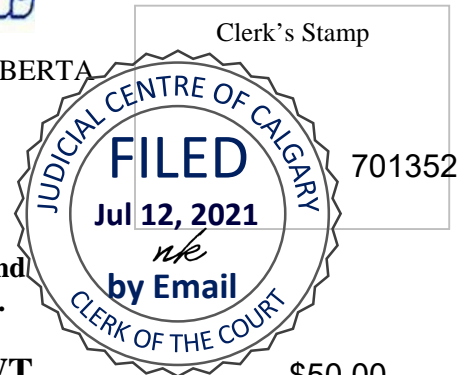




Form 27
[Rules 6.3 and 10.52(1)]

COURT FILE NUMBER **2001-01210**
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary
PLAINTIFF **GMT CAPITAL CORP.**
DEFENDANTS **STRATEGIC OIL AND GAS LTD. and
STRATEGIC TRANSMISSION LTD.**
DOCUMENT **APPLICATION BY THE NWT
RECEIVER: Sales Solicitation
Process**



\$50.00
Justice Nixon
COM
July 19, 2021

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT
Robyn Gurofsky/Jessica L. Cameron
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
Calgary, AB T2P 0R3
Telephone: (403) 232-9774/232-9715
Facsimile: (403) 266-1395
Email: rgurofsky@blg.com/
jcameron@blg.com
File No. 022910/000007

NOTICE TO RESPONDENTS: See Service List Attached as Schedule "A"

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

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

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

Date	July 19, 2021
Time	2:30pm
Where	Calgary Courts Centre, via WebEx Videoconference
Before Whom	The Honourable Justice D.B. Nixon

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

Remedy claimed or sought:

1. Alvarez & Marsal Canada Inc., in its capacity as the Court-appointed receiver and manager (the “**NWT Receiver**”) of those properties, assets and undertakings of Strategic Oil and Gas Ltd. and Strategic Transmission Ltd. (together “**Strategic**”) situated in the Northwest Territories (the “**NWT Property**”), seeks an Order substantially in the form attached hereto as **Schedule “B”** for the following relief:
 - (a) Declaring service of this Application good and sufficient, and abridging the time for notice of this Application to the time actually given, if necessary;
 - (b) Approving the NWT Receiver’s engagement of Sayer Energy Advisors (the “**Sales Advisor**”) to act as an advisor to the NWT Receiver for the purposes of, and to assist the NWT Receiver with, conducting the NWT Receiver’s proposed Sales Solicitation Process (“**SSP**”) respecting the NWT Property;
 - (c) Approving the engagement letter between the NWT Receiver and the Sales Advisor dated July 8, 2021 (the “**Engagement Letter**”), a redacted copy of which is attached as **Appendix “A”** to the Second Report of the Receiver dated July 12, 2021 (the “**Second Report**”), and an unredacted copy of which is attached as **Appendix “D”** to the First Confidential Supplemental Report to the Receiver’s Second Report, dated July 12, 2021 (the “**First Confidential Supplement**”), and which authorizes the NWT Receiver to engage the Sales Advisor under the Engagement Letter and to fulfil all of its obligations thereunder;
 - (d) Approves the NWT Receiver’s proposed SSP respecting the NWT Property, which is attached as **Appendix “B”** to the Second Report, and authorizes and directs the NWT Receiver and the Sales Advisor to perform their obligations thereunder; and
 - (e) Seals the First Confidential Supplement.
2. Additionally, the NWT Receiver seeks an Order substantially in the form attached hereto as **Schedule “C”**:
 - (a) Approving and ratifying the NWT Receiver’s activities and conduct as more particularly set forth in the First Report of the NWT Receiver, dated and filed November 9, 2020 (the “**First Report**”) and the Second Report;
 - (b) Approving the NWT Receiver’s receipts and disbursements as described in the First Report and the Second Report;
 - (c) Approving and ratifying the NWT Receiver’s professional fees and disbursements as more particularly set forth in the First Report and the Second Report, without the necessity of a formal passing of its accounts; and

- (d) Approving and ratifying the accounts of the NWT Receiver's legal counsel, Borden Ladner Gervais LLP ("**BLG**"), as more particularly set forth in the First Report and the Second Report, without the necessity of a formal passing of its accounts.
- 3. Such further and other relief as this Honourable Court may deem just in the circumstances.

Grounds for making this application:

Background to Receivership Proceedings

- 4. On April 10, 2019, Strategic applied for and was granted an initial order (the "**Initial Order**") by the Alberta Court of Queen's Bench (the "**Court**") pursuant to the *Companies' Creditors Arrangement Act* ("**CCAA**"). Amongst other things, the Initial Order appointed KPMG Inc. ("**KPMG**") as monitor (the "**Monitor**") for the purposes of Strategic's CCAA Proceedings.
- 5. During the course of Strategic's CCAA Proceedings, Strategic conducted a Court-approved sales and investment solicitation process ("**CCAA SISP**"), soliciting offers for either i) an acquisition of some or all of Strategic's assets, including the NWT Property, or ii) an investment, recapitalization or restructuring of the company. Ultimately, the CCAA SISP did not result in a successful bid that was supported by the Government of the Northwest Territories ("**GNWT**") and applicable energy regulators, being the Alberta Energy Regulator ("**AER**") and the Northwest Territories Office of the Regulator of Oil and Gas Operations ("**OROGO**").
- 6. Subsequently, on January 28, 2020, the NWT Receiver was appointed as receiver over the NWT Property by Order of the Honourable Madam Justice K.M. Horner (the "**NWT Receivership Order**"). The NWT Receivership Order limited the NWT Receiver's appointment to only Strategic's NWT Property, being Strategic's property, assets and undertakings geographically situated in the Northwest Territories.
- 7. Also on January 28, 2020, Horner J. granted another receivership Order (the "**AB Receivership Order**"), appointing KPMG as receiver and manager (the "**AB Receiver**") over Strategic, excepting the NWT Property.
- 8. During the course of its mandate, the AB Receiver conducted a Court-approved sales solicitation process respecting Strategic's assets, excluding the NWT Property.
- 9. On November 24, 2020, the Court granted an order (the "**Partial Discharge Order**") partially discharging the AB Receiver. At that time, the NWT Receiver had not, and still has not, finalized

its administration of the NWT Property. The NWT Receiver therefore did not seek its discharge in conjunction with the AB Receiver and remains subject to the terms of the NWT Receivership Order. The Partial Discharge Order did not abrogate the terms of the NWT Receivership Order, nor the NWT Receiver's powers granted thereunder.

The NWT Receiver's Proposed Engagement of the Sales Advisor & SSP

10. Among other things, the NWT Receivership Order provides that the NWT Receiver is expressly empowered and authorized to:
 - (a) take possession of and exercise control over the NWT Property;
 - (b) market any or all of the NWT Property, including advertising and soliciting offers in respect of the NWT Property or any part or parts thereof and negotiate such terms and conditions of sale as the NWT Receiver in its discretion may deem appropriate;
 - (c) sell, convey, transfer, lease or assign the NWT Property or any part or parts thereof, out of the ordinary course of business, subject to the approval of this Honourable Court for any transactions exceeding \$200,000, or the aggregate of multiple transactions exceeding \$500,000; and
 - (d) engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, to assist the exercise of the NWT Receiver's powers and duties.
11. To date, the NWT Receiver has not conducted its own sales process respecting the NWT Property, as the NWT Receiver was focused on several regulatory and compliance obligations regarding the NWT Property, as more fully set out in the Second Report. The NWT Receiver, with the support of the GNWT, believes it is now an opportune time to expose the NWT Property to the market.
12. As is more fully set out in the Second Report, the NWT Receiver has analyzed and evaluated Strategic's NWT Property and determined that the proposed SSP in respect of same is the most commercially reasonable manner by which to maximize value for Strategic's stakeholders and, where possible, transfer as many of the oil and gas properties to responsible third parties.
13. Accordingly, pursuant to its powers under the NWT Receivership Order, the NWT Receiver solicited informal requests for proposals ("**RFPs**") from four reputable independent sales advisory firms with experience in Canadian oil and gas merger and acquisition activities. Of the four firms solicited, the NWT Receiver received responses to its RFP process from three of the four. Having received three competitive proposals, the NWT Receiver provided each potential sales advisor with

a further opportunity to clarify certain terms of their proposals and adjust their fee structure, if appropriate.

14. After carefully considering the proposals, and following consultation with the GNWT, the NWT Receiver entered into the Engagement Letter with the Sales Advisor. The NWT Receiver considered that the Sales Advisor:
 - (a) is well known in the local industry and specializes in coordinating disposition programs in the oil and gas industry;
 - (b) has previously acted as a sales advisor of distressed assets, including in the insolvency context; and
 - (c) was reasonably priced in comparison to the other proposals received, especially in considering the additional experience possessed by the Sales Advisor.
15. The fee structure within the engagement letter contains a work fee and a success fee. The NWT Receiver is of the view that the quantum of fees payable under the Engagement Letter reflect an appropriate incentive to secure the highest and best bid for the NWT Property and is fair, reasonable and consistent with fee arrangements in other engagements of similar size, scope and complexity.
16. The NWT Receiver is of the view that the Sales Advisor's experience and expertise will assist the NWT Receiver in maximizing value to all of Strategic's stakeholders.
17. The NWT Receiver, in consultation with the Sales Advisor, has prepared the proposed SSP, attached as **Appendix "B"** to the Second Report.
18. In addition to proposing to market for sale the NWT Property, the NWT Receiver is also seeking this Court's permission to market and sell Strategic's **"Interprovincial Pipeline"**. The Interprovincial Pipeline is a pipeline that crosses the border between Alberta and the Northwest Territories. Strategic Transmission Ltd. holds legal title to, and is the licensee of, the Interprovincial Pipeline. The Interprovincial Pipeline is regulated by the Canada Energy Regulator ("**CER**").
19. Pursuant to the terms of the NWT Receivership Order and the AB Receivership Order, it is not clear which receiver, if any, was ever appointed over the Interprovincial Pipeline. The Alberta Receiver has advised that the Interprovincial Pipeline is no longer under its purview, if it ever was, by virtue of the Partial Discharge Order.
20. In order to maximize value to all of Strategic's stakeholders, the NWT Receiver is seeking this Court's permission to include the Interprovincial Pipeline as part of the "NWT Property" to be

marketed for sale under its proposed SSP, while also not taking possession or exercising care and custody over the pipeline. CER has agreed to this approach.

21. The NWT Receiver considers that the form of SSP proposed is fair, reasonable and appropriate in the circumstances. Among other things, the NWT Receiver notes that:
 - (a) the sale of the NWT Property is on an ‘as is where is basis’ and subject to Court approval;
 - (b) the SSP will require that any Successful Bidder (as defined in the SSP) be compliant with the applicable energy regulator, being any of OROGO with respect to oil and gas properties wholly situated in the Northwest Territories, the Mackenzie Valley Land and Water Board (“**MVLWB**”) respecting properties situated within the Mackenzie Valley corridor, or CER with respect to the Interprovincial Pipeline; and
 - (c) the process itself is contemplated to run for a period of five (5) weeks, and is sufficiently robust to provide the market with sufficient exposure to maximize value for stakeholders.
22. Each of the NWT Receiver’s engagement of the Sales Advisor and proposed SSP are expressly contemplated by the NWT Receivership Order.
23. Further, the NWT Receiver’s engagement of the Sales Advisor and proposed SSP are each supported by the GNWT, who is the party funding the within NWT Receivership Proceedings.
24. For all of the foregoing reasons, the NWT Receiver views the engagement of the Sales Advisor and proposed SSP as commercially reasonable in the circumstances and is therefore seeking this Court’s approval of same.

Approval of the NWT Receiver’s Activities, R&D, and Fees

25. The NWT Receiver’s activities, as detailed in the First Report and Second Report, have been carried out fairly, efficiently and in a commercially reasonable manner. They should therefore be approved.
26. Similarly, the professional fees and disbursements of the NWT Receiver and its legal counsel, BLG, for the period of January 28, 2020 to June 30, 2021, are fair and reasonable in the circumstances, commensurate with the work performed to date, and should therefore be approved.
27. Finally, the receipts and disbursements of the NWT Receiver, as described in the First Report and described and appended to the Second Report, are commensurate with the work performed, commercially fair and reasonable in the circumstances, and should therefore be approved.

Sealing of the First Confidential Supplement

28. The NWT Receiver is seeking a sealing order with respect to the First Confidential Supplement. The First Confidential Supplement contains confidential and commercially sensitive information, which, if disseminated, could adversely affect the proposed SSP as well as the commercial interests of third parties, namely the Sales Advisor and the other two parties who submitted proposals to act as sales advisor to the NWT Receiver.
29. The sealing order is necessary to prevent the First Confidential Supplement from being disclosed. The sealing order sought is the least restrictive means possible to prevent dissemination of the First Confidential Supplement. It is therefore appropriate in the circumstances.

General

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

Material or evidence to be relied on:

31. The First Report of the Receiver, dated November 9, 2020.
32. The Second Report of the Receiver, dated July 12, 2021.
33. The First Confidential Supplement to the Receiver's Second Report, dated July 12, 2021.
34. Such further and other evidence as counsel may advise and this Honourable Court permit.

Applicable rules:

35. *Alberta Rules of Court*, AR 124/2010, and in particular Rules 1.3, 3.75, 6.3, 6.4, 11.27, 11.29 and 13.5.
36. *Bankruptcy and Insolvency General Rules*, and in particular Rules 3, 6 and 11.
37. Such further and other rules as counsel may advise and this Honourable Court permit.

Applicable Acts and regulations:

38. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended, and in particular Part XI thereof.
39. *Judicature Act*, RSA 2000, c J-2.

Any irregularity complained of or objection relied on:

40. None.

How the application is proposed to be heard or considered:

41. In person, via WebEx videoconference, before the Honourable Justice D.B. Nixon, with some or all of the parties present.

WARNING

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

Schedule “A”: Service List

COURT FILE NO. 2001-01210

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF GMT CAPITAL CORP.

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

IN THE MATTER OF THE RECEIVERSHIP OF STRATEGIC OIL & GAS LTD. and STRATEGIC TRANSMISSION LTD.

APPLICANT KPMG INC. in its capacity as Court-appointed Receiver and Manager of the assets, undertakings and properties of STRATEGIC OIL & GAS LTD. and STRATEGIC TRANSMISSION LTD.

Service List		
Service Recipient	Recipient Status	Service Method
Canada Revenue Agency Surrey National Verification and Collections Centre 9755 King George Boulevard Surrey BC V3T 5E1 Telephone (toll-free): 1-866-891-7403 Fax: 1-866-219-0311	Canada Revenue Agency	Fax
Dene Tha First Nation PO Box 1120 Chateh AB T0H 0S0 Attention: Chief and Council Telephone: 780-321-3774 Fax: 780-321-3886		Fax

Service List		
Service Recipient	Recipient Status	Service Method
1234118 Alberta ltd. o/a Pinnacle Rentals c/o Mathieu Hryniuk LLP Barristers & Solicitors 10012 101 St P.O. Box 6210 Peace River, AB T8S 1S2 Email: blangford@mhllp.ca	<p>PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802120; and LP090057 Registration Date: 2008-07-11; and 2009-01-07 In Interest of:</p> <p>PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802122; and LP0900059 Registration Date: 2008-07-11; and 2009-01-07 In Interest of:</p> <p>PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802199; and LP0900060 Registration Date: 2008-07-18; and 2009-01-07 In Interest of:</p> <p>PNG Agreement No.: 5496110106 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802121; and LP0900058 Registration Date: 2008-07-11; and 2009-01-07 In Interest of:</p>	Email

Service List		
Service Recipient	Recipient Status	Service Method
883492 Alberta Ltd. o/a Pinnacle Logging 10012 101 St Peace River, AB T8S 1S2 Email: blangford@mhlip.ca	PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802123; and LP0900063 Registration Date: 2008-07-11; and 2009-01-07 In Interest of: PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802125; and LP0900065 Registration Date: 2008-07-11; and 2009-01-07 In Interest of: PNG Agreement No.: 5496110106 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802129; and LP0900069 Registration Date: 2008-07-11; and 2009-01-07 In Interest of:	Email
883492 Alberta Ltd. o/a Pinnacle Services Box 478 High, Level, AB T0H 1Z0 Email: admin@pinnacleserviceshighlevel.ca	Unsecured Creditor	Email

Service List		
Service Recipient	Recipient Status	Service Method
<p>Alberta Energy Regulator Suite 1000, 250 - 5th Street SW Calgary, AB T2P 0R4 Attn: Maria Lavelle / Candice Ross</p> <p>Email: Maria.Lavelle@aer.ca insolvency@aer.ca Candice.Ross@aer.ca</p>		Email
<p>Alvarez & Marsal Canada Inc. Bow Valley Square IV 1110, 250-6 Avenue SW Calgary, AB T2P 3H7 Attn: Orest Konowalchuk Duncan MacRae David Williams</p> <p>Email: okonowalchuk@alvarezandmarsal.com dmacrae@alvarezandmarsal.com david.williams@alvarezandmarsal.com</p>	Receiver	Email
<p>Baker Hughes Canada Corporation 600, 1741 Lower Water Street Halifax, NS B3J 2X2 Email: cal_corpfiling@mltaikins.com</p>	<p>PNG Agreement No.: 5411060383 Registration Type: Builder's Lien; and Lis Pendens Number: BL1901575; and LP1902794 Registration Date: 2019-05-24; and 2019-11-20 In Interest of:</p> <p>PNG Agreement No.: 5411060385 Registration Type: Builder's Lien; and Lis Pendens Number: BL1901576; and LP1902794 Registration Date: 2019-05-24; and 2019-11-20 In Interest of:</p>	Email

Service List		
Service Recipient	Recipient Status	Service Method
Bennett Jones LLP 4500 Bankers Hall East 855 - 2nd Street SW Calgary, AB T2P 4K7 Attn: Ken T. Lenz Colin Perry Email: lenzk@bennettjones.com perrycolin@bennettjones.com	Counsel for GMT Capital Corp., secured Debenture Holder	Email
Borden Ladner Gervais LLP Centennial Place, East Tower 1900, 520 - 3rd Avenue SW Calgary, AB T2P 0R3 Attn: Robin Gurofsky Jessica Cameron Email: RGurofsky@blg.com jcameron@blg.com	Counsel to the Northwest Territories Receiver, Alvarez & Marsal Canada Inc.	Email
Canada Energy Regulator Attn: Jeff Toews Paul Johnston Email: Jeff.Toews@cer-rec.gc.ca Paul.Johnston@cer-rec.gc.ca		Email

Service List		
Service Recipient	Recipient Status	Service Method
<p>Canadian Pressure Testing Technologies Ltd. 100, 10230 - 142 Street NW Edmonton, AB T5N3Y6 Email: ibelzil@rackelbelzil.ca</p>	<p>PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801201; and LP0803171 Registration Date: 2008-05-12; and 2008-10-20 In Interest of:</p> <p>PNG Agreement No.: 5496110106 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801621; and LP0802073 Registration Date: 2008-05-28; and 2008-10-20 In Interest of:</p>	Email
<p>Carscallen LLP 900, 332-6th Ave SW Calgary, AB T2P 0B2 Attn: Glenn Blackett Email: blackett@carscallen.com</p>	<p>Counsel for Ensign Drilling Inc. (operating as Ensign Testing Services), Builders' Lien</p> <p>&</p> <p>Counsel for Apex Distribution Inc., Builders' Lien</p>	Email
<p>Cassels Brock Lawyers 2200 HSBC Building 855 West Georgia Street Vancouver, BC V6C 3E8 Attn: Mary I.A. Buttery QC Lance Williams Jeffrey Oliver Email: mbuttery@casselsbrock.com lwilliams@casselsbrock.com joliver@casselsbrock.com</p>	<p>Counsel to Government of the Northwest Territories</p>	Email

Service List		
Service Recipient	Recipient Status	Service Method
Dentons Canada LLP 850 - 2nd Street SW Calgary, AB T2P 0R8 Attn: David W. Mann Afshan Naveed Email: david.mann@dentons.com afshan.navetons@dentons.com	Counsel for the Applicants	Email
Department Of Justice, Tax Law Services Prairie Region 601, 606-4th Street SW Calgary, AB, T2P 1T1 Attn: Jill Medhurst George Body Email: jill.medhurst-tivadar@justice.gc.ca George.body@justice.gc.ca	Canada Revenue Agency	Email
Field LLP 10175 101 St NW #2500, Edmonton, AB T5J 0H3 Attn: Christine J. Pratt Email: cpratt@fieldlaw.com	Reliance Well Servicing (2002) Ltd	Email
Field LLP 10175 101 St NW #2500, Edmonton, AB T5J 0H3 Attn: Christine J. Pratt Email: cpratt@fieldlaw.com	TKO Rentals Ltd.	Email

<p>Global Well Servicing Ltd. c/o Reynolds, Mirth, Richards & Farmer LLP 10180 101 ST NW Suite 3200 Edmonton AB T5J 3W8 Email: afarmer@rmrf.com</p>	<p>PNG Agreement No.: 541160380 Registration Type: Builder's Lien; and Lis Pendens Number: BL1901353; and LP1902794 Registration Date: 2019-05-06; and 2019-09-25 In Interest of:</p> <p>PNG Agreement No.: 5411060385 Registration Type: Builder's Lien; and Lis Pendens Number: BL1901183; and LP1902455 Registration Date: 2019-04-15; and 2019-09-25 In Interest of:</p> <p>PNG Agreement No.: 5411060385 Registration Type: Builder's Lien; and Lis Pendens Number: BL1901184; and LP1902455 Registration Date: 2019-04-15; and 2019-09-25 In Interest of:</p> <p>PNG Agreement No.: 5412060097 Registration Type: Builder's Lien; and Lis Pendens Number: BL1901179; and LP1902455 Registration Date: 2019-04-15; and 2019-09-25 In Interest of:</p> <p>PNG Agreement No.: 5412090387 Registration Type: Builder's Lien; and</p>	<p>Email</p>
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Service List		
Service Recipient	Recipient Status	Service Method
	<p>Lis Pendens</p> <p>Number: BL1901186; and LP1902455</p> <p>Registration Date: 2019-04-16; and 2019-09-25</p> <p>In Interest of:</p> <p>PNG Agreement No.: 5494110085</p> <p>Registration Type: Builder's Lien; and Lis Pendens</p> <p>Number: BL1901181; and LP1902455</p> <p>Registration Date: 2019-04-15; and 2019-09-25</p> <p>In Interest of:</p> <p>PNG Agreement No.: 5495110167</p> <p>Registration Type: Builder's Lien; and Lis Pendens</p> <p>Number: BL1901185; and LP1902455</p> <p>Registration Date: 2019-04-16; and 2019-09-25</p> <p>In Interest of:</p> <p>PNG Agreement No.: 5411060380</p> <p>Registration Type: Builder's Lien; and Lis Pendens</p> <p>Number: BL1901353; and LP1902455</p> <p>Registration Date: 2019-05-06; and 2019-09-25</p> <p>In Interest of:</p>	

Service List		
Service Recipient	Recipient Status	Service Method
Government of Alberta Department of Energy 9th Floor, 9945 - 108th Street Edmonton, AB T5K 2G6 Attn: Keri Ridley Kenneth Whitelaw Email: Keri.Ridley@gov.ab.ca Kenneth.Whitelaw@gov.ab.ca		Email
Government of the Northwest Territories PO Box 1320 Yellowknife, NT X1A 2L9 Attn: Michael Woodward Simone Tielesh Email: Michael.woodward@gov.nt.ca Simone.Tielesh@gov.nt.ca		Email
Kenneth P. Reh Law Office Suite 702, One Executive Place 1816 Crowchild Trail NW Calgary, AB T2M 0M5 Attn: Kenneth Reh Email: ken@reh-law.ca		Email
KPMG Inc. Bow Valley Square II Suite 3100 205 - 5 Avenue SW Calgary, AB T2P 4B9 Attn: Neil Honess Email: neilhoness@kpmg.ca	Court-appointed Monitor	Email
Libra Advisors LLC 909-3 Avenue Floor 29 New York City, NY 10022 USA Attn: Vipul Pandey Email: vp@libraadvisors.com	Equity Holder	Email

Service List		
Service Recipient	Recipient Status	Service Method
<p>Merani Law LLP Suncor Energy Centre Suite 5100, 150 – 6th Avenue SW Calgary, AB T2P 3Y7 Attn: Ashif Merani</p> <p>Email: ashif@meranilaw.ca</p>		Email
<p>Miles Davison LLP 900, 517 - 10th Avenue S.W. Calgary, Alberta T2R 0A8 Attn: Terry Czechowsky Q.C.</p> <p>Email: tczech@milesdavison.com</p>	Counsel to Canada Energy Regulator	Email
<p>Miles Davison LLP Barristers & Solicitors #900, 517 - 10th Avenue SW Calgary, Alberta T2R 0A8 Attn: Calvin C. Robb</p> <p>Email: crobb@milesdavison.com</p>	Counsel for Tryton Tool Services, Formula Powell LP, Strike Energy Services Ltd., Strike Group Limited Partnership, Builders' Lien,	Email
<p>Optimal Enterprises Ltd. 10012 101 St Peace River, AB T8S 1S2</p> <p>Email: blangford@mhllp.ca mh@mhllp.ca</p>	<p>PNG Agreement No.: 5494110175 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802525; and LP0900203 Registration Date: 2008-08-21; and 2009-01-19 In Interest of:</p>	Email
<p>PrairieSky Royalty Ltd. 1700, 350 - 7th Ave SW Calgary, AB T2P 3N9 Attn: Dale Percy</p> <p>Email: Dale.Percy@prairiesky.com</p>	Creditor	Email

Service List		
Service Recipient	Recipient Status	Service Method
Reynolds Mirth Richards & Farmer LLP 3200, 10108 -101 Street Edmonton, AB T5J 3W8 Attn: Mikkel J. Arnston Email: marnston@rmrf.com	Counsel for Global Well Servicing Ltd., Builders' Lien	Email
Royal Bank of Canada Corporate Banking 3900 Bankers Hall West 888 – 3rd Street SW Calgary, AB T2P 5C5 Attn: Ryan Stasyne Mari Hodgkinson Email: ryan.stasyne@rbc.com mari.hodgkinson@rbc.com	Secured Creditor	Email
Torys LLP 4600, 525 - 8th Avenue SW Calgary, AB T2P 1G1 Attn: Kyle Kashuba Email: kkashuba@torys.com jmann@torys.com	Counsel for the Receiver	Email

<p>Trican Partnership o/a Trican Well Service and Trican Well Service Ltd. 855 - 2 Street SW, Suite 3500 Calgary, AB T2P4J8 Email: annualreturns@blakes.com</p>	<p>PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0800475; and LP0802073 Registration Date: 2008-02-13; and 2008-08-07 In Interest of:</p> <p>PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0800476; and LP0802073 Registration Date: 2008-02-13; and 2008-08-07 In Interest of:</p> <p>PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0800542; and LP0802351 Registration Date: 2008-02-20; and 2008-08-07 In Interest of:</p> <p>PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0800543; and LP0802351 Registration Date: 2008-02-20; and 2008-08-07 In Interest of:</p> <p>PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens</p>	<p>Email</p>
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Service List		
Service Recipient	Recipient Status	Service Method
	Number: BL0800540; and LP0802350 Registration Date: 2008-02-20; and 2008-08-07 In Interest of: PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0800541; and LP0802350 Registration Date: 2008-02-20; and 2008-08-07 In Interest of:	
True North Ford Ltd. 10012 101 St P.O. Box 6210 Peace River, AB T8S 1S2 Email: blangford@mhllp.ca	Secured Creditor	Email

Service List		
Service Recipient	Recipient Status	Service Method
830395 Alberta Ltd. Operating as Ace Production Testing 10022 - 102 Avenue Grande Prairie, AB T8V0Z7	<p>PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0800128; and LP0802073 Registration Date: 2008-01-14; and 2008-Jul-07 In Interest of:</p> <p>PNG Agreement No.: 5494110175 Registration Type: Builder's Lien; and Lis Pendens Number: BL0800129; and LP0802073 Registration Date: 2008-01-14; and 2008-07-07 In Interest of:</p>	Courier
Alberta Treasury Branches Oil & Gas Department #245 555 8 Avenue SW Calgary, AB T2P 1G2	<p>PNG Agreement No.: 22479 Registration Type: Security Notice Number: SN9600802 Registration Date: 1996-01-23 In Interest of: Bearspaw Petroleum Ltd.</p>	Courier
GMT Capital Corp., as Agent 550 S, 2300 Windy Ridge Parkway Atlanta, GA 30339	<p>Security Agreement: 19011425015 Registration Date: 2019-Jan-14 Expiry Date: 2022-Jan-14</p> <p>Land Charge: 19011425105 Registration Date: 2019-Jan-14 Expiry Date: Infinity</p>	Courier
Meridian Onecap Credit Corp. Suite 1500, 4710 Kingsway Burnaby, BC V5H 4M2	Secured Creditor	Courier

Service List		
Service Recipient	Recipient Status	Service Method
Midfield Supply ULC c/o Kay, Riggins & Butlin Barristers And Solicitors Bag 1227, B, 212 3 Ave West Brooks Alberta T1R 1C1	PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801292; and LP0801974 Registration Date: 2008-04-30; and 2008-08-07 In Interest of:	Courier
National Energy Board Secretary of the Board Suite 210, 517 - 10th Ave SW Calgary, AB T2R 0A8		Courier
Precision Rentals a Division of Precision Drilling Corporation Attn: Heather Stickel 4400 150 6 Ave SW Calgary, AB T2P 3T7	PNG Agreement No.: 5494110175 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802925; and LP0901284 Registration Date: 2008-10-01; and 2009-03-26 In Interest of:	Courier
Royal Bank of Canada 36 York Mills Road 4th Floor Toronto, ON M2P 0A4	Security Agreement: 12121926235 Registration Date: 2012-Dec-19 Expiry Date: 2022-Dec-19	Courier
Royal Bank of Canada Main Branch - Calgary 339 8th Ave SW Calgary, AB T2P 1C4	Security Agreement: 16112319155 Registration Date: 2016-Nov-23 Expiry Date: 2026-Nov-23	Courier
Roynat Inc. Suite 1500, 4710 Kingsway Burnaby, BC V5H 4M2	Secured Creditor	Courier

Service List		
Service Recipient	Recipient Status	Service Method
RTCO Inc. c/o McCuaig Desrochers LLP 2401 TD Tower 10088 102 Ave Edmonton, AB T5J 2Z1	<p> PNG Agreement No.: 5494110175 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801448; and LP0803284 Registration Date: 2008-05-15; and 2008-11-04 In Interest of: </p> <p> PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801449; and LP0803284 Registration Date: 2008-05-15; and 2008-11-04 In Interest of: </p> <p> PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801450; and LP0803284 Registration Date: 2008-05-15; and 2008-11-04 In Interest of: </p> <p> PNG Agreement No.: 5496110106 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801448; and LP0803284 Registration Date: 2008-05-15; and 2008-11-04 In Interest of: </p>	Courier

Schedule “B”: Form of Order

Approval of Sales Advisor & SSP

COURT FILE NUMBER **2001-01210**

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary

PLAINTIFF **GMT CAPITAL CORP.**

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

DOCUMENT **ORDER: Approval of Sales Advisor**
& SSP

Clerk's Stamp

ADDRESS FOR SERVICE AND Robyn Gurofsky/Jessica L. Cameron
CONTACT INFORMATION OF Borden Ladner Gervais LLP
 1900, 520 3rd Ave. S.W.
PARTY FILING THIS Calgary, AB T2P 0R3
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DOCUMENT Facsimile: (403) 266-1395
 Email: rgurofsky@blg.com/
 jcameron@blg.com
 File No. 022910/000007

DATE ON WHICH ORDER WAS PRONOUNCED: July 19, 2021

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice D.B. Nixon

UPON THE APPLICATION of Alvarez & Marsal Canada Inc. solely in its capacity as the Court-appointed receiver and manager (the "**NWT Receiver**") of those properties, assets and undertakings of Strategic Oil and Gas Ltd. and Strategic Transmission Ltd. (together "**Strategic**") situated in the Northwest Territories (the "**NWT Property**"); **AND UPON** having read the NWT Receiver's Application filed July 12, 2021, the Affidavit of Service of · (the "**Service Affidavit**"), the First Report of the NWT Receiver, dated and filed November 9, 2020 (the "**First Report**"), the Second Report of the NWT Receiver, dated and filed July 12, 2021 (the "**Second Report**"), the First Confidential Supplement to the Second Report, dated July 12, 2021 (the "**First Confidential Supplement**"), and the pleadings previously filed herein, including the Receivership Order – Northwest Territories Assets, dated and filed January 28, 2020 (the "**NWT Receivership Order**"); **AND UPON** hearing the submissions of counsel for the NWT Receiver, counsel for the Government of the Northwest Territories, and from any other interested parties appearing;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of this Application together with all supporting materials is hereby declared to be good and sufficient and no other person is required to have been served with such documents, and this hearing is properly returnable before this Honourable Court today and further service thereof is hereby dispensed with.
2. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the sales solicitation process attached hereto as **Appendix “A”** (the “**SSP**”).

APPROVAL OF SALES ADVISOR & SSP

3. The NWT Receiver is hereby authorized to engage Sayer Energy Advisors as sales advisor (the “**Sales Advisor**”) pursuant to the terms of the Engagement Letter between the NWT Receiver and the Sales Advisor dated July 8, 2021 (the “**Engagement Letter**”), an unredacted copy of which is appended to the First Confidential Supplement as Appendix “D”. The Engagement Letter is hereby approved and the NWT Receiver is authorized and directed to do all things as are reasonably necessary to conduct and give effect to the Engagement Letter and carry out its obligations thereunder, including payment of amounts due to be paid pursuant to the terms of the Engagement Letter.
4. The SSP is hereby approved, and each of the NWT Receiver and the Sales Advisor are hereby authorized and directed to implement the SSP and do all things as are reasonably necessary to conduct and give full effect to the SSP and carry out their respective obligations thereunder, including seeking approval of this Court as soon as reasonably practicable following the selection of a Successful Bid or Bids under the SSP.
5. Neither the NWT Receiver nor the Sales Advisor, nor their affiliates, partners, directors, employees, agents and controlling persons, shall have any liability whatsoever to any person or party for any act or omission related to the SSP, except to the extent such act or omission is the result of gross negligence or wilful misconduct of the NWT Receiver or the Sales Advisor, as the case may be, in performing their respective obligations under the SSP.

INCLUSION OF INTERPROVINCIAL PIPELINE IN SSP

6. Notwithstanding the terms of any other Order, respecting the Interprovincial Pipeline (as defined in the Second Report), the NWT Receiver is hereby expressly authorized and empowered to, but not required to:
 - (a) to market the Interprovincial Pipeline, including advertising and soliciting offers in respect of the Interprovincial Pipeline or any part or parts thereof, and negotiating such terms and conditions of sale as the NWT Receiver in its discretion may deem appropriate;
 - (b) to sell, convey, transfer, lease or assign the Interprovincial Pipeline or any part or parts thereof, with approval of this Court;
 - (c) to apply for any vesting order or other orders (including without limitation, confidentiality or sealing orders) necessary to convey the Interprovincial Pipeline or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting the Interprovincial Pipeline;

- (d) to execute, assign, issue and endorse documents of whatever nature in respect of the Interprovincial Pipeline in the NWT Receiver's name, for any purpose pursuant to the NWT Receivership Order and this Order; and
 - (e) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations.
7. Nothing in this Order shall be construed as the NWT Receiver being in physical possession or care and custody of the Interprovincial Pipeline.

SEALING ORDER

8. Notwithstanding Division 4 of Part 6 of the *Alberta Rules of Court*, AR 124/2010 (the "**Rules**"), the First Confidential Supplement shall be sealed on the Court file, kept confidential and shall not be available for public inspection.
9. The Clerk of the Court shall file the First Confidential Supplement in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states that:

THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS, BEING THE FIRST CONFIDENTIAL SUPPLEMENT TO THE RECEIVER'S SECOND REPORT DATED JULY 12, 2021 PURSUANT TO THE SEALING ORDER ISSUED BY THE HONOURABLE JUSTICE D.B. NIXON ON JULY 19, 2021.

10. The NWT Receiver is empowered and authorized, but not directed, to provide the First Confidential Supplement, or any portion thereof, or information contained therein, to any interested party, entity or person that the NWT Receiver considers reasonable in the circumstances, subject to confidentiality arrangements satisfactory to the NWT Receiver.
11. Leave is hereby granted to any person, entity or party affected by this sealing order to apply to this Court for a further order vacating, substituting, modifying or varying the terms of this Order, with such application to be brought on notice to the NWT Receiver and the Sales Advisor and any other affected party in accordance with the Rules and this Order.

MISCELLANEOUS MATTERS

12. Service of this Order shall be deemed good and sufficient by serving the same on the persons listed on the Service List (attached as Schedule "A" to the Application) and by posting a copy of this Order to the NWT Receiver's Website at: <https://alvarezandmarsal.com/SOG>.
13. No other Persons are entitled to be served with a copy of this Order.

Justice of the Court of Queen's Bench of Alberta

Schedule “C”: Form of Order

Approval of Activities, R&D, and Fees

COURT FILE NUMBER **2001-01210**

COURT COURT OF QUEEN’S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary

PLAINTIFF **GMT CAPITAL CORP.**

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

DOCUMENT **ORDER: Approval of Receiver’s**
Activities, R&D and Fees

Clerk’s Stamp

ADDRESS FOR SERVICE AND Robyn Gurofsky/Jessica L. Cameron
CONTACT INFORMATION OF Borden Ladner Gervais LLP
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PARTY FILING THIS Calgary, AB T2P 0R3
 Telephone: (403) 232-9774/232-9715
DOCUMENT Facsimile: (403) 266-1395
 Email: rgurofsky@blg.com/
 jcameron@blg.com
 File No. 022910/000007

DATE ON WHICH ORDER WAS PRONOUNCED: July 19, 2021

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice D.B. Nixon

UPON THE APPLICATION of Alvarez & Marsal Canada Inc. solely in its capacity as the Court-appointed receiver and manager (the “**NWT Receiver**”) of those properties, assets and undertakings of Strategic Oil and Gas Ltd. and Strategic Transmission Ltd. (together “**Strategic**”) situated in the Northwest Territories (the “**NWT Property**”); **AND UPON** having read the NWT Receiver’s Application filed July 12, 2021, the Affidavit of Service of · (the “**Service Affidavit**”), the First Report of the NWT Receiver, dated and filed November 9, 2020 (the “**First Report**”), the Second Report of the NWT Receiver, dated and filed July 12, 2021 (the “**Second Report**”), the First Confidential Supplement to the Second Report, dated July 12, 2021 (the “**First Confidential Supplement**”), and the pleadings previously filed herein, including the Receivership Order – Northwest Territories Assets, dated and filed January 28, 2020 (the “**NWT Receivership Order**”); **AND UPON** hearing the submissions of counsel for the NWT Receiver, counsel for the Government of the Northwest Territories, and from any other interested parties appearing;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of this Application together with all supporting materials is hereby declared to be good and sufficient and no other person is required to have been served with such documents, and this hearing is properly returnable before this Honourable Court today and further service thereof is hereby dispensed with.

APPROVAL OF ACTIVITIES, ACCOUNTS AND DISBURSEMENTS

2. The actions, conduct and activities of the NWT Receiver from the date of its appointment on January 28, 2020, up to and including July 12, 2021, as are more particularly described in the First Report and the Second Report, are hereby approved, confirmed and ratified.
3. All of the professional fees and disbursements (including GST) of the NWT Receiver for the period ending June 30, 2021, and all of the professional fees and disbursements (including GST) of its legal counsel, Borden Ladner Gervais LLP, for the period ending June 30, 2021, as are more particularly described in the Second Report, are hereby approved, confirmed and ratified without the necessity of a formal passing of accounts.
4. The NWT Receiver's statement of receipts and disbursements for the period January 28, 2020 to June 30, 2021, as is more particularly described in the Second Report, is hereby approved, confirmed and ratified.

MISCELLANEOUS MATTERS

5. Service of this Order shall be deemed good and sufficient by serving the same on the persons listed on the Service List (attached as Schedule "A" to the Application) and by posting a copy of this Order to the NWT Receiver's Website at: <https://alvarezandmarsal.com/SOG>.
6. No other Persons are entitled to be served with a copy of this Order.

Justice of the Court of Queen's Bench of Alberta

Remedy claimed or sought:

1. Alvarez & Marsal Canada Inc., in its capacity as the Court-appointed receiver and manager (the “**NWT Receiver**”) of those properties, assets and undertakings of Strategic Oil and Gas Ltd. and Strategic Transmission Ltd. (together “**Strategic**”) situated in the Northwest Territories (the “**NWT Property**”), seeks an Order substantially in the form attached hereto as **Schedule “B”** for the following relief:
 - (a) Declaring service of this Application good and sufficient, and abridging the time for notice of this Application to the time actually given, if necessary;
 - (b) Approving the NWT Receiver’s engagement of Sayer Energy Advisors (the “**Sales Advisor**”) to act as an advisor to the NWT Receiver for the purposes of, and to assist the NWT Receiver with, conducting the NWT Receiver’s proposed Sales Solicitation Process (“**SSP**”) respecting the NWT Property;
 - (c) Approving the engagement letter between the NWT Receiver and the Sales Advisor dated July 8, 2021 (the “**Engagement Letter**”), a redacted copy of which is attached as **Appendix “A”** to the Second Report of the Receiver dated July 12, 2021 (the “**Second Report**”), and an unredacted copy of which is attached as **Appendix “D”** to the First Confidential Supplemental Report to the Receiver’s Second Report, dated July 12, 2021 (the “**First Confidential Supplement**”), and which authorizes the NWT Receiver to engage the Sales Advisor under the Engagement Letter and to fulfil all of its obligations thereunder;
 - (d) Approves the NWT Receiver’s proposed SSP respecting the NWT Property, which is attached as **Appendix “B”** to the Second Report, and authorizes and directs the NWT Receiver and the Sales Advisor to perform their obligations thereunder; and
 - (e) Seals the First Confidential Supplement.
2. Additionally, the NWT Receiver seeks an Order substantially in the form attached hereto as **Schedule “C”**:
 - (a) Approving and ratifying the NWT Receiver’s activities and conduct as more particularly set forth in the First Report of the NWT Receiver, dated and filed November 9, 2020 (the “**First Report**”) and the Second Report;
 - (b) Approving the NWT Receiver’s receipts and disbursements as described in the First Report and the Second Report;
 - (c) Approving and ratifying the NWT Receiver’s professional fees and disbursements as more particularly set forth in the First Report and the Second Report, without the necessity of a formal passing of its accounts; and

- (d) Approving and ratifying the accounts of the NWT Receiver's legal counsel, Borden Ladner Gervais LLP ("**BLG**"), as more particularly set forth in the First Report and the Second Report, without the necessity of a formal passing of its accounts.
- 3. Such further and other relief as this Honourable Court may deem just in the circumstances.

Grounds for making this application:

Background to Receivership Proceedings

- 4. On April 10, 2019, Strategic applied for and was granted an initial order (the "**Initial Order**") by the Alberta Court of Queen's Bench (the "**Court**") pursuant to the *Companies' Creditors Arrangement Act* ("**CCAA**"). Amongst other things, the Initial Order appointed KPMG Inc. ("**KPMG**") as monitor (the "**Monitor**") for the purposes of Strategic's CCAA Proceedings.
- 5. During the course of Strategic's CCAA Proceedings, Strategic conducted a Court-approved sales and investment solicitation process ("**CCAA SISP**"), soliciting offers for either i) an acquisition of some or all of Strategic's assets, including the NWT Property, or ii) an investment, recapitalization or restructuring of the company. Ultimately, the CCAA SISP did not result in a successful bid that was supported by the Government of the Northwest Territories ("**GNWT**") and applicable energy regulators, being the Alberta Energy Regulator ("**AER**") and the Northwest Territories Office of the Regulator of Oil and Gas Operations ("**OROGO**").
- 6. Subsequently, on January 28, 2020, the NWT Receiver was appointed as receiver over the NWT Property by Order of the Honourable Madam Justice K.M. Horner (the "**NWT Receivership Order**"). The NWT Receivership Order limited the NWT Receiver's appointment to only Strategic's NWT Property, being Strategic's property, assets and undertakings geographically situated in the Northwest Territories.
- 7. Also on January 28, 2020, Horner J. granted another receivership Order (the "**AB Receivership Order**"), appointing KPMG as receiver and manager (the "**AB Receiver**") over Strategic, excepting the NWT Property.
- 8. During the course of its mandate, the AB Receiver conducted a Court-approved sales solicitation process respecting Strategic's assets, excluding the NWT Property.
- 9. On November 24, 2020, the Court granted an order (the "**Partial Discharge Order**") partially discharging the AB Receiver. At that time, the NWT Receiver had not, and still has not, finalized

its administration of the NWT Property. The NWT Receiver therefore did not seek its discharge in conjunction with the AB Receiver and remains subject to the terms of the NWT Receivership Order. The Partial Discharge Order did not abrogate the terms of the NWT Receivership Order, nor the NWT Receiver's powers granted thereunder.

The NWT Receiver's Proposed Engagement of the Sales Advisor & SSP

10. Among other things, the NWT Receivership Order provides that the NWT Receiver is expressly empowered and authorized to:
 - (a) take possession of and exercise control over the NWT Property;
 - (b) market any or all of the NWT Property, including advertising and soliciting offers in respect of the NWT Property or any part or parts thereof and negotiate such terms and conditions of sale as the NWT Receiver in its discretion may deem appropriate;
 - (c) sell, convey, transfer, lease or assign the NWT Property or any part or parts thereof, out of the ordinary course of business, subject to the approval of this Honourable Court for any transactions exceeding \$200,000, or the aggregate of multiple transactions exceeding \$500,000; and
 - (d) engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, to assist the exercise of the NWT Receiver's powers and duties.
11. To date, the NWT Receiver has not conducted its own sales process respecting the NWT Property, as the NWT Receiver was focused on several regulatory and compliance obligations regarding the NWT Property, as more fully set out in the Second Report. The NWT Receiver, with the support of the GNWT, believes it is now an opportune time to expose the NWT Property to the market.
12. As is more fully set out in the Second Report, the NWT Receiver has analyzed and evaluated Strategic's NWT Property and determined that the proposed SSP in respect of same is the most commercially reasonable manner by which to maximize value for Strategic's stakeholders and, where possible, transfer as many of the oil and gas properties to responsible third parties.
13. Accordingly, pursuant to its powers under the NWT Receivership Order, the NWT Receiver solicited informal requests for proposals ("**RFPs**") from four reputable independent sales advisory firms with experience in Canadian oil and gas merger and acquisition activities. Of the four firms solicited, the NWT Receiver received responses to its RFP process from three of the four. Having received three competitive proposals, the NWT Receiver provided each potential sales advisor with

a further opportunity to clarify certain terms of their proposals and adjust their fee structure, if appropriate.

14. After carefully considering the proposals, and following consultation with the GNWT, the NWT Receiver entered into the Engagement Letter with the Sales Advisor. The NWT Receiver considered that the Sales Advisor:
 - (a) is well known in the local industry and specializes in coordinating disposition programs in the oil and gas industry;
 - (b) has previously acted as a sales advisor of distressed assets, including in the insolvency context; and
 - (c) was reasonably priced in comparison to the other proposals received, especially in considering the additional experience possessed by the Sales Advisor.
15. The fee structure within the engagement letter contains a work fee and a success fee. The NWT Receiver is of the view that the quantum of fees payable under the Engagement Letter reflect an appropriate incentive to secure the highest and best bid for the NWT Property and is fair, reasonable and consistent with fee arrangements in other engagements of similar size, scope and complexity.
16. The NWT Receiver is of the view that the Sales Advisor's experience and expertise will assist the NWT Receiver in maximizing value to all of Strategic's stakeholders.
17. The NWT Receiver, in consultation with the Sales Advisor, has prepared the proposed SSP, attached as **Appendix "B"** to the Second Report.
18. In addition to proposing to market for sale the NWT Property, the NWT Receiver is also seeking this Court's permission to market and sell Strategic's **"Interprovincial Pipeline"**. The Interprovincial Pipeline is a pipeline that crosses the border between Alberta and the Northwest Territories. Strategic Transmission Ltd. holds legal title to, and is the licensee of, the Interprovincial Pipeline. The Interprovincial Pipeline is regulated by the Canada Energy Regulator ("**CER**").
19. Pursuant to the terms of the NWT Receivership Order and the AB Receivership Order, it is not clear which receiver, if any, was ever appointed over the Interprovincial Pipeline. The Alberta Receiver has advised that the Interprovincial Pipeline is no longer under its purview, if it ever was, by virtue of the Partial Discharge Order.
20. In order to maximize value to all of Strategic's stakeholders, the NWT Receiver is seeking this Court's permission to include the Interprovincial Pipeline as part of the "NWT Property" to be

marketed for sale under its proposed SSP, while also not taking possession or exercising care and custody over the pipeline. CER has agreed to this approach.

21. The NWT Receiver considers that the form of SSP proposed is fair, reasonable and appropriate in the circumstances. Among other things, the NWT Receiver notes that:
 - (a) the sale of the NWT Property is on an 'as is where is basis' and subject to Court approval;
 - (b) the SSP will require that any Successful Bidder (as defined in the SSP) be compliant with the applicable energy regulator, being any of OROGO with respect to oil and gas properties wholly situated in the Northwest Territories, the Mackenzie Valley Land and Water Board ("MVLWB") respecting properties situated within the Mackenzie Valley corridor, or CER with respect to the Interprovincial Pipeline; and
 - (c) the process itself is contemplated to run for a period of five (5) weeks, and is sufficiently robust to provide the market with sufficient exposure to maximize value for stakeholders.
22. Each of the NWT Receiver's engagement of the Sales Advisor and proposed SSP are expressly contemplated by the NWT Receivership Order.
23. Further, the NWT Receiver's engagement of the Sales Advisor and proposed SSP are each supported by the GNWT, who is the party funding the within NWT Receivership Proceedings.
24. For all of the foregoing reasons, the NWT Receiver views the engagement of the Sales Advisor and proposed SSP as commercially reasonable in the circumstances and is therefore seeking this Court's approval of same.

Approval of the NWT Receiver's Activities, R&D, and Fees

25. The NWT Receiver's activities, as detailed in the First Report and Second Report, have been carried out fairly, efficiently and in a commercially reasonable manner. They should therefore be approved.
26. Similarly, the professional fees and disbursements of the NWT Receiver and its legal counsel, BLG, for the period of January 28, 2020 to June 30, 2021, are fair and reasonable in the circumstances, commensurate with the work performed to date, and should therefore be approved.
27. Finally, the receipts and disbursements of the NWT Receiver, as described in the First Report and described and appended to the Second Report, are commensurate with the work performed, commercially fair and reasonable in the circumstances, and should therefore be approved.

Sealing of the First Confidential Supplement

28. The NWT Receiver is seeking a sealing order with respect to the First Confidential Supplement. The First Confidential Supplement contains confidential and commercially sensitive information, which, if disseminated, could adversely affect the proposed SSP as well as the commercial interests of third parties, namely the Sales Advisor and the other two parties who submitted proposals to act as sales advisor to the NWT Receiver.
29. The sealing order is necessary to prevent the First Confidential Supplement from being disclosed. The sealing order sought is the least restrictive means possible to prevent dissemination of the First Confidential Supplement. It is therefore appropriate in the circumstances.

General

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

Material or evidence to be relied on:

31. The First Report of the Receiver, dated November 9, 2020.
32. The Second Report of the Receiver, dated July 12, 2021.
33. The First Confidential Supplement to the Receiver's Second Report, dated July 12, 2021.
34. Such further and other evidence as counsel may advise and this Honourable Court permit.

Applicable rules:

35. *Alberta Rules of Court*, AR 124/2010, and in particular Rules 1.3, 3.75, 6.3, 6.4, 11.27, 11.29 and 13.5.
36. *Bankruptcy and Insolvency General Rules*, and in particular Rules 3, 6 and 11.
37. Such further and other rules as counsel may advise and this Honourable Court permit.

Applicable Acts and regulations:

38. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended, and in particular Part XI thereof.
39. *Judicature Act*, RSA 2000, c J-2.

Any irregularity complained of or objection relied on:

40. None.

How the application is proposed to be heard or considered:

41. In person, via WebEx videoconference, before the Honourable Justice D.B. Nixon, with some or all of the parties present.

WARNING

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

Schedule “A”: Service List

COURT FILE NO. 2001-01210

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF GMT CAPITAL CORP.

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

IN THE MATTER OF THE RECEIVERSHIP OF STRATEGIC
OIL & GAS LTD. and STRATEGIC TRANSMISSION LTD.

APPLICANT KPMG INC. in its capacity as Court-appointed Receiver and
Manager of the assets, undertakings and properties of
STRATEGIC OIL & GAS LTD. and STRATEGIC
TRANSMISSION LTD.

Service List		
Service Recipient	Recipient Status	Service Method
Canada Revenue Agency Surrey National Verification and Collections Centre 9755 King George Boulevard Surrey BC V3T 5E1 Telephone (toll-free): 1-866-891-7403 Fax: 1-866-219-0311	Canada Revenue Agency	Fax
Dene Tha First Nation PO Box 1120 Chateh AB T0H 0S0 Attention: Chief and Council Telephone: 780-321-3774 Fax: 780-321-3886		Fax

Service List		
Service Recipient	Recipient Status	Service Method
1234118 Alberta ltd. o/a Pinnacle Rentals c/o Mathieu Hryniuk LLP Barristers & Solicitors 10012 101 St P.O. Box 6210 Peace River, AB T8S 1S2 Email: blangford@mhllp.ca	<p>PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802120; and LP090057 Registration Date: 2008-07-11; and 2009-01-07 In Interest of:</p> <p>PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802122; and LP0900059 Registration Date: 2008-07-11; and 2009-01-07 In Interest of:</p> <p>PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802199; and LP0900060 Registration Date: 2008-07-18; and 2009-01-07 In Interest of:</p> <p>PNG Agreement No.: 5496110106 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802121; and LP0900058 Registration Date: 2008-07-11; and 2009-01-07 In Interest of:</p>	Email

Service List		
Service Recipient	Recipient Status	Service Method
883492 Alberta Ltd. o/a Pinnacle Logging 10012 101 St Peace River, AB T8S 1S2 Email: blangford@mhlip.ca	PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802123; and LP0900063 Registration Date: 2008-07-11; and 2009-01-07 In Interest of: PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802125; and LP0900065 Registration Date: 2008-07-11; and 2009-01-07 In Interest of: PNG Agreement No.: 5496110106 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802129; and LP0900069 Registration Date: 2008-07-11; and 2009-01-07 In Interest of:	Email
883492 Alberta Ltd. o/a Pinnacle Services Box 478 High, Level, AB T0H 1Z0 Email: admin@pinnacleserviceshighlevel.ca	Unsecured Creditor	Email

Service List		
Service Recipient	Recipient Status	Service Method
<p>Alberta Energy Regulator Suite 1000, 250 - 5th Street SW Calgary, AB T2P 0R4 Attn: Maria Lavelle / Candice Ross</p> <p>Email: Maria.Lavelle@aer.ca insolvency@aer.ca Candice.Ross@aer.ca</p>		Email
<p>Alvarez & Marsal Canada Inc. Bow Valley Square IV 1110, 250-6 Avenue SW Calgary, AB T2P 3H7 Attn: Orest Konowalchuk Duncan MacRae David Williams</p> <p>Email: okonowalchuk@alvarezandmarsal.com dmacrae@alvarezandmarsal.com david.williams@alvarezandmarsal.com</p>	Receiver	Email
<p>Baker Hughes Canada Corporation 600, 1741 Lower Water Street Halifax, NS B3J 2X2 Email: cal_corpfiling@mltaikins.com</p>	<p>PNG Agreement No.: 5411060383 Registration Type: Builder's Lien; and Lis Pendens Number: BL1901575; and LP1902794 Registration Date: 2019-05-24; and 2019-11-20 In Interest of:</p> <p>PNG Agreement No.: 5411060385 Registration Type: Builder's Lien; and Lis Pendens Number: BL1901576; and LP1902794 Registration Date: 2019-05-24; and 2019-11-20 In Interest of:</p>	Email

Service List		
Service Recipient	Recipient Status	Service Method
Bennett Jones LLP 4500 Bankers Hall East 855 - 2nd Street SW Calgary, AB T2P 4K7 Attn: Ken T. Lenz Colin Perry Email: lenzk@bennettjones.com perrycolin@bennettjones.com	Counsel for GMT Capital Corp., secured Debenture Holder	Email
Borden Ladner Gervais LLP Centennial Place, East Tower 1900, 520 - 3rd Avenue SW Calgary, AB T2P 0R3 Attn: Robin Gurofsky Jessica Cameron Email: RGurofsky@blg.com jcameron@blg.com	Counsel to the Northwest Territories Receiver, Alvarez & Marsal Canada Inc.	Email
Canada Energy Regulator Attn: Jeff Toews Paul Johnston Email: Jeff.Toews@cer-rec.gc.ca Paul.Johnston@cer-rec.gc.ca		Email

Service List		
Service Recipient	Recipient Status	Service Method
<p>Canadian Pressure Testing Technologies Ltd. 100, 10230 - 142 Street NW Edmonton, AB T5N3Y6 Email: ibelzil@rackelbelzil.ca</p>	<p>PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801201; and LP0803171 Registration Date: 2008-05-12; and 2008-10-20 In Interest of:</p> <p>PNG Agreement No.: 5496110106 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801621; and LP0802073 Registration Date: 2008-05-28; and 2008-10-20 In Interest of:</p>	Email
<p>Carscallen LLP 900, 332-6th Ave SW Calgary, AB T2P 0B2 Attn: Glenn Blackett Email: blackett@carscallen.com</p>	<p>Counsel for Ensign Drilling Inc. (operating as Ensign Testing Services), Builders' Lien</p> <p>&</p> <p>Counsel for Apex Distribution Inc., Builders' Lien</p>	Email
<p>Cassels Brock Lawyers 2200 HSBC Building 855 West Georgia Street Vancouver, BC V6C 3E8 Attn: Mary I.A. Buttery QC Lance Williams Jeffrey Oliver Email: mbuttery@casselsbrock.com lwilliams@casselsbrock.com joliver@casselsbrock.com</p>	<p>Counsel to Government of the Northwest Territories</p>	Email

Service List		
Service Recipient	Recipient Status	Service Method
Dentons Canada LLP 850 - 2nd Street SW Calgary, AB T2P 0R8 Attn: David W. Mann Afshan Naveed Email: david.mann@dentons.com afshan.navetons@dentons.com	Counsel for the Applicants	Email
Department Of Justice, Tax Law Services Prairie Region 601, 606-4th Street SW Calgary, AB, T2P 1T1 Attn: Jill Medhurst George Body Email: jill.medhurst-tivadar@justice.gc.ca George.body@justice.gc.ca	Canada Revenue Agency	Email
Field LLP 10175 101 St NW #2500, Edmonton, AB T5J 0H3 Attn: Christine J. Pratt Email: cpratt@fieldlaw.com	Reliance Well Servicing (2002) Ltd	Email
Field LLP 10175 101 St NW #2500, Edmonton, AB T5J 0H3 Attn: Christine J. Pratt Email: cpratt@fieldlaw.com	TKO Rentals Ltd.	Email

<p>Global Well Servicing Ltd. c/o Reynolds, Mirth, Richards & Farmer LLP 10180 101 ST NW Suite 3200 Edmonton AB T5J 3W8 Email: afarmer@rmrf.com</p>	<p>PNG Agreement No.: 541160380 Registration Type: Builder's Lien; and Lis Pendens Number: BL1901353; and LP1902794 Registration Date: 2019-05-06; and 2019-09-25 In Interest of:</p> <p>PNG Agreement No.: 5411060385 Registration Type: Builder's Lien; and Lis Pendens Number: BL1901183; and LP1902455 Registration Date: 2019-04-15; and 2019-09-25 In Interest of:</p> <p>PNG Agreement No.: 5411060385 Registration Type: Builder's Lien; and Lis Pendens Number: BL1901184; and LP1902455 Registration Date: 2019-04-15; and 2019-09-25 In Interest of:</p> <p>PNG Agreement No.: 5412060097 Registration Type: Builder's Lien; and Lis Pendens Number: BL1901179; and LP1902455 Registration Date: 2019-04-15; and 2019-09-25 In Interest of:</p> <p>PNG Agreement No.: 5412090387 Registration Type: Builder's Lien; and</p>	<p>Email</p>
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Service List		
Service Recipient	Recipient Status	Service Method
	<p>Lis Pendens</p> <p>Number: BL1901186; and LP1902455</p> <p>Registration Date: 2019-04-16; and 2019-09-25</p> <p>In Interest of:</p> <p>PNG Agreement No.: 5494110085</p> <p>Registration Type: Builder's Lien; and Lis Pendens</p> <p>Number: BL1901181; and LP1902455</p> <p>Registration Date: 2019-04-15; and 2019-09-25</p> <p>In Interest of:</p> <p>PNG Agreement No.: 5495110167</p> <p>Registration Type: Builder's Lien; and Lis Pendens</p> <p>Number: BL1901185; and LP1902455</p> <p>Registration Date: 2019-04-16; and 2019-09-25</p> <p>In Interest of:</p> <p>PNG Agreement No.: 5411060380</p> <p>Registration Type: Builder's Lien; and Lis Pendens</p> <p>Number: BL1901353; and LP1902455</p> <p>Registration Date: 2019-05-06; and 2019-09-25</p> <p>In Interest of:</p>	

Service List		
Service Recipient	Recipient Status	Service Method
Government of Alberta Department of Energy 9th Floor, 9945 - 108th Street Edmonton, AB T5K 2G6 Attn: Keri Ridley Kenneth Whitelaw Email: Keri.Ridley@gov.ab.ca Kenneth.Whitelaw@gov.ab.ca		Email
Government of the Northwest Territories PO Box 1320 Yellowknife, NT X1A 2L9 Attn: Michael Woodward Simone Tielesh Email: Michael.woodward@gov.nt.ca Simone.Tielesh@gov.nt.ca		Email
Kenneth P. Reh Law Office Suite 702, One Executive Place 1816 Crowchild Trail NW Calgary, AB T2M 0M5 Attn: Kenneth Reh Email: ken@reh-law.ca		Email
KPMG Inc. Bow Valley Square II Suite 3100 205 - 5 Avenue SW Calgary, AB T2P 4B9 Attn: Neil Honess Email: neilhoness@kpmg.ca	Court-appointed Monitor	Email
Libra Advisors LLC 909-3 Avenue Floor 29 New York City, NY 10022 USA Attn: Vipul Pandey Email: vp@libraadvisors.com	Equity Holder	Email

Service List		
Service Recipient	Recipient Status	Service Method
<p>Merani Law LLP Suncor Energy Centre Suite 5100, 150 – 6th Avenue SW Calgary, AB T2P 3Y7 Attn: Ashif Merani</p> <p>Email: ashif@meranilaw.ca</p>		Email
<p>Miles Davison LLP 900, 517 - 10th Avenue S.W. Calgary, Alberta T2R 0A8 Attn: Terry Czechowsky Q.C.</p> <p>Email: tczech@milesdavison.com</p>	Counsel to Canada Energy Regulator	Email
<p>Miles Davison LLP Barristers & Solicitors #900, 517 - 10th Avenue SW Calgary, Alberta T2R 0A8 Attn: Calvin C. Robb</p> <p>Email: crobb@milesdavison.com</p>	Counsel for Tryton Tool Services, Formula Powell LP, Strike Energy Services Ltd., Strike Group Limited Partnership, Builders' Lien,	Email
<p>Optimal Enterprises Ltd. 10012 101 St Peace River, AB T8S 1S2</p> <p>Email: blangford@mhllp.ca mh@mhllp.ca</p>	<p>PNG Agreement No.: 5494110175 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802525; and LP0900203 Registration Date: 2008-08-21; and 2009-01-19 In Interest of:</p>	Email
<p>PrairieSky Royalty Ltd. 1700, 350 - 7th Ave SW Calgary, AB T2P 3N9 Attn: Dale Percy</p> <p>Email: Dale.Percy@prairiesky.com</p>	Creditor	Email

Service List		
Service Recipient	Recipient Status	Service Method
Reynolds Mirth Richards & Farmer LLP 3200, 10108 -101 Street Edmonton, AB T5J 3W8 Attn: Mikkel J. Arnston Email: marnston@rmrf.com	Counsel for Global Well Servicing Ltd., Builders' Lien	Email
Royal Bank of Canada Corporate Banking 3900 Bankers Hall West 888 – 3rd Street SW Calgary, AB T2P 5C5 Attn: Ryan Stasyne Mari Hodgkinson Email: ryan.stasyne@rbc.com mari.hodgkinson@rbc.com	Secured Creditor	Email
Torys LLP 4600, 525 - 8th Avenue SW Calgary, AB T2P 1G1 Attn: Kyle Kashuba Email: kkashuba@torys.com jmann@torys.com	Counsel for the Receiver	Email

<p>Trican Partnership o/a Trican Well Service and Trican Well Service Ltd. 855 - 2 Street SW, Suite 3500 Calgary, AB T2P4J8 Email: annualreturns@blakes.com</p>	<p>PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0800475; and LP0802073 Registration Date: 2008-02-13; and 2008-08-07 In Interest of:</p> <p>PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0800476; and LP0802073 Registration Date: 2008-02-13; and 2008-08-07 In Interest of:</p> <p>PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0800542; and LP0802351 Registration Date: 2008-02-20; and 2008-08-07 In Interest of:</p> <p>PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0800543; and LP0802351 Registration Date: 2008-02-20; and 2008-08-07 In Interest of:</p> <p>PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens</p>	<p>Email</p>
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Service List		
Service Recipient	Recipient Status	Service Method
	Number: BL0800540; and LP0802350 Registration Date: 2008-02-20; and 2008-08-07 In Interest of: PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0800541; and LP0802350 Registration Date: 2008-02-20; and 2008-08-07 In Interest of:	
True North Ford Ltd. 10012 101 St P.O. Box 6210 Peace River, AB T8S 1S2 Email: blangford@mhllp.ca	Secured Creditor	Email

Service List		
Service Recipient	Recipient Status	Service Method
830395 Alberta Ltd. Operating as Ace Production Testing 10022 - 102 Avenue Grande Prairie, AB T8V0Z7	<p>PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0800128; and LP0802073 Registration Date: 2008-01-14; and 2008-Jul-07 In Interest of:</p> <p>PNG Agreement No.: 5494110175 Registration Type: Builder's Lien; and Lis Pendens Number: BL0800129; and LP0802073 Registration Date: 2008-01-14; and 2008-07-07 In Interest of:</p>	Courier
Alberta Treasury Branches Oil & Gas Department #245 555 8 Avenue SW Calgary, AB T2P 1G2	<p>PNG Agreement No.: 22479 Registration Type: Security Notice Number: SN9600802 Registration Date: 1996-01-23 In Interest of: Bearspaw Petroleum Ltd.</p>	Courier
GMT Capital Corp., as Agent 550 S, 2300 Windy Ridge Parkway Atlanta, GA 30339	<p>Security Agreement: 19011425015 Registration Date: 2019-Jan-14 Expiry Date: 2022-Jan-14</p> <p>Land Charge: 19011425105 Registration Date: 2019-Jan-14 Expiry Date: Infinity</p>	Courier
Meridian Onecap Credit Corp. Suite 1500, 4710 Kingsway Burnaby, BC V5H 4M2	Secured Creditor	Courier

Service List		
Service Recipient	Recipient Status	Service Method
Midfield Supply ULC c/o Kay, Riggins & Butlin Barristers And Solicitors Bag 1227, B, 212 3 Ave West Brooks Alberta T1R 1C1	PNG Agreement No.: 5494110085 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801292; and LP0801974 Registration Date: 2008-04-30; and 2008-08-07 In Interest of:	Courier
National Energy Board Secretary of the Board Suite 210, 517 - 10th Ave SW Calgary, AB T2R 0A8		Courier
Precision Rentals a Division of Precision Drilling Corporation Attn: Heather Stickel 4400 150 6 Ave SW Calgary, AB T2P 3T7	PNG Agreement No.: 5494110175 Registration Type: Builder's Lien; and Lis Pendens Number: BL0802925; and LP0901284 Registration Date: 2008-10-01; and 2009-03-26 In Interest of:	Courier
Royal Bank of Canada 36 York Mills Road 4th Floor Toronto, ON M2P 0A4	Security Agreement: 12121926235 Registration Date: 2012-Dec-19 Expiry Date: 2022-Dec-19	Courier
Royal Bank of Canada Main Branch - Calgary 339 8th Ave SW Calgary, AB T2P 1C4	Security Agreement: 16112319155 Registration Date: 2016-Nov-23 Expiry Date: 2026-Nov-23	Courier
Roynat Inc. Suite 1500, 4710 Kingsway Burnaby, BC V5H 4M2	Secured Creditor	Courier

Service List		
Service Recipient	Recipient Status	Service Method
RTCO Inc. c/o McCuaig Desrochers LLP 2401 TD Tower 10088 102 Ave Edmonton, AB T5J 2Z1	<p>PNG Agreement No.: 5494110175 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801448; and LP0803284 Registration Date: 2008-05-15; and 2008-11-04 In Interest of:</p> <p>PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801449; and LP0803284 Registration Date: 2008-05-15; and 2008-11-04 In Interest of:</p> <p>PNG Agreement No.: 5495110167 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801450; and LP0803284 Registration Date: 2008-05-15; and 2008-11-04 In Interest of:</p> <p>PNG Agreement No.: 5496110106 Registration Type: Builder's Lien; and Lis Pendens Number: BL0801448; and LP0803284 Registration Date: 2008-05-15; and 2008-11-04 In Interest of:</p>	Courier

Schedule “B”: Form of Order

Approval of Sales Advisor & SSP

COURT FILE NUMBER **2001-01210**

COURT COURT OF QUEEN’S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary

PLAINTIFF **GMT CAPITAL CORP.**

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

DOCUMENT **ORDER: Approval of Sales Advisor**
& SSP

Clerk’s Stamp

ADDRESS FOR SERVICE AND Robyn Gurofsky/Jessica L. Cameron
CONTACT INFORMATION OF Borden Ladner Gervais LLP
 1900, 520 3rd Ave. S.W.
PARTY FILING THIS Calgary, AB T2P 0R3
 Telephone: (403) 232-9774/232-9715
DOCUMENT Facsimile: (403) 266-1395
 Email: rgurofsky@blg.com/
 jcameron@blg.com
 File No. 022910/000007

DATE ON WHICH ORDER WAS PRONOUNCED: July 19, 2021

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice D.B. Nixon

UPON THE APPLICATION of Alvarez & Marsal Canada Inc. solely in its capacity as the Court-appointed receiver and manager (the “**NWT Receiver**”) of those properties, assets and undertakings of Strategic Oil and Gas Ltd. and Strategic Transmission Ltd. (together “**Strategic**”) situated in the Northwest Territories (the “**NWT Property**”); **AND UPON** having read the NWT Receiver’s Application filed July 12, 2021, the Affidavit of Service of · (the “**Service Affidavit**”), the First Report of the NWT Receiver, dated and filed November 9, 2020 (the “**First Report**”), the Second Report of the NWT Receiver, dated and filed July 12, 2021 (the “**Second Report**”), the First Confidential Supplement to the Second Report, dated July 12, 2021 (the “**First Confidential Supplement**”), and the pleadings previously filed herein, including the Receivership Order – Northwest Territories Assets, dated and filed January 28, 2020 (the “**NWT Receivership Order**”); **AND UPON** hearing the submissions of counsel for the NWT Receiver, counsel for the Government of the Northwest Territories, and from any other interested parties appearing;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of this Application together with all supporting materials is hereby declared to be good and sufficient and no other person is required to have been served with such documents, and this hearing is properly returnable before this Honourable Court today and further service thereof is hereby dispensed with.
2. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the sales solicitation process attached hereto as **Appendix “A”** (the “**SSP**”).

APPROVAL OF SALES ADVISOR & SSP

3. The NWT Receiver is hereby authorized to engage Sayer Energy Advisors as sales advisor (the “**Sales Advisor**”) pursuant to the terms of the Engagement Letter between the NWT Receiver and the Sales Advisor dated July 8, 2021 (the “**Engagement Letter**”), an unredacted copy of which is appended to the First Confidential Supplement as Appendix “D”. The Engagement Letter is hereby approved and the NWT Receiver is authorized and directed to do all things as are reasonably necessary to conduct and give effect to the Engagement Letter and carry out its obligations thereunder, including payment of amounts due to be paid pursuant to the terms of the Engagement Letter.
4. The SSP is hereby approved, and each of the NWT Receiver and the Sales Advisor are hereby authorized and directed to implement the SSP and do all things as are reasonably necessary to conduct and give full effect to the SSP and carry out their respective obligations thereunder, including seeking approval of this Court as soon as reasonably practicable following the selection of a Successful Bid or Bids under the SSP.
5. Neither the NWT Receiver nor the Sales Advisor, nor their affiliates, partners, directors, employees, agents and controlling persons, shall have any liability whatsoever to any person or party for any act or omission related to the SSP, except to the extent such act or omission is the result of gross negligence or wilful misconduct of the NWT Receiver or the Sales Advisor, as the case may be, in performing their respective obligations under the SSP.

INCLUSION OF INTERPROVINCIAL PIPELINE IN SSP

6. Notwithstanding the terms of any other Order, respecting the Interprovincial Pipeline (as defined in the Second Report), the NWT Receiver is hereby expressly authorized and empowered to, but not required to:
 - (a) to market the Interprovincial Pipeline, including advertising and soliciting offers in respect of the Interprovincial Pipeline or any part or parts thereof, and negotiating such terms and conditions of sale as the NWT Receiver in its discretion may deem appropriate;
 - (b) to sell, convey, transfer, lease or assign the Interprovincial Pipeline or any part or parts thereof, with approval of this Court;
 - (c) to apply for any vesting order or other orders (including without limitation, confidentiality or sealing orders) necessary to convey the Interprovincial Pipeline or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting the Interprovincial Pipeline;

- (d) to execute, assign, issue and endorse documents of whatever nature in respect of the Interprovincial Pipeline in the NWT Receiver's name, for any purpose pursuant to the NWT Receivership Order and this Order; and
 - (e) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations.
7. Nothing in this Order shall be construed as the NWT Receiver being in physical possession or care and custody of the Interprovincial Pipeline.

SEALING ORDER

8. Notwithstanding Division 4 of Part 6 of the *Alberta Rules of Court*, AR 124/2010 (the "**Rules**"), the First Confidential Supplement shall be sealed on the Court file, kept confidential and shall not be available for public inspection.
9. The Clerk of the Court shall file the First Confidential Supplement in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states that:
- THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS, BEING THE FIRST CONFIDENTIAL SUPPLEMENT TO THE RECEIVER'S SECOND REPORT DATED JULY 12, 2021 PURSUANT TO THE SEALING ORDER ISSUED BY THE HONOURABLE JUSTICE D.B. NIXON ON JULY 19, 2021.
10. The NWT Receiver is empowered and authorized, but not directed, to provide the First Confidential Supplement, or any portion thereof, or information contained therein, to any interested party, entity or person that the NWT Receiver considers reasonable in the circumstances, subject to confidentiality arrangements satisfactory to the NWT Receiver.
11. Leave is hereby granted to any person, entity or party affected by this sealing order to apply to this Court for a further order vacating, substituting, modifying or varying the terms of this Order, with such application to be brought on notice to the NWT Receiver and the Sales Advisor and any other affected party in accordance with the Rules and this Order.

MISCELLANEOUS MATTERS

12. Service of this Order shall be deemed good and sufficient by serving the same on the persons listed on the Service List (attached as Schedule "A" to the Application) and by posting a copy of this Order to the NWT Receiver's Website at: <https://alvarezandmarsal.com/SOG>.
13. No other Persons are entitled to be served with a copy of this Order.

Justice of the Court of Queen's Bench of Alberta

Schedule “C”: Form of Order

Approval of Activities, R&D, and Fees

COURT FILE NUMBER **2001-01210**

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary

PLAINTIFF **GMT CAPITAL CORP.**

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

DOCUMENT **ORDER: Approval of Receiver's**
Activities, R&D and Fees

Clerk's Stamp

ADDRESS FOR SERVICE AND Robyn Gurofsky/Jessica L. Cameron
CONTACT INFORMATION OF Borden Ladner Gervais LLP
 1900, 520 3rd Ave. S.W.
PARTY FILING THIS Calgary, AB T2P 0R3
 Telephone: (403) 232-9774/232-9715
DOCUMENT Facsimile: (403) 266-1395
 Email: rgurofsky@blg.com/
 jcameron@blg.com
 File No. 022910/000007

DATE ON WHICH ORDER WAS PRONOUNCED: July 19, 2021

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice D.B. Nixon

UPON THE APPLICATION of Alvarez & Marsal Canada Inc. solely in its capacity as the Court-appointed receiver and manager (the "**NWT Receiver**") of those properties, assets and undertakings of Strategic Oil and Gas Ltd. and Strategic Transmission Ltd. (together "**Strategic**") situated in the Northwest Territories (the "**NWT Property**"); **AND UPON** having read the NWT Receiver's Application filed July 12, 2021, the Affidavit of Service of · (the "**Service Affidavit**"), the First Report of the NWT Receiver, dated and filed November 9, 2020 (the "**First Report**"), the Second Report of the NWT Receiver, dated and filed July 12, 2021 (the "**Second Report**"), the First Confidential Supplement to the Second Report, dated July 12, 2021 (the "**First Confidential Supplement**"), and the pleadings previously filed herein, including the Receivership Order – Northwest Territories Assets, dated and filed January 28, 2020 (the "**NWT Receivership Order**"); **AND UPON** hearing the submissions of counsel for the NWT Receiver, counsel for the Government of the Northwest Territories, and from any other interested parties appearing;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of this Application together with all supporting materials is hereby declared to be good and sufficient and no other person is required to have been served with such documents, and this hearing is properly returnable before this Honourable Court today and further service thereof is hereby dispensed with.

APPROVAL OF ACTIVITIES, ACCOUNTS AND DISBURSEMENTS

2. The actions, conduct and activities of the NWT Receiver from the date of its appointment on January 28, 2020, up to and including July 12, 2021, as are more particularly described in the First Report and the Second Report, are hereby approved, confirmed and ratified.
3. All of the professional fees and disbursements (including GST) of the NWT Receiver for the period ending June 30, 2021, and all of the professional fees and disbursements (including GST) of its legal counsel, Borden Ladner Gervais LLP, for the period ending June 30, 2021, as are more particularly described in the Second Report, are hereby approved, confirmed and ratified without the necessity of a formal passing of accounts.
4. The NWT Receiver's statement of receipts and disbursements for the period January 28, 2020 to June 30, 2021, as is more particularly described in the Second Report, is hereby approved, confirmed and ratified.

MISCELLANEOUS MATTERS

5. Service of this Order shall be deemed good and sufficient by serving the same on the persons listed on the Service List (attached as Schedule "A" to the Application) and by posting a copy of this Order to the NWT Receiver's Website at: <https://alvarezandmarsal.com/SOG>.
6. No other Persons are entitled to be served with a copy of this Order.

Justice of the Court of Queen's Bench of Alberta