

Clerk's Stamp

CLERK OF THE COURT
FILED
APR 05 2019
JUDICIAL CENTRE
OF CALGARY

COURT FILE NUMBER 25-2332583
25-2332610
25-2335351

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

JUDICIAL CENTRE CALGARY

PROCEEDINGS IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A
PROPOSAL OF MANITOK ENERGY INC.

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

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A
PROPOSAL OF CORINTHIAN OIL CORP.

DOCUMENT APPLICATION (AMENDING A SALE APPROVAL AND VESTING
ORDER)

ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF PARTY
FILING THIS DOCUMENT
Norton Rose Fulbright Canada LLP
400 3rd Avenue SW, Suite 3700
Calgary, Alberta T2P 4H2 CANADA

Attention: **Howard A. Gorman, QC and D. Aaron Stephenson**

Telephone: +1 403.267.8144

Facsimile: +1 403.264.5973

howard.gorman@nortonrosefulbright.com

aaron.stephenson@nortonrosefulbright.com

File No. 1001023920

Box No. 39

Notice to the Respondents

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

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

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

Date	April 12, 2019
Time	1:15 pm
Where	Calgary Courts Centre
Before Whom	The Honourable Madam Justice BEC Romaine

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. (**A&M**) solely in its capacity as Receiver and Manager of Manito Energy Inc. (**Receiver** and **Manitok**) applies for:
 - (a) an order substantially in the form attached hereto as Schedule A to amend the Sale Approval and Vesting Order that approved the Receiver's sale of certain Manito assets to Tantalus Energy Corp. (**Tantalus**, which is now, Persist Oil and Gas Inc. (**Persist**) by amalgamation), pronounced by Romaine J. on January 18, 2019 (**Manitok SAVO**), so it approves such sale as amended by the Second Amending Agreement between the Receiver and Persist, dated March 29, 2019 (**Second Amending Agreement**); and
 - (b) such further or other orders as counsel may advise as this Honourable Court may grant.

Grounds for making this application:

2. On February 20, 2018 (**Receivership Date**), the Court of Queen's Bench of Alberta (**Court**) granted an order (**Receivership Order**) appointing A&M as Receiver, without security, over all of the current and future assets, undertakings and properties of every nature and kind whatsoever, including but not limited to real property and wherever situate, and all proceeds thereof (**Property**) of Manito and its wholly-owned subsidiary, Raimount Energy Corp. (**Raimount**).
3. Prior to the Receivership Date, Manito, Raimount and another of Manito's wholly-owned subsidiaries, Corinthian Oil Corp. (**Corinthian**), had each filed a Notice of Intention to File a Proposal under the BIA (**NOI**). The NOI proceedings were terminated by the Court on February 20, 2018 and each of Manito, Raimount and Corinthian were deemed bankrupt. A&M was appointed as the Trustee in Bankruptcy of each and, on the same day, the Receivership Order was granted pursuant to which A&M was appointed as the Receiver of Manito and Raimount.
4. On August 10, 2018, the Court approved a sale process (**Sale Process**). In accordance with the Sale Process, the Receiver negotiated the sale of certain of Manito's core and non-core assets to Tantalus. A Purchase and Sale Agreement was executed by the Receiver and Tantalus on November 23, 2018, as amended on December 14, 2018 (**Manito PSA**).
5. The Manito SAVO was granted on January 18, 2019, *inter alia*, to approve the Receiver's sale of assets to Tantalus under the Manito PSA.
6. Closing of that Court-approved transaction was delayed, in part, due to the release of the Supreme Court of Canada's decision in *Orphan Well Association v Grant Thornton Ltd*, 2019 SCC 5 (**Redwater**) and, in part, due to disputes that arose between various interested parties.
7. In response to *Redwater* and to resolve such disputes, the Receiver negotiated and then entered the Second Amending Agreement with Persist, with support from National Bank of Canada, Stream Asset Financial Manito LP and Freehold Royalties Partnership.

