
16-06-045-07W4
16-09-035-06W4
16-09-042-10W4
16-09-044-08W4
16-10-039-10W4
16-11-037-07W4
16-11-039-10W4
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16-14-039-10W4
16-15-044-07W4
16-15-044-08W4
16-25-042-09W4
16-29-044-07W4
16-35-042-09W4
16-36-042-09W4

Current By
22040600494

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 18121433032

Registration Date: 2018-Dec-14

Registration Type: SECURITY AGREEMENT

Registration Status: Current

Expiry Date: 2025-Dec-14 23:59:59

Exact Match on:

Debtor

No: 1

Amendments to Registration

23030716282

Amendment

2023-Mar-07

23121230871

Renewal

2023-Dec-12

Debtor(s)

Block

Status

Current

1 CLEO ENERGY CORP.
117 - 8TH AVENUE S.W.
CALGARY, AB T2P 1B4

Secured Party / Parties

Block

Status

Deleted by
23030716282

1 HARVEST OPERATIONS CORP.
4500, 855 - 2ND STREET S.W.
CALGARY, AB T2P 4K7

Block

Status

Current by
23030716282

2 HARVEST OPERATIONS CORP.
4500, 855 - 2ND STREET S.W.
CALGARY, AB T2P 4K7
Email: JP.Pham@harvestenergy.ca

Search ID #: Z18154324

Collateral: General

<u>Block</u>	<u>Description</u>	<u>Status</u>
1	Functional Unit Participations in the following facilities: (a) Hayter 08-35-040-01W4 Battery Facilities; (b) Hayter 01-34-040-01W4 Compressor; (c) Hayter 01-34-040-01W4 Facilities; and (d) Hayter 03-34-040-01W4 Satellite including Cleo Energy Corp.'s proportionate share of Facility Production from the aforementioned facilities (a,b,c,d) for payment of Cleo Energy Corp's proportionate share of the costs and expenses incurred for the Joint Account, and Cleo Energy Corp.'s share of Petroleum Substances received into the Amisk 12-15-040-08 W4M Battery facility, or any portion thereof, for the amounts (as of date of registration) of: \$984,761.64 in outstanding costs and expenses incurred for the Joint Account; and \$12,340.38 in compounded interest on the foregoing amount, as computed monthly, at the rate of the prevailing prime rate for Canadian commercial loans by the principal Canadian chartered bank used by the Secured Party plus two percent (2%) per annum, as provided for by the Agreement;	Current
2	Cleo Energy Corp.'s proportionate share of Facility Production from the aforementioned facilities (a, b, c, d) for payment of Cleo Energy Corp's proportionate share of the costs and expenses incurred for the Joint Account, and Cleo Energy Corp.'s share of Petroleum Substances received into the Amisk 12-15-040-08 W4M Battery facility or any portion thereof, for the amounts (as of February 15, 2023) of \$4,084,069.76 in outstanding costs and expenses incurred for the Joint Account; plus compounded interest on the foregoing amount, as computed monthly, at the rate of the prevailing prime rate for Canadian commercial loans by the principal Canadian chartered bank used by the Secured Party plus two percent (2%) per annum, as provided for by the Agreement;	Current By 23030716282

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 22042940182

Registration Date: 2022-Apr-29

Registration Type: SECURITY AGREEMENT

Registration Status: Current

Expiry Date: 2029-Apr-29 23:59:59

Exact Match on: Debtor No: 1

Exact Match on: Debtor No: 2

Debtor(s)**Block****Status**

Current

1 CLEO ENERGY CORP
200 117 8 AVENUE SW
CALGARY, AB T2P1B4

Block**Status**

Current

2 CLEO ENERGY CORP
PO BOX 2209 STN M
CALGARY, AB T2P1K2

Block**Status**

Current

3 LEWIS, COLTON
1610 SCOTLAND ST SW
CALGARY, AB T3C2L5

Birth Date:
1992-May-16

Secured Party / Parties**Block****Status**

Current

1 SUMMIT ACCEPTANCE CORP
1260 HIGHFIELD CRES SE
CALGARY, AB T2G5M3
Email: abppsa_notifications@kaizenauto.com

Collateral: Serial Number Goods**Block****Serial Number****Year****Make and Model****Category****Status**

1 1GCUYDEDXNZ110683 2022 CHEVROLET SILVERADO MV - Motor Vehicle Current

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 22050933829

Registration Date: 2022-May-09

Registration Type: SECURITY AGREEMENT

Registration Status: Current

Expiry Date: 2025-May-09 23:59:59

Exact Match on:

Debtor

No: 1

Amendments to Registration

24040525038

Amendment

2024-Apr-05

Debtor(s)

Block

Status

Current

1 CLEO ENERGY CORP.
200, 117 8TH AVE SW
CALGARY, AB T2P1B4

Secured Party / Parties

Block

Status

Deleted by
24040525038

1 STRIDE CAPITAL CORP.
SUITE 201, 3007 14TH STREET SW
CALGARY, AB T2T3V6
Email: PPSA@STRIDECAP.COM

Block

Status

Current by
24040525038

2 2416924 ALBERTA LTD.
415-3332 20TH STREET SW
CALGARY, AB T2T 6T9
Email: PPSA@STRIDECAP.COM

Search ID #: Z18154324

Collateral: General

<u>Block</u>	<u>Description</u>	<u>Status</u>
1	<p>ALL RIGHT, TITLE AND INTEREST IN THE DEBTOR TO THE WELLS AND EQUIPMENT LOCATED AT THE BELOW DESCRIBED LEGAL LAND LOCATIONS, THEREON AND ANY OTHER TANGIBLE AND INTANGIBLE PROPERTY RELATED THERETO.</p> <p>ALL RIGHT, TITLE AND INTEREST IN THE DEBTOR TO THE OIL AND GAS PRODUCING EQUIPMENT AND ANY OTHER TANGIBLE AND INTANGIBLE PROPERTY RELATED THERETO. PROCEEDS: ANY AND ALL PROCEEDS OF AMOUNTS ARISING FROM OR PAYBLE IN CONNECTION WITH ANY OF THE COLLATERAL DESCRIBED ABOVE.</p> <p>TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES, ACCESSIONS, REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS THERETO, AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY DEALING WITH THE COLLATERAL OR PROCEEDS THEREOF, AND WITHOUT LIMITATION, MONEY, CHEQUES, DEPOSITS IN DEPOSIT-TAKING INSTITUTIONS, GOODS, ACCOUNTS RECEIVABLE, RENTS OR OTHER PAYMENTS ARISING FROM THE LEASE OF THE COLLATERAL, CHATTEL PAPER, INSTRUMENTS, INTANGIBLES, DOCUMENTS OF TITLE, SECURITIES, AND RIGHTS OF INSURANCE PAYMENTS OR ANY OTHER PAYMENTS AS INDEMNITY OR COMPENSATION FOR LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE COLLATERAL.</p>	Current
2	<p>SCHEDULE A</p> <p>UWI VESSEL MANUFACTURER A# CRN SN MAKE MODEL CRN SN</p> <p>103/14-27-40-13W4 SEPARATOR A516577 R2959.213 008705-200 TAYLOR 82E8351311 001774-130</p> <p>103/14-27-40-13W4 FUEL GAS SCRUBBER P6909.231 S-3316 TAYLOR 82E4351311 008410-43</p> <p>103/14-27-40-13W4 100 BBL TANK NUSCO 8705</p> <p>102/13-27-40-13W4 SEPARATOR A503862 P1768.213 317557 0G01316.2C 034048-70</p> <p>102/13-27-40-13W4 FUEL GAS SCRUBBER 114178.2135 6286.423 TAYLOR 82E4351311 009792-137</p> <p>100/13-27-40-13W4 SEPARATOR A602938 P7298.21 27171 TAYLOR 82E8351311 11297-9 A4589.3</p> <p>100/13-27-40-13W4 FUEL GAS SCRUBBER OH57373.219 251675 82E4351311 028480-21</p> <p>05-27-40-13W4 SUCTION GAS SCRUBBER 8286.1357 TAYLOR 82E3531311 19242-17</p> <p>05-27-40-13W4 DISCHARGE BOTTLE A10027 H7951.5C SF-122828 TAYLOR 82E4351311 20278-3</p> <p>05-27-40-13W4 750 BBL TANK RUGGED TANK & FABRICATION 30611</p> <p>05-27-40-13W4 750 BBL TANK RUGGED TANK & FABRICATION 31711</p> <p>05-27-40-13W4 750 BBL TANK RUGGED TANK & FABRICATION 31011</p>	Current

Search ID #: Z18154324

3	<p>100/08-07-042-14W4 FLARE KNOCKOUT PYRAMID ELECTRIC 97-M-502 100/08-07-042-14W4 FUEL GAS SCRUBBER PANAX 0H5737.213 251552 TAYLOR 82E4351311 009792-139 100/08-07-042-14W4 SEPARATOR PANAX A595883 P7298.21 26837 TAYLOR 82E8351311 005417-165 A4589.3 100/08-07-042-14W4 750 BBL TANK RUGGED TANK & FABRICATION 31511 102/04-03-040-12W4 SEPARATOR NUSCO A508365 R2959.213 007634-200 TAYLOR 82E8351311 05417-112 102/04-03-040-12W4 FUEL GAS SCRUBBER NUSCO P6909.231 S-3080 TAYLOR 82E4351311 0G01316.2C 00972-130 102/04-03-040-12W4 100 BBL TANK NUSCO 7634 102/04-03-040-12W4 750 BBL TANK RUGGED TANK & FABRICATION 30711 103/11-31-038-09W4 VERT 3 PHASE SEPARATOR A576240 P7217.2 11191 TAYLOR 82E8351311 43299-215 103/11-31-038-09W4 FUEL GAS SCRUBBER F6388.2 11553 TAYLOR 82E4351311 43109-101 100/01-31-038-09W4 SEPARATOR A606217 R5286.213 19317-01 TAYLOR 82E8351311 016588-224 100/01-31-038-09W4 FUEL GAS SCRUBBER 0H09024.213 6287.551 TAYLOR 82E5351311 016354-375 03-31-038-09W4 CONTROL BLDG FUEL GAS SCRUBBER LO TECH 0H7154.2134 1006.7219 MERCER 91-17D51V05E1 0G8841.5C 820096 03-31-038-09W4 750 BBL TANK FLINT A750-18 03-31-038-09W4 750 BBL TANK FLINT A750-19 102/11-31-038-09W4 VERT 3 PHASE SEPARATOR RJV A3153334 F5874.2 3614 MERCER 9117D511714E 0G2606.5C 45507 102/11-31-038-09W4 FUEL GAS SCRUBBER</p>	Current
4	<p>102/11-31-038-09W4 PUMPJACK SCRUBBER PLATINUM PULL TYPE 102/11-31-038-09W4 750 BBL TANK KAMBER FAB INDUSTRIES 750165 100/08-19-039-10W4 PUMPJACK SCRUBBER AMPSCOT PULL TYPE 100/08-19-039-10W4 SEPARATOR A518959 R8610.231 04-07-230 TAYLOR 82E8351311 16845-35 100/08-19-039-10W4 FUEL GAS SCRUBBER LO TECH 0H2422.2134 1014.1778 TAYLOR 82E4351311 0001316.2C 057050-7 100/08-19-039-10W4 750 BBL TANK RUGGED TANK & FABRICATION 30811 100/16-35-038-10W4 FUEL POT BROMLEY A557316 H4109.234 625822 TAYLOR 82E4351311 0G01316.2C 014391-365 100/16-35-038-10W4 SEPARATOR PANAX A549191 P7298.21 26061 TAYLOR 82E8351311 014338-256 A4589.3 100/16-35-038-10W4 400 BBL TANK RECOM 10031 100/16-35-038-10W4 400 BBL TANK RECOM 10032 16-28-038-10W4 DISCHARGE BOTTLE STEEL FAB H7951.5C SF-126348(?) TAYLOR 82E4351311 0G01316.2C 040215-153 16-28-038-10W4 SUCTION BOTTLE IMPACT INDUSTRIAL SALES 0H07152.2 S02525 TAYLOR 82E5351311 037824-263 102/16-33-038-10W4 PUMPJACK SCRUBBER LO TECH WELLMARK W2601-EV1-311- 30 007968.52/56 IBT05265-24 102/16-33-038-10W4 SEPARATOR NWP INDUSTRIES A588884 L9453.231 1643 TAYLOR 82E7351311 0G01316.2C 051342-34 102/16-33-038-10W4 SCRUBBER NWP INDUSTRIES 0H09319.213 1610 TAYLOR 82E4351311 0G01316.2C 5401215 (?) 103/15-27-038-10W4 SEPARATOR PANAX A602939 P7298.21 27172 TAYLOR 82E6351311 010760-317 A4589.3 103/15-27-038-10W4 SCRUBBER PANAX 0H5737.213 251673 TAYLOR 82E4531311 0G01316.2C 057050-19</p>	Current

Search ID #: Z18154324

5	100/04-22-041-09W4/02 SEPARATOR RJV A405717 M0716.2 4538 TAYLOR 82G12651311-1440 034048-87 100/04-22-041-09W4/02 SCRUBBER NO PLATE TAYLOR 82E4351311 49722-17 100/04-22-041-09W4/02 100 BBL TANK BROMLEY 206-D100-10243 100/04-22-041-09W4/02 750 BBL TANK NO PLATE 100/04-22-041-09W4/02 GROUP SEPARATOR BROMLEY A565171 P1768.213 516-70N TAYLOR 82E7351311 30665-443 100/04-22-041-09W4/02 FUEL GAS FROM SEPARATOR BROMLEY A560518 626072 TAYLOR 82E4351311 30747-49 100/04-22-041-09W4/02 INLET SEPARATOR NGC A556798 R5810.213 16607-2 HYDROSEAL 14E3M0V00/L5 555302-15 100/04-22-041-09W4/02 OIL SEPARATOR NGC A565668 R5809.213 16607-7 TAYLOR 82H6571311 032086-216 100/07-15-041-09W4/00 SEPARATOR FLODRIP A479897 L4250.231 4718 TAYLOR 82E8351311 48787-127 100/16-03-041-09W4/00 FUEL GAS LO TECH 0H2299.2134 1006.1899 TAYLOR 82E4351311 49980-68 100/16-03-041-09W4/00 GAS SEPARATOR NUSCO A486731 P9291.2C 005618-200 TAYLOR 82E4351311 45787-124 100/16-03-041-09W4/00 130 BBL TANK NUSCO 005618 100/03-03-041-09W4/02 SEPARATOR NUSCO A516263 R6050.23 008348-200 MERCER 91-17D51T14E1 489323 100/03-03-041-09W4/02 FUEL GAS SCRUBBER FLO-DRI TAYLOR 82E4351311 15000- 15 100/03-03-041-09W4/02 60 BBL TANK NUSCO 8348 100/09-24-041-09W4/00 SEPARATOR NUSCO A534806 P4395.2 01-4349-5 TAYLOR 82E4351311 46787-151 100/09-24-041-09W4/00 FUEL GAS SEPARATOR 0H6795.21 99-4349-5 MERCER 9106D51V06E1 151901 100/06-21-041-09W4/02 GAS SEPARATOR PLAINS OIL A513244 R2520.213 3526-V3 MERCER 91-17D51T14E1 129457 100/06-21-041-09W4/02 60 BBL TANK ULTRAFAB 0486-019 15-05-042-12W4 3 PHASE SEPARATOR SILVERADO A550927 T4857.2 S-1852 TAYLOR 82H116751311 19772 15-05-042-12W4 GAS SCRUBBER SILVERADO 0H583.7.213 S-1798 TAYLOR 82E4351311 14730-55 15-05-042-12W4 AIR RECEIVER STEEL FAB H7951.5C SF-179975	Current
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Search ID #: Z18154324

6	LOCATION BUILDING/EQUIPMENT ADDITIONAL INFORMATION 15-35-21-07W4 OFFICE ELECTRICAL ROOM, OFFICE & TOOL ROOM 15-35-21-07W4 UTILITY BUILDING WATER/GLYCOL HEATER, (2) CIRCULATING CENTRIFUGAL PUMPS, (2) AIR COMPRESSORS & A DRYING TOWER 15-35-21-07W4 INLET BUILDING TEST SEPARATOR, FWKO, FLARE METER RUN, 8 WELL HEADER, (2) RUFFNECKS 15-35-21-07W4 TREATER BUILDING UNIVERSAL 10 X 40 FOOT DUAL BURNER TREATER & METER RUN 15-35-21-07W4 COMPRESSOR BUILDING 3408 CAT & 2 STAGE GEMINI COMPRESSOR 15-35-21-07W4 DEHY BUILDING CONTACTOR, REBOILER & ACCUMULATOR, GLYCOL PUMP, METHANOL PUMP 15-35-21-07W4 QUIN PLEX BUILDING 250 HP QUIN PLEX BUILDING & BOOSTER 15-35-21-07W4 TRIPLEX BUILDING (2) 125 HP TRIPLEX PUMPS & BOOSTERS, (2) ROPER RECYCLING SCREW PUMPS, RECYCLE DISCHARGE HEADER 15-35-21-07W4 CUT SHACK CENTRIFUGE, STEEL BENCH WITH HOT BATH SINK 15-35-21-07W4 TANK FARM (2) 2000 BBL WATER TANKS, (1) 2000 BBL RECYCLE TANK, (2) 1200 BBL OIL TANKS, (1) 750 BBL DESAND TANK 15-35-21-07W4 FLARE STACK 15-35-21-07W4 UNDERGROUND FLARE KNOCKOUT TANK 15-35-21-07W4 UNDERGROUND INJECTION PUMP DRAIN TANK 2-2-22-07W4 TEST SEPARATOR, PIGGING STATION 7-2-22-07W4 TEST SEPARATOR, 7 WELL HEADER, PIGGING STATION, ELECTRICAL BUILDING 12-11-22-07W4 TEST SEPARATOR, WITH CHEV V6 HYDRAULIC DRIVE	Current
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Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 22092933905

Registration Type: SECURITY AGREEMENT

Registration Date: 2022-Sep-29

Registration Status: Current

Expiry Date: 2025-Sep-29 23:59:59

Exact Match on:

Debtor

No: 1

Amendments to Registration

22101217412

Amendment

2022-Oct-12

Debtor(s)

Block

Status

Current

1 CLEO ENERGY CORP.
200, 117 8TH AVE SW
CALGARY, AB T2P1B4

Secured Party / Parties

Block

Status

Current

1 ARUNDEL CAPITAL CORPORATION
SUITE 201, 3007 14TH STREET SW
CALGARY, AB T2T3V6
Email: catherine@arundelcapital.com

Search ID #: Z18154324

Collateral: General

<u>Block</u>	<u>Description</u>	<u>Status</u>
1	<p>ALL RIGHT, TITLE AND INTEREST IN THE DEBTOR TO THE LANDS LOCATED AT THE BELOW DESCRIBED LEGAL LAND LOCATIONS, THE WELLS AND EQUIPMENT THEREON AND ANY OTHER TANGIBLE AND INTANGIBLE PROPERTY RELATED THERETO.</p> <p>PROCEEDS: ANY AND ALL PROCEEDS OF AMOUNTS ARISING FROM OR PAYABLE IN CONNECTION WITH ANY OF THE COLLATERAL DESCRIBED HERE IN.</p> <p>ALL EQUIPMENT DETAILS AS OUTLINED IN LEASE 105387-17 SCHEDULE 'A' AND BELOW:</p> <p>100/13-29-013-20W4/00 100/15-30-013-20W4/02 102/06-03-014-20W4/00 100/04-04-014-20W4/02 102/04-04-014-20W4/00 100/13-04-014-20W4/03 100/01-06-014-20W4/00 100/16-06-014-20W4/00 100/02-07-014-20W4/00 100/01-08-014-20W4/02 100/05-09-014-20W4/03 100/12-09-014-20W4/02 100/06-10-014-20W4/00 100/03-15-014-20W4/00 100/13-15-014-20W4/00 100/04-16-014-20W4/04 100/12-17-014-20W4/00 100/09-18-014-20W4/00 100/03-26-014-20W4/02</p> <p>(1) 2005 SEPARATOR FLODRIP S/N 8151 9499 (1) 2003 SEPARATOR ARGO SALES S/N WX12 X24 DP-11791 (1) 2005 SEPARATOR FLODRIP S/N 8151 9497 (1) 2001 SEPARATOR BROMLEY S/N 112506 (1) 1998 SEPARATOR ARGO SALES S/N VS-11 VS-3760 (1) 1997 SEPARATOR ARGO SALES S/N VS-2 VS-8099 (1) 1994 SEPARATOR NATCO CANADA S/N LS4180 (1) 2001 SEPARATOR PENFABCO LTD S/N PE6867 (1) 2001 SEPARATOR BROMLEY S/N 112510 (1) 2005 SEPARATOR FLODRIP S/N 8151 9500 (1) 1999 SEPARATOR JIRO MANUFACTURING S/N 8-0011 (1) 1997 SEPARATOR ARGO SALES S/N VS-1 VS-8173 (1) 2001 SEPARATOR BROMLEY S/N 113406 (1) SEPARATOR FLODRIP (1) 1998 SEPARATOR ARGO SALES S/N VS-3728 (1) 2001 SEPARATOR PENFABCO LTD S/N PE7313 (1) 2001 SEPARATOR PENFABCO LTD S/N PE7133 (1) 2000 SEPARATOR PENFABCO LTD S/N PE6570 (1) 2001 SEPARATOR PENFABCO LTD S/N PE7006</p>	Deleted By 22101217412

Search ID #: Z18154324

- 2 ALL RIGHT, TITLE AND INTEREST IN THE DEBTOR TO THE LANDS LOCATED AT Current By
THE BELOW DESCRIBED LEGAL LAND LOCATIONS, THE WELLS AND EQUIPMENT 22101217412
THEREON AND ANY OTHER TANGIBLE AND INTANGIBLE PROPERTY RELATED
THERETO.
PROCEEDS: ANY AND ALL PROCEEDS OF AMOUNTS ARISING FROM OR PAYABLE
IN CONNECTION WITH ANY OF THE COLLATERAL DESCRIBED HERE IN.

ALL EQUIPMENT DETAILS AS OUTLINED IN LEASE 105387-17 SCHEDULE 'A' AND
BELOW:

100/13-29-013-20W4/00
100/15-30-013-20W4/02
102/06-03-014-20W4/00
100/04-04-014-20W4/02
102/04-04-014-20W4/00
100/13-04-014-20W4/03
100/01-06-014-20W4/00
100/16-06-014-20W4/00
100/02-07-014-20W4/00
100/01-08-014-20W4/02
100/05-09-014-20W4/03
100/12-09-014-20W4/02
100/06-10-014-20W4/00
100/03-15-014-20W4/00
100/13-15-014-20W4/00
100/04-16-014-20W4/04
100/12-17-014-20W4/00
100/09-18-014-20W4/00
100/03-26-014-20W4/02

(1) 2005 SEPARATOR FLODRIP 8151 S/N 9499
(1) 2003 SEPARATOR ARGO SALES WX12 X24 S/N DP-11791
(1) 2005 SEPARATOR FLODRIP 8151 S/N 9497
(1) 2001 SEPARATOR BROMLEY S/N 112506
(1) 1998 SEPARATOR ARGO SALES VS-11 S/N VS-3760
(1) 1997 SEPARATOR ARGO SALES VS-2 S/N VS-8099
(1) 1994 SEPARATOR NATCO CANADA S/N LS4180
(1) 2001 SEPARATOR PENFABCO LTD S/N PE6867
(1) 2001 SEPARATOR BROMLEY S/N 112510
(1) 2005 SEPARATOR FLODRIP 8151 S/N 9500
(1) 1999 SEPARATOR JIRO MANUFACTURING S/N 8-0011
(1) 1997 SEPARATOR ARGO SALES VS-1 S/N VS-8173
(1) 2001 SEPARATOR BROMLEY S/N 113406
(1) SEPARATOR FLODRIP
(1) 1998 SEPARATOR ARGO SALES S/N VS-3728
(1) 2001 SEPARATOR PENFABCO LTD S/N PE7313
(1) 2001 SEPARATOR PENFABCO LTD S/N PE7133
(1) 2000 SEPARATOR PENFABCO LTD S/N PE6570
(1) 2001 SEPARATOR PENFABCO LTD S/N PE7006

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 22092934052

Registration Type: SECURITY AGREEMENT

Registration Date: 2022-Sep-29

Registration Status: Current

Expiry Date: 2025-Sep-29 23:59:59

Exact Match on:

Debtor

No: 1

Debtor(s)

Block

Status

1 CLEO ENERGY CORP.
200, 117 8TH AVE SW
CALGARY, AB T2P1B4

Current

Secured Party / Parties

Block

Status

1 ARUNDEL CAPITAL CORPORATION
SUITE 201, 3007 14TH STREET SW
CALGARY, AB T2T3V6
Email: catherine@arundelcapital.com

Current

Search ID #: Z18154324

Collateral: General

<u>Block</u>	<u>Description</u>	<u>Status</u>
1	<p>ALL RIGHT, TITLE AND INTEREST IN THE DEBTOR TO THE LANDS LOCATED AT THE BELOW DESCRIBED LEGAL LAND LOCATIONS, THE WELLS AND EQUIPMENT THEREON AND ANY OTHER TANGIBLE AND INTANGIBLE PROPERTY RELATED THERETO.</p> <p>PROCEEDS: ANY AND ALL PROCEEDS OF AMOUNTS ARISING FROM OR PAYABLE IN CONNECTION WITH ANY OF THE COLLATERAL DESCRIBED HERE IN.</p> <p>ALL EQUIPMENT DETAILS AS OUTLINED IN LEASE 105387-18 SCHEDULE 'A' AND BELOW:</p> <p>100/10-14-009-14W4/00 100/16-15-009-14W4/00 102/16-19-009-14W4/00 100/08-21-009-14W4/00 100/10-21-009-14W4/00 100/06-22-009-14W4/00 100/04-23-009-14W4/00 100/03-29-009-14W4/00 100/06-29-009-14W4/00 100/12-30-009-14W4/00 100/04-31-009-14W4/00 100/12-25-009-15W4/00 100/05-26-009-15W4/02 100/07-27-009-15W4/00 100/16-32-009-15W4/00 100/09-33-009-15W4/00 100/02-34-009-15W4/00 100/02-35-009-15W4/00 100/03-36-009-15W4/00 100/05-02-010-15W4/00 100/04-03-010-15W4/00 100/04-04-010-15W4/00 100/07-05-010-15W4/00 100/15-06-010-15W4/00 100/05-07-010-15W4/00 100/04-08-010-15W4/00 100/06-12-010-16W4/00</p> <p>(1) 2000 SEPARATOR FLODRIP 8085 S/N 2694 (1) 2000 SEPARATOR FLODRIP 8085 S/N 2676 (1) 2001 SEPARATOR FLODRIP 8085 S/N 4307 (1) 2000 SEPARATOR FLODRIP 8145 S/N 2076 (1) 2000 SEPARATOR FLODRIP 8085 S/N 2684 (1) 1987 SEPARATOR PRESSON S/N 426020 (1) 1999 SEPARATOR MAGIC SPAN FAB S/N 99-019D (1) 1998 SEPARATOR ORBAN INDUSTRIES V100 S/N 97-452VS (1) 2001 SEPARATOR FLODRIP 8085 S/N 4310</p>	Current

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 23030718044

Registration Type: SECURITY AGREEMENT

Registration Date: 2023-Mar-07

Registration Status: Current

Expiry Date: 2028-Mar-07 23:59:59

Exact Match on:

Debtor

No: 1

Debtor(s)

Block

Status

1 CLEO ENERGY CORP.
117 - 8TH AVENUE S.W.
CALGARY, AB T2P 1B4

Current

Secured Party / Parties

Block

Status

1 HARVEST OPERATIONS CORP.
4500, 855 - 2ND STREET S.W.
CALGARY, AB T2P 4K7
Email: JP.Pham@harvestenergy.ca

Current

Collateral: General

Block

Description

Status

1 Substances produced from the following Wells: SLE SEDGE 14-5-42-12 located at 100/14-05-042-12W4/02, and SLE SEDGE 15-5-42-12 located at 100/15-05-041-12W4/00, and SLE 102 DD SEDGE 15-5-42-12 located at 102/15-05-042-12W4/00, to secure payment of any outstanding operating or administration charge or other amount payable to Harvest Operations Corp. ("Harvest")

Current

Search ID #: Z18154324

- 2 A lien and charge on Cleo Energy Corp.'s ("Cleo") share of Crude Oil and Gas attributable Current
to Cleo's Inlet Substances, to pay any handling charge or other amount payable to Harvest
as Operator in relation to the operation of the Bellshill Lake Ellerslie Unit 03-28 Battery
(Contract No. SV3582). Crude Oil means crude oil and condensate separated from Inlet
Substances at the Facility which meet relevant specifications for transmission and sale.
Gas means all natural gas solution gas and any other gas, together with associates
substances, separated from Inlet Substances at the Facility that is gaseous under the
conditions at which it is separated. Inlet Substances means the total volume of gas, liquids
and associates substances delivery to the Facility for handling. Facility means all real and
personal property of every kind, nature and description which constitutes all facilities
owned or controlled by Harvest as Operator as follows:
1) Bellshill Lake Ellerslie 03-28 Battery
- Facility Inlet: 03-28-041-12W4M
- Facility Outlet: 03-28-041-12W4M
2) Disposal Wells pipeline connected to the treating facility
- Facility Inlet: 03-28-041-12W4M
- Facility Outlet: 03-28-041-12W4M
Sources:
- 100/14-05-042-12W4/02 (Facility Inlet: 03-28-041-12W4M)
- 100/15-05-042-12W4/00 (Facility Inlet: 03-28-041-12W4M)
- 102/15-05-042-12W4/00 (Facility Inlet: 03-28-041-12W4M)
- 103/10-27-041-12W4/00 (Facility Inlet: 03-28-041-12W4M)

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 23041225735

Registration Type: WRIT OF ENFORCEMENT

Registration Date: 2023-Apr-12

Registration Status: Current

Expiry Date: 2025-Apr-12 23:59:59

Issued in Calgary Judicial Centre

Court File Number is 1701-13016

Judgment Date is 2023-Feb-06

This Writ was issued on 2023-Apr-11

Type of Judgment is Other

Original Judgment Amount: \$0.00

Costs Are: \$89,067.61

Post Judgment Interest: \$0.00

Current Amount Owing: \$13.05

Exact Match on:

Debtor

No: 1

Amendments to Registration

23081732969	Distribution	2023-Aug-17
24020632856	Distribution	2024-Feb-06
24070232130	Distribution	2024-Jul-02
24101738492	Distribution	2024-Oct-17

Solicitor / Agent

LAWSON LUNDELL LLP, SHANNON K. HAYES
1100, 225 - 6TH AVENUE SW
CALGARY, AB T2P 1N2

Phone #: 403 218 7514

Fax #: 403 269 9494

Reference #: 34165-143006

Email: SHAYES@LAWSONLUNDELL.COM

Search ID #: Z18154324

Debtor(s)

Block

Status

Current

1 CLEO ENERGY CORP.
200, 117 - 8TH AVENUE SW
CALGARY, AB T2P 1B4

Creditor(s)

Block

Status

Current

1 SAVANNA WELL SERVICING INC.
1000, 734 - 7TH AVENUE SW
CALGARY, AB T2P 3P8
Email: HHAHN@TOTALENERGY.CA

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 23050907741

Registration Type: SECURITY AGREEMENT

Registration Date: 2023-May-09

Registration Status: Current

Expiry Date: 2026-May-09 23:59:59

Exact Match on:

Debtor

No: 1

Debtor(s)

Block

Status

1 CLEO ENERGY CORP.
200, 117 8TH AVE SW
CALGARY, AB T2P1B4

Current

Secured Party / Parties

Block

Status

1 ARUNDEL CAPITAL CORPORATION
SUITE 201, 3007 14TH STREET SW
CALGARY, AB T2T3V6
Email: catherine@arundelcapital.com

Current

Collateral: General

Block

Description

Status

1 ALL SURFACE EQUIPMENT LOCATED AT FABYAN, SILVER HEIGHTS,
SHORNCLIFFE, KESSLER AND NEUTRAL HILLS FACILITIES C/W SEPARATORS,
COMPRESSORS, TANKS, PUMPS, PUMPJACKS AND OTHER SURFACE EQUIPMENT
AS PER THE SCHEDULE 'A' ATTACHED TO AND FORMING PART OF LEASE
AGREEMENT 105387-19.

Current

TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES, ACCESSIONS,
REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS THERETO,
AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM
ANY DEALING WITH THE COLLATERAL OR PROCEEDS THEREOF, AND WITHOUT
LIMITATION, MONEY, CHEQUES, DEPOSITS IN DEPOSIT-TAKING INSTITUTIONS,
GOODS, ACCOUNTS RECEIVABLE, RENTS OR OTHER PAYMENTS ARISING FROM
THE LEASE OF THE COLLATERAL, CHATTEL PAPER, INSTRUMENTS,
INTANGIBLES, DOCUMENTS OF TITLE, SECURITIES, AND RIGHTS OF INSURANCE
PAYMENTS OR ANY OTHER PAYMENTS AS INDEMNITY OR COMPENSATION FOR
LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE COLLATERAL.

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 23062929662

Registration Type: SECURITY AGREEMENT

Registration Date: 2023-Jun-29

Registration Status: Current

Expiry Date: 2028-Jun-29 23:59:59

Exact Match on:

Debtor

No: 1

Debtor(s)

Block

Status

1 CLEO ENERGY CORP.
200 - 117 8TH AVE SW
CALGARY, AB T2P1B4

Current

Block

Status

2 LEWIS, CHRISTOPHER
1010 - 135 26TH AVE SW
CALGARY, AB T2S0M2

Current

Birth Date:
1966-Mar-09

Secured Party / Parties

Block

Status

1 1992169 ALBERTA LTD.
30 KINCORA GLEN PARK NW
CALGARY, AB T3R1V3
Email: JASON@RISECAPITAL.CA

Current

Block

Status

2 OXYGEN WORKING CAPITAL CORP.
69 NAPIER STREET
BARRIE, ON L4M1W3
Email: JRAVALLI@OWCCORP.COM

Current

Search ID #: Z18154324

Collateral: General

<u>Block</u>	<u>Description</u>	<u>Status</u>
1	THE DEBTORS PRESENT PERSONAL PROPERTY AND PERSONAL PROPERTY ACQUIRED IN THE FUTURE, INCLUDING INVENTORY, FURNITURE, FIXTURES, OFFICE EQUIPMENT, INDUSTRIAL EQUIPMENT, MACHINERY, PLANT, TOOLS, VEHICLES, INTANGIBLE PERSONAL PROPERTY, SECURITIES, DOCUMENTS OF, TITLE, INSTRUMENTS, CHATTEL PAPER, MONEY AND ACCOUNTS RECEIVABLE. ALL THE DEBTORS RECORDS RELATING TO THE BUSINESS AND THE PROPERTY THAT IS SECURED AND ALL PROCEEDS THAT ARE PRESENT OR AFTER-ACQUIRED PERSONAL PROPERTY.	Current

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 23080419988

Registration Date: 2023-Aug-04

Registration Type: SECURITY AGREEMENT

Registration Status: Current

Registration Term: Infinity

Exact Match on: Debtor No: 1

Debtor(s)

Block

Status

1 CLEO ENERGY CORP.
200 - 117 8 AVENUE SW
CALGARY, AB T2P 1B4

Current

Secured Party / Parties

Block

Status

1 BALLARD, STEPHEN
SUITE 1802, 71 JAMIESON COURT
NEW WESTMINSTER, BC V3L 5R4
Email: STEVER88C@HOTMAIL.COM

Current

Collateral: General

Block

Description

Status

1 All present and after-acquired personal property owned, leased, licensed, possessed or acquired by the Debtor, or in which the Debtor has rights, including all present and after-acquired Goods (including Equipment and Inventory), Investment Property, Instruments, Documents of Title, Chattel Paper, Intangibles (including Accounts), Money, crops and fixtures, owned, leased, licensed, possessed or acquired by the Debtor, or in which the Debtor has rights, and all Proceeds of that property, but specifically excludes the Excluded Collateral.

Current

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 23081025798

Registration Type: SECURITY AGREEMENT

Registration Date: 2023-Aug-10

Registration Status: Current

Expiry Date: 2026-Aug-10 23:59:59

Exact Match on:

Debtor

No: 1

Amendments to Registration

24041024133

Amendment

2024-Apr-10

Debtor(s)

Block

Status

Current

1 CLEO ENERGY CORP.
200-117 8 AVE SW
CALGARY, AB T2P1B4

Block

Status

Current

2 LEWIS, CHRISTOPHER, JOHN
200-117 8 AVE SW
CALGARY, AB T2P1B4

Birth Date:
1966-Mar-09

Block

Status

Current

3 LEWIS, CHRISTOPHER, MCRAE
200-117 8 AVE SW
CALGARY, AB T2P1B4

Birth Date:
1966-Mar-09

Secured Party / Parties

Block

Status

Deleted by
24041024133

1 2416924 ALBERTA LTD. O/A STRIDE CAPITAL
SUITE 201, 3007 14TH STREET SW
CALGARY, AB T2T3V6
Email: PPSA@STRIDECAP.COM

Search ID #: Z18154324

Block

2 2416924 ALBERTA LTD.
415-3332 20TH STREET SW
CALGARY, AB T2T 6T9
Email: PPSA@STRIDECAP.COM

Status

Current by
24041024133

Collateral: General**Block****Description****Status**

1 ALL RIGHT, TITLE AND INTEREST IN THE DEBTOR TO THE WELLS AND EQUIPMENT LOCATED AT THE BELOW DESCRIBED LEGAL LAND LOCATIONS, THEREON AND ANY OTHER TANGIBLE AND INTANGIBLE PROPERTY RELATED THERETO.
ALL RIGHT, TITLE AND INTEREST IN THE DEBTOR TO THE OIL AND GAS PRODUCING EQUIPMENT AND ANY OTHER TANGIBLE AND INTANGIBLE PROPERTY RELATED THERETO. PROCEEDS: ANY AND ALL PROCEEDS OF AMOUNTS ARISING FROM OR PAYBLE IN CONNECTION WITH ANY OF THE COLLATERAL DESCRIBED ABOVE. TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES, ACCESSIONS, REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS THERETO, AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY DEALING WITH THE COLLATERAL OR PROCEEDS THEREOF, AND WITHOUT LIMITATION, MONEY, CHEQUES, DEPOSITS IN DEPOSIT-TAKING INSTITUTIONS, GOODS, ACCOUNTS RECEIVABLE, RENTS OR OTHER PAYMENTS ARISING FROM THE LEASE OF THE COLLATERAL, CHATTEL PAPER, INSTRUMENTS, INTANGIBLES, DOCUMENTS OF TITLE, SECURITIES, AND RIGHTS OF INSURANCE PAYMENTS OR ANY OTHER PAYMENTS AS INDEMNITY OR COMPENSATION FOR LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE COLLATERAL.

SCHEDULE A
UWI VESSEL MANUFACTURER A# CRN SN MAKE MODEL CRN SN
103/14-27-40-13W4 SEPARATOR A516577 R2959.213 008705-200 TAYLOR 82E8351311 001774-130
103/14-27-40-13W4 FUEL GAS SCRUBBER P6909.231 S-3316 TAYLOR 82E4351311 008410-43
103/14-27-40-13W4 100 BBL TANK NUSCO 8705
102/13-27-40-13W4 SEPARATOR A503862 P1768.213 317557 0G01316.2C 034048-70
102/13-27-40-13W4 FUEL GAS SCRUBBER 114178.2135 6286.423 TAYLOR 82E4351311 009792-137
100/13-27-40-13W4 SEPARATOR A602938 P7298.21 27171 TAYLOR 82E8351311 11297-9 A4589.3
100/13-27-40-13W4 FUEL GAS SCRUBBER OH57373.219 251675 82E4351311 028480-21
05-27-40-13W4 SUCTION GAS SCRUBBER 8286.1357 TAYLOR 82E3531311 19242-17
05-27-40-13W4 DISCHARGE BOTTLE A10027 H7951.5C SF-122828 TAYLOR 82E4351311 20278-3

Search ID #: Z18154324

2	<p>05-27-40-13W4 750 BBL TANK RUGGED TANK & FABRICATION 30611 05-27-40-13W4 750 BBL TANK RUGGED TANK & FABRICATION 31711 05-27-40-13W4 750 BBL TANK RUGGED TANK & FABRICATION 31011 100/08-07-042-14W4 FLARE KNOCKOUT PYRAMID ELECTRIC 97-M-502 100/08-07-042-14W4 FUEL GAS SCRUBBER PANAX 0H5737.213 251552 TAYLOR 82E4351311 009792-139 100/08-07-042-14W4 SEPARATOR PANAX A595883 P7298.21 26837 TAYLOR 82E8351311 005417-165 A4589.3 100/08-07-042-14W4 750 BBL TANK RUGGED TANK & FABRICATION 31511 102/04-03-040-12W4 SEPARATOR NUSCO A508365 R2959.213 007634-200 TAYLOR 82E8351311 05417-112 102/04-03-040-12W4 FUEL GAS SCRUBBER NUSCO P6909.231 S-3080 TAYLOR 82E435131182E4351311 0G01316.2C 00972-130 102/04-03-040-12W4 100 BBL TANK NUSCO 7634 102/04-03-040-12W4 750 BBL TANK RUGGED TANK & FABRICATION 30711 103/11-31-038-09W4 VERT 3 PHASE SEPARATOR A576240 P7217.2 11191 TAYLOR 82E8351311 43299-215 103/11-31-038-09W4 FUEL GAS SCRUBBER F6388.2 11553 TAYLOR 82E4351311 43109-101 100/01-31-038-09W4 SEPARATOR A606217 R5286.213 19317-01 TAYLOR 82E8351311 016588 -224 100/01-31-038-09W4 FUEL GAS SCRUBBER 0H09024.213 6287.551 TAYLOR 82E5351311 016354-375 03-31-038-09W4 CONTROL BLDG FUEL GAS SCRUBBER LO TECH 0H7154.2134 1006.7219 MERCER 91-17D51V05E1 0G8841.5C 820096 03-31-038-09W4 750 BBL TANK FLINT A750-18 03-31-038-09W4 750 BBL TANK FLINT A750-19</p>	Current
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Search ID #: Z18154324

3	<p>102/11-31-038-09W4 VERT 3 PHASE SEPARATOR RJV A3153334 F5874.2 3614 MERCER 9117D511714E 0G2606.5C 45507 102/11-31-038-09W4 FUEL GAS SCRUBBER 102/11-31-038-09W4 PUMPJACK SCRUBBER PLATINUM PULL TYPE 102/11-31-038-09W4 750 BBL TANK KAMBER FAB INDUSTRIES 750165 100/08-19-039-10W4 PUMPJACK SCRUBBER AMPSCOT PULL TYPE 100/08-19-039-10W4 SEPARATOR A518959 R8610.231 04-07-230 TAYLOR 82E8351311 16845 -35 100/08-19-039-10W4 FUEL GAS SCRUBBER LO TECH 0H2422.2134 1014.1778 TAYLOR 82E4351311 0001316.2C 057050-7 100/08-19-039-10W4 750 BBL TANK RUGGED TANK & FABRICATION 30811 100/16-35-038-10W4 FUEL POT BROMLEY A557316 H4109.234 625822 TAYLOR 82E4351311 0G01316.2C 014391-365 100/16-35-038-10W4 SEPARATOR PANAX A549191 P7298.21 26061 TAYLOR 82E8351311 014338-256 A4589.3 100/16-35-038-10W4 400 BBL TANK RECOM 10031 100/16-35-038-10W4 400 BBL TANK RECOM 10032 16-28-038-10W4 DISCHARGE BOTTLE STEEL FAB H7951.5C SF-126348(?) TAYLOR 82E4351311 0G01316.2C 040215-153 16-28-038-10W4 SUCTION BOTTLE IMPACT INDUSTRIAL SALES 0H07152.2 S02525 TAYLOR 82E5351311 037824-263 102/16-33-038-10W4 PUMPJACK SCRUBBER LO TECH WELLMARK W2601-EV1-311- 30 007968.52/56 IBT05265-24 102/16-33-038-10W4 SEPARATOR NWP INDUSTRIES A588884 L9453.231 1643 TAYLOR 82E7351311 0G01316.2C 051342-34 102/16-33-038-10W4 SCRUBBER NWP INDUSTRIES 0H09319.213 1610 TAYLOR 82E4351311 0G01316.2C 5401215 (?) 103/15-27-038-10W4 SEPARATOR PANAX A602939 P7298.21 27172 TAYLOR 82E6351311 010760-317 A4589.3 103/15-27-038-10W4 SCRUBBER PANAX 0H5737.213 251673 TAYLOR 82E4531311 0G01316.2C 057050-19 100/04-22-041-09W4/02 SEPARATOR RJV A405717 M0716.2 4538 TAYLOR 82G12651311-1440 034048-87 100/04-22-041-09W4/02 SCRUBBER NO PLATE TAYLOR 82E4351311 49722-17 100/04-22-041-09W4/02 100 BBL TANK BROMLEY 206-D100-10243</p>	Current
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Search ID #: Z18154324

4	<p>100/04-22-041-09W4/02 750 BBL TANK NO PLATE 100/04-22-041-09W4/02 GROUP SEPARATOR BROMLEY A565171 P1768.213 516-70N TAYLOR 82E7351311 30665-443 100/04-22-041-09W4/02 FUEL GAS FROM SEPARATOR BROMLEY A560518 626072 TAYLOR 82E4351311 30747-49 100/04-22-041-09W4/02 INLET SEPARATOR NGC A556798 R5810.213 16607-2 HYDROSEAL 14E3M0V00/L5 555302-15 100/04-22-041-09W4/02 OIL SEPARATOR NGC A565668 R5809.213 16607-7 TAYLOR 82H6571311 032086-216 100/07-15-041-09W4/00 SEPARATOR FLODRIP A479897 L4250.231 4718 TAYLOR 82E8351311 48787-127 100/16-03-041-09W4/00 FUEL GAS LO TECH 0H2299.2134 1006.1899 TAYLOR 82E4351311 49980-68 100/16-03-041-09W4/00 GAS SEPARATOR NUSCO A486731 P9291.2C 005618-200 TAYLOR 82E4351311 45787-124 100/16-03-041-09W4/00 130 BBL TANK NUSCO 005618 100/03-03-041-09W4/02 SEPARATOR NUSCO A516263 R6050.23 008348-200 MERCER 91-17D51T14E1 489323 100/03-03-041-09W4/02 FUEL GAS SCRUBBER FLO-DRI TAYLOR 82E4351311 15000- 15 100/03-03-041-09W4/02 60 BBL TANK NUSCO 8348 100/09-24-041-09W4/00 SEPARATOR NUSCO A534806 P4395.2 01-4349-5 TAYLOR 82E4351311 46787-151 100/09-24-041-09W4/00 FUEL GAS SEPARATOR 0H6795.21 99-4349-5 MERCER 9106D51V06E1 151901 100/06-21-041-09W4/02 GAS SEPARATOR PLAINS OIL A513244 R2520.213 3526-V3 MERCER 91-17D51T14E1 129457 100/06-21-041-09W4/02 60 BBL TANK ULTRAFAB 0486-019 15-05-042-12W4 3 PHASE SEPARATOR SILVERADO A550927 T4857.2 S-1852 TAYLOR 82H116751311 19772 15-05-042-12W4 GAS SCRUBBER SILVERADO 0H583.7.213 S-1798 TAYLOR 82E4351311 14730-55 15-05-042-12W4 AIR RECEIVER STEEL FAB H7951.5C SF-179975</p>	Current
5	<p>LOCATION BUILDING/EQUIPMENT ADDITIONAL INFORMATION 15-35-21-07W4 OFFICE ELECTRICAL ROOM, OFFICE & TOOL ROOM 15-35-21-07W4 UTILITY BUILDING WATER/GLYCOL HEATER, (2) CIRCULATING CENTRIFUGAL PUMPS, (2) AIR COMPRESSORS & A DRYING TOWER 15-35-21-07W4 INLET BUILDING TEST SEPARATOR, FWKO, FLARE METER RUN, 8 WELL HEADER, (2) RUFFNECKS 15-35-21-07W4 TREATER BUILDING UNIVERSAL 10 X 40 FOOT DUAL BURNER TREATER & METER RUN 15-35-21-07W4 COMPRESSOR BUILDING 3408 CAT & 2 STAGE GEMINI COMPRESSOR 15-35-21-07W4 DEHY BUILDING CONTACTOR, REBOILER & ACCUMULATOR, GLYCOL PUMP, METHANOL PUMP 15-35-21-07W4 QUIN PLEX BUILDING 250 HP QUIN PLEX BUILDING & BOOSTER 15-35-21-07W4 TRIPLEX BUILDING (2) 125 HP TRIPLEX PUMPS & BOOSTERS, (2) ROPER RECYCLING SCREW PUMPS, RECYCLE DISCHARGE HEADER 15-35-21-07W4 CUT SHACK CENTRIFUGE, STEEL BENCH WITH HOT BATH SINK 15-35-21-07W4 TANK FARM (2) 2000 BBL WATER TANKS, (1) 2000 BBL RECYCLE TANK, (2) 1200 BBL OIL TANKS, (1) 750 BBL DESAND TANK 15-35-21-07W4 FLARE STACK 15-35-21-07W4 UNDERGROUND FLARE KNOCKOUT TANK 15-35-21-07W4 UNDERGROUND INJECTION PUMP DRAIN TANK 2-2-22-07W4 TEST SEPARATOR, PIGGING STATION 7-2-22-07W4 TEST SEPARATOR, 7 WELL HEADER, PIGGING STATION, ELECTRICAL BUILDING 12-11-22-07W4 TEST SEPARATOR, WITH CHEV V6 HYDRAULIC DRIVE</p>	Current

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 23102732847

Registration Type: WRIT OF ENFORCEMENT

Registration Date: 2023-Oct-27

Registration Status: Current

Expiry Date: 2025-Oct-27 23:59:59

Issued in Calgary Judicial Centre

Court File Number is 1701-13016

Judgment Date is 2022-Nov-21

This Writ was issued on 2023-Oct-27

Type of Judgment is Other

Original Judgment Amount: \$1,138,569.99

Costs Are: \$0.00

Post Judgment Interest: \$0.00

Current Amount Owing: \$41,001.44

Exact Match on:

Debtor

No: 1

Amendments to Registration

24020632866	Distribution	2024-Feb-06
24070232140	Distribution	2024-Jul-02
24081624657	Amendment	2024-Aug-16
24101738502	Distribution	2024-Oct-17
24111829465	Amendment	2024-Nov-18

Solicitor / Agent

LAWSON LUNDELL LLP, SHANNON K. HAYES
1100, 225 - 6TH AVENUE SW
CALGARY, AB T2P 1N2

Phone #: 403 218 7514

Fax #: 403 269 9494

Reference #: 34165-143006

Email: SHAYES@LAWSONLUNDELL.COM

Search ID #: Z18154324

Debtor(s)

Block

Status

Current

1 CLEO ENERGY CORP.
200, 117 - 8TH AVENUE SW
CALGARY, AB T2P 1B4

Creditor(s)

Block

Status

Current

1 SAVANNA WELL SERVICING INC.
1000, 734 - 7TH AVENUE SW
CALGARY, AB T2P 3P8
Email: HHAHN@TOTALENERGY.CA

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 23112427384

Registration Type: SECURITY AGREEMENT

Registration Date: 2023-Nov-24

Registration Status: Current

Expiry Date: 2025-Nov-24 23:59:59

Exact Match on:

Debtor

No: 1

Amendments to Registration

23112912393

Amendment

2023-Nov-29

Debtor(s)

Block

Status

Current

1 CLEO ENERGY CORP.
200, 117 - 8 AVENUE SW
CALGARY, AB T2P 1B4

Secured Party / Parties

Block

Status

Current

1 SAVANNA WELL SERVICING INC.
1000, 734 - 7 AVENUE SW
CALGARY, AB T2P 3P8
Email: legal@totalenergy.ca

Block

Status

Current

2 FORT MCKAY-SAVANNA ENERGY SERVICES LIMITED PARTNERSHIP
1000, 734 - 7 AVENUE SW
CALGARY, AB T2P 3P8
Email: legal@totalenergy.ca

Collateral: Serial Number Goods

Block

Serial Number

Year

Make and Model

Category

Status

1 1GCUYDEDXNZ110683 2022 CHEVROLET SILVERADO MV - Motor Vehicle

Current By
23112912393

Search ID #: Z18154324

Collateral: General

<u>Block</u>	<u>Description</u>	<u>Status</u>
1	All present and after-acquired personal property of the Debtor.	Current

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 24072922827

Registration Type: WRIT OF ENFORCEMENT

Registration Date: 2024-Jul-29

Registration Status: Current

Expiry Date: 2026-Jul-29 23:59:59

Issued in Calgary Judicial Centre

Court File Number is 2401-10333

Judgment Date is 2024-Jul-16

This Writ was issued on 2024-Jul-25

Type of Judgment is Other

Original Judgment Amount: \$16,199.39

Costs Are: \$211.60

Post Judgment Interest: \$0.00

Current Amount Owing: \$13,062.55

Exact Match on:

Debtor

No: 1

Amendments to Registration

24101738512

Distribution

2024-Oct-17

Solicitor / Agent

T & S COLLECTIONS LTD
#105, 412 53 AVENUE SE
CALGARY, AB T2H 0N4

Phone #: 403 202 7336

Fax #: 403 201 7236

Email: kenpratherts@shaw.ca

Debtor(s)

Block

Status

Current

1 CLEO ENERGY CORP
200, 117 8 AVENUE SW
CALGARY, AB T2P 1B4

Search ID #: Z18154324

Creditor(s)

Block

Status

Current

1 MORGANICK BLENDING SERVICES CORP
#105, 412 53 AVENUE SE
CALGARY, AB T2H 0N4
Email: kenpratherts@shaw.ca

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 24082929766

Registration Type: WRIT OF ENFORCEMENT

Registration Date: 2024-Aug-29

Registration Status: Current

Expiry Date: 2026-Aug-29 23:59:59

Issued in Calgary Judicial Centre

Court File Number is 240111952

Judgment Date is 2024-Aug-02

This Writ was issued on 2024-Aug-29

Type of Judgment is Other

Original Judgment Amount: \$11,626.46

Costs Are: \$325.04

Post Judgment Interest: \$0.00

Current Amount Owing: \$10,833.20

Exact Match on:

Debtor

No: 1

Amendments to Registration

24101738522

Distribution

2024-Oct-17

Solicitor / Agent

U-SUE INC
PO BOX 25102, DEER PARK RPO
RED DEER, AB T4R 2M2

Phone #: 403 264 1366

Fax #: 403 938 4080

Reference #: 24-01062

Email: wesue@usue.ca

Debtor(s)

Block

Status

Current

1 CLEO ENERGY CORP.
200-117 8 AVE SW
CALGARY, AB T2P 1B4

Search ID #: Z18154324

Creditor(s)

Block

Status

Current

1 STARTEC REFRIGERATION SERVICES LTD.
PO BOX 25102, DEER PARK RPO
RED DEER, AB T4R 2M2
Email: wesue@usue.ca

Search ID #: Z18154324

Business Debtor Search For:

CLEO ENERGY CORP

Search ID #: Z18154324

Date of Search: 2024-Dec-05

Time of Search: 15:11:05

Registration Number: 24103032735

Registration Type: WRIT OF ENFORCEMENT

Registration Date: 2024-Oct-30

Registration Status: Current

Expiry Date: 2026-Oct-30 23:59:59

Issued in Calgary Judicial Centre

Court File Number is 2301-13984

Judgment Date is 2024-Oct-18

This Writ was issued on 2024-Oct-30

Type of Judgment is Other

Original Judgment Amount: \$274,708.73

Costs Are: \$0.00

Post Judgment Interest: \$0.00

Current Amount Owing: \$117,999.98

Exact Match on:

Debtor

No: 1

Amendments to Registration

24110117312

Amendment

2024-Nov-01

Solicitor / Agent

MLT AIKINS LLP-ATTN-CATRINA J. WEBSTER/LUKE BENDKOWSKI

2100 222 3 AVENUE SW

CALGARY, AB T2P 0B4

Phone #: 403 693 4300

Fax #: 403 508 4349

Email: cal_writ@mltaikins.com

Debtor(s)

Block

Status

Current

1

CLEO ENERGY CORP.

200-117 8 AVE SW

CALGARY, AB T2P 1B4

Search ID #: Z18154324

Creditor(s)

Block

Status

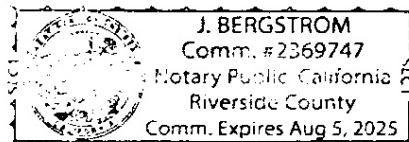
Current

1 VERTEX PROFESSIONAL SERVICES LTD.
C/O 2100 222 3RD AVENUE SW
CALGARY, AB T2P 0B4
Email: cal_writ@mltaikins.com

Result Complete

Exhibit "F" to the Affidavit of
Chris Lewis
Sworn/Affirmed before me this
11th day of December, 2024


A Commissioner for Oaths in
and for the State of California





December 9, 2024

By Hand Delivery

Court of King's Bench Accounting
Calgary Courts Centre
Suite 603N, 601-5th St SW
Calgary, AB T2P 5P7

Sam Gabor
Direct +1 403 298 1946
Direct Fax +1 403 263 9193
Sam.Gabor@gowlingwlg.com
File no. G10010664

Dear Sir/Mesdames:

Re: In the Matter of the Notice of Intention to Make a Proposal of Cleo Energy Corp. ("Cleo")

We are legal counsel to Cleo. On December 8, 2024, pursuant to Part III of Division I of the *Bankruptcy and Insolvency Act* (Canada), Cleo filed a Notice of Intention to make a Proposal (the "**NOI**") which is attached as **Attachment 1** to this letter. Alvarez & Marsal Canada Inc. has been appointed as Proposal Trustee of Cleo. As a result of the filing of the NOI, a 30-day stay of proceedings has immediately taken effect (the "**Stay**") and enforcement proceedings as against Cleo are stayed.

Certain garnishee summon have been issued by the Court upon Cleo and Royal Bank of Canada ("**RBC**") with respect to Cleo's deposit accounts located at its RBC's branch in Calgary, Alberta (the "**Garnishee Summons**"). The Garnishee Summons are summarized as follows:

1. Morganic Blending Services Corp. - \$152,436.18 – Court File No. 2401-10333
2. Vertex Professional Services Ltd. - \$275,708.73 – Court File No. 2301-13984
3. Startec Refrigeration Services Ltd. - \$155,799.02 – Court File No. 2401-11952

In the event RBC pays funds into Court pursuant to the Garnishee Summons and as a result of the automatic stay pursuant to the filing of the NOI, all amounts received by the Court are required to be paid to Cleo. Accordingly, please provide any amounts paid into Court as a result of garnishments issued against Cleo to the following address:

Gowling WLG (Canada) LLP
Attention: Sam Gabor
Suite 1600, 421 7th Avenue,
Calgary, Alberta, T2P 4K9



Please contact our office if you require any further clarification.

Sincerely,

Gowling WLG (Canada) LLP

Signed by:

44C54B933B7F48F...
Sam Gabor

SG:sz

Enclosures

c.c. via email – Alvarez & Marsal Canada Inc. – Attention: Orest Konowalchuk – Proposal Trustee
c.c via email – MLT Aikins – Attention: Catrina Webster – Counsel for Vertex Professional Services Ltd.
c.c. via email - Morganic Blending Services Corp. – Kenpratherts@shaw.ca
c.c. via email - Startec Refrigeration Services Ltd. – wesue@usue.ca



ATTACHMENT 1
NOTICE OF INTENTION TO MAKE A PROPOSAL



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Alberta
Division No. 02 - Calgary
Court No. 25-3163430
Estate No. 25-3163430

In the Matter of the Notice of Intention to make a proposal of:

CLEO Energy Corp.

Insolvent Person

ALVAREZ & MARSAL CANADA INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

December 08, 2024

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: December 09, 2024, 11:44

E-File/Dépôt Electronique

Official Receiver

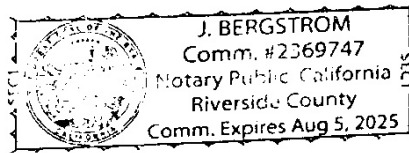
Harry Hays Building, 220 - 4th Ave SE, Suite 478, Calgary, Alberta, Canada, T2G4X3, (877)376-9902

Canada

Exhibit "G" to the Affidavit of
Chris Lewis
Sworn/Affirmed before me this
11th day of December, 2024



A Commissioner for Oaths in
and for the State of California





December 9, 2024

VIA EMAIL TO: kenpratherts@shaw.ca

Morganick Blending Services Corp.
#105, 412 53 Avenue SE
Calgary, AB T2H 0N4

Sam Gabor
Direct +1 403 298 1946
Direct Fax +1 403 263 9193
Sam.Gabor@gowlingwlg.com
File no. G10010664

Dear Sir/Mesdames:

**Re: Notice Of Intention to Make a Proposal Filed by Cleo Energy Corp. ("Cleo") and
Garnishee Summons made by Morganick Blending Services Corp. ("Morganick")**

We are legal counsel to Cleo. On December 8, 2024, pursuant to Part III of Division I of the *Bankruptcy and Insolvency Act* (Canada), Cleo filed a Notice of Intention to make a Proposal (the "**NOI**") which is attached hereto as **Attachment 1** to this letter. Alvarez & Marsal Canada Inc. has been appointed as Proposal Trustee of Cleo.

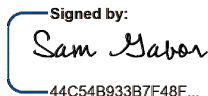
As a result of the filing of the NOI, a 30-day stay of proceedings has immediately taken effect (the "**Stay**") and enforcement proceedings as against Cleo are stayed. Further, no new enforcement remedies may be commenced or continued as against Cleo during the Stay, including garnishee summons issued by Morganick as against Cleo.

Morganick previously obtained a writ of enforcement against Cleo and subsequently issued a garnishee summons in the amount of \$152,436.18 (Alberta Court Number 2401-10333) upon Cleo and the Royal Bank of Canada ("**RBC**") with respect to Cleo's accounts with RBC. As a result of the automatic Stay implemented by the filing of NOI, any funds that your office or your client receive from the Court of King's Bench of Alberta as a result of the aforementioned garnishee summons are required to be immediately repaid to Cleo. Please advise if you or your client have received any funds from the Court and confirm that upon reception of funds, that they will be paid either to Cleo or our office.

Should you have any questions, please do not hesitate to contact us.

Sincerely,

Gowling WLG (Canada) LLP

Signed by:

44C54B933B7F48F...

Sam Gabor

SG

Enclosure

c.c. via email – Alvarez & Marsal Canada Inc. – Attention: Orest Konowalchuk – Proposal Trustee

Gowling WLG (Canada) LLP
Suite 1600, 421 7th Avenue SW
Calgary AB T2P 4K9 Canada

T +1 403 298 1000
F +1 403 263 9193
gowlingwlg.com

Gowling WLG (Canada) LLP is a member of Gowling WLG, an international law firm which consists of independent and autonomous entities providing services around the world. Our structure is explained in more detail at gowlingwlg.com/legal.

65506292\2



ATTACHMENT 1
NOTICE OF INTENTION TO MAKE A PROPOSAL



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Alberta
Division No. 02 - Calgary
Court No. 25-3163430
Estate No. 25-3163430

In the Matter of the Notice of Intention to make a proposal of:

CLEO Energy Corp.

Insolvent Person

ALVAREZ & MARSAL CANADA INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

December 08, 2024

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: December 09, 2024, 11:44

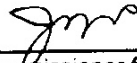
E-File/Dépôt Electronique

Official Receiver

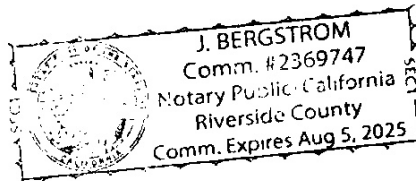
Harry Hays Building, 220 - 4th Ave SE, Suite 478, Calgary, Alberta, Canada, T2G4X3, (877)376-9902

Canada

Exhibit "H" to the Affidavit of
Chris Lewis
Sworn/Affirmed before me this
11th day of December, 2024



A Commissioner for Oaths in
and for the State of California





December 9, 2024

VIA EMAIL TO: jason.enns@rbc.com and ennsassociates@rbc.com

Jason Enns
Royal bank of Canada
Suite 300, 335 8th Avenue SW
Calgary, AB T2P 1C9

Ruth James
Royal Bank of Canada
Suite 300, 335 8th Avenue SW
Calgary, AB T2P 1C9

Sam Gabor
Direct +1 403 298 1946
Direct Fax +1 403 263 9193
Sam.Gabor@gowlingwlg.com
File no. G10010664

Dear Jason Enns & Ruth James:

Re: Notice Of Intention to Make a Proposal Filed by Cleo Energy Corp. ("Cleo")

We are legal counsel to Cleo. On December 8, 2024, pursuant to Part III of Division I of the *Bankruptcy and Insolvency Act* (Canada), Cleo filed a Notice of Intention to make a Proposal (the "**NOI**") which is attached hereto as **Schedule "A"** to this letter. Alvarez & Marsal Canada Inc. has been appointed as the Proposal Trustee of Cleo for its NOI proceeding.

As a result of the filing of the NOI, a 30-day stay of proceedings has immediately taken effect (the "**Stay**") and all enforcement proceedings as against Cleo are stayed. Further, no new enforcement proceedings may be commenced or continued as against Cleo during the Stay, including the enforcement of any garnishee summons.

As a result of the Stay, it is necessary that Royal Bank of Canada ("**RBC**") immediately unlock Cleo's bank account no. 1222041, and any of Cleo's other accounts with RBC (the "**Accounts**"), which were previously frozen due to any garnishee summons served upon RBC, including the following:

1. Morganic Blending Services Corp. - \$152,436.18 – Court File No. 2401-10333
2. Vertex Professional Services Ltd. - \$274,708.73 – Court File No. 2301-13984
3. Startec Refrigeration Services Ltd. - \$155,799.02 – Court File No. 2401-11952

Furthermore, any garnishee payments currently in process are required to be immediately suspended and all funds must remain in the Accounts. We also ask that any cheques issued to the Court of King's Bench of Alberta (the "**Court**") based on any garnishee summons received by RBC, including those above, be immediately cancelled. Finally, during the Stay, the Accounts may not be re-locked as a result of any further garnishee summons served upon RBC.

It is critical that the Accounts with RBC be immediately unlocked today as Cleo is dependent on the amounts therein to maintain its operations during the Stay, to meet its cash flow needs on a go forward

Gowling WLG (Canada) LLP
Suite 1600, 421 7th Avenue SW
Calgary AB T2P 4K9 Canada

T +1 403 298 1000
F +1 403 263 9193
gowlingwlg.com

Gowling WLG (Canada) LLP is a member of Gowling WLG, an international law firm which consists of independent and autonomous entities providing services around the world. Our structure is explained in more detail at gowlingwlg.com/legal.



basis (this includes Cleo making payroll this week), and for Cleo to be able to make a viable proposal to its creditors within the NOI proceedings.

Kindly provide a response today confirming that the Accounts have been unlocked and Cleo has access to the Accounts. Please also confirm that any prior cheques issued to the Court but not yet deposited with the Court will be cancelled by RBC.

Should you have any questions, please do not hesitate to contact us.

Sincerely,

Gowling WLG (Canada) LLP

Signed by:
Sam Gabor
44C54B933B7F48F...

Sam Gabor

SG

Enclosures

c.c. via email – Alvarez & Marsal Canada Inc. – Attention: Orest Konowalchuk – Proposal Trustee



Schedule "A"
Notice of Intention to Make a Proposal



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Alberta
Division No. 02 - Calgary
Court No. 25-3163430
Estate No. 25-3163430

In the Matter of the Notice of Intention to make a proposal of:

CLEO Energy Corp.

Insolvent Person

ALVAREZ & MARSAL CANADA INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

December 08, 2024

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: December 09, 2024, 11:44

E-File/Dépôt Electronique

Official Receiver

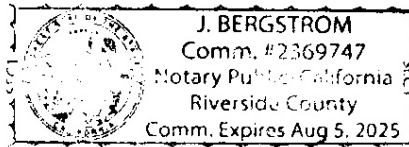
Harry Hays Building, 220 - 4th Ave SE, Suite 478, Calgary, Alberta, Canada, T2G4X3, (877)376-9902

Canada

Exhibit "I" to the Affidavit of
Chris Lewis
Sworn/Affirmed before me this
11th day of December, 2024



A Commissioner for Oaths in
and for the State of California





December 11, 2024

VIA EMAIL TO: jason.enns@rbc.com

Jason Enns
Royal bank of Canada
Suite 300, 335 8th Avenue SW
Calgary, AB T2P 1C9

Sam Gabor
Direct +1 403 298 1946
Direct Fax +1 403 263 9193
Sam.Gabor@gowlingwlg.com
File no. G10010664

Dear Jason Enns:

Re: Notice Of Intention to Make a Proposal Filed by Cleo Energy Corp. ("Cleo")

We are legal counsel to Cleo. We are writing further to our letter dated December 9, 2024 (the "**December 9 Letter**"). All capitalized terms herein have the meaning set out in the December 9 Letter.

We have been advised by Cleo that it has been granted access to its accounts with RBC and we thank RBC for taking those proactive steps.

Concurrently, Cleo advises us that as of the time of this letter, the most recent garnishee cheque sent by RBC to the Court has not been cancelled and the applicable funds have not yet been returned into Cleo's Accounts with RBC. Our client has contacted the Court this afternoon which has advised it has not received the cheque from RBC. The Stay requires that the garnished funds be available to Cleo as no creditor is entitled to continue enforcement against the funds.

Cleo is required to make payroll this Friday. Cleo has determined that the aforementioned funds will be required to do so and for Cleo to maintain its operations. As you can appreciate, it is now critical that the cheque be cancelled and funds made available in the Accounts as soon as possible and no later than end of day Thursday, December 12, 2024, so Cleo can make payroll Friday. If Cleo is unable to make payroll, its oil and gas assets will be placed into significant jeopardy creating potential environmental issues and risk of significant loss to Cleo and its creditors which are owed in excess of \$23,000,000. Cleo must make payroll to be in a position to maintain its oil and gas assets, continue carrying on business and proceed forward with the NOI proceeding for the benefit of its stakeholders.

Based on the foregoing, we would respectfully ask that you please confirm today that the previously issued cheque sent to the Court is being cancelled by RBC and the applicable funds will be available in Cleo's Accounts by end of day Thursday.



Please contact me if you have any questions

Sincerely,

Gowling WLG (Canada) LLP

Signed by:

Sam Gabor

44C54B833B7F48F...

Sam Gabor

SG

c.c. via email – Alvarez & Marsal Canada Inc. – Attention: Orest Konowalchuk – Proposal Trustee

c.c. via email – Chris Lewis