8. The Second Amending Agreement reflects the following amendments to the Manitok PSA and/or steps to be taken to complete the Transaction contemplated therein (as applicable):¹
 - (a) certain Nisku formation wells and associated lands in the Wayne area were deleted from Schedules "A" and "B" (Part A) to the Manitok PSA, with the effect that such wells and associated lands do not form part of the Assets;
 - (b) the Deleted Stolberg Lands and Leases were added to Schedule "A" to the Manitok PSA, with the effect that the Deleted Stolberg Lands and Leases form part of the Assets;
 - (c) certain non-producing Mannville formation wells and associated lands were added to Schedules "A" and "B" (Part A) to the Manitok PSA, with the effect that such wells and associated lands form part of the Assets;
 - (d) the tangibles described in Exhibit 3 to the Second Amending Agreement were added to Schedule "B" (Part B) to the Manitok PSA, with the effect that such tangibles form part of the Assets;
 - (e) certain payments are to be made and/or credited to each of the Receiver and Persist (as applicable); and
 - (f) certain conditions precedent to the completion of the transaction contemplated in the Manitok PSA were revised, including Freehold delivering into escrow with Persist's legal counsel Freehold's executed signature pages to the PVR Conversion Agreements (the most significant amendments to which were changes to the schedules to reflect the amendments to the Manitok PSA contemplated in paragraph 25 a) and c) above and to amend the effective date from October 1, 2018 to March 1, 2019).
9. The SAVO Amending Order will amend the Manitok SAVO so it approves the Manitok PSA as amended by the Second Amending Agreement.
10. The SAVO Amending Order also provides that the non-producing Mannville formation wells and associated lands, referenced in paragraph 8 c) above, will not vest in Persist free and clear of any security interests or claims.
11. The Receiver believes that amending the Manitok SAVO to give effect to the Second Amending Agreement is in the best interests of all stakeholders and reflects the highest realization on the assets being sold.
12. Such further and other grounds as counsel may advise.

Material or Evidence to be relied on:

13. The Sixth and Eighth Reports of the Receiver.
14. The Receivership Order.

¹ Capitalized terms used herein and not otherwise defined in this Application shall have the respective meaning as set forth in the Second Amending Agreement.

15. Such further and other materials as counsel may advise.

Application Rules:

16. Rule 6.3(1) and 6.9 of the Alberta *Rules of Court*.

17. Such further and other Rules as counsel may advise.

Applicable Acts and regulations:

18. The Alberta *Rules of Court*.

19. Such further and other Acts and regulations as counsel may advise.

Any irregularity complained of or objection relied on:

20. There are no irregularities complained of or objections relied on.

How the application is proposed to be heard or considered:

21. It is proposed that the application be heard in person.

WARNING

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

Schedule A
Form of SAVO Amending Order

COURT FILE NUMBER 25-2332583
25-2332610
25-2335351

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

JUDICIAL CENTRE CALGARY

PROCEEDINGS IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A
PROPOSAL OF MANITOK ENERGY INC.

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

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A
PROPOSAL OF CORINTHIAN OIL CORP.

DOCUMENT **AMENDING ORDER**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT Norton Rose Fulbright Canada LLP
400 3rd Avenue SW, Suite 3700
Calgary, Alberta T2P 4H2 CANADA

Attention: Howard A. Gorman, QC and D. Aaron Stephenson
Telephone: +1 403.267.8144
Facsimile: +1 403.264.5973
howard.gorman@nortonrosefulbright.com
aaron.stephenson@nortonrosefulbright.com
File No. 1001023920

DATE ON WHICH ORDER WAS PRONOUNCED:

NAME OF JUDGE WHO MADE THIS ORDER:

LOCATION OF HEARING: Calgary, Alberta

UPON THE APPLICATION by Alvarez & Marsal Canada Inc., in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of the assets, undertakings and properties of Manitok Energy Inc. (the "**Debtor**") for an order to amend an Approval and Vesting Order, pronounced in this proceeding on January 18, 2019 (the "**Original SAVO**") relating to a sale of certain of the Debtor's assets by the Receiver to Tantalus Energy Corp. (now, by way of amalgamation, Persist Oil and Gas Inc. ("**Purchaser**")) (such amending order being the "**SAVO Amending Order**"); AND UPON REVIEWING the Eighth Report of the Receiver, dated April 4, 2019 and the Second Amending Agreement appended thereto, which is itself dated March 29, 2019 ("**Second Amending Agreement**");

AND UPON HAVING READ the order appointing the Receiver, pronounced on February 20, 2018, the Application of the Receiver, filed, and other materials filed in this proceeding; AND UPON HAVING READ the Affidavit of Service of _____, sworn on April ____, 2019; AND UPON HEARING the submissions of counsel for the Receiver, counsel for the Purchaser, and counsel for such other interested parties as attended at the hearing; AND UPON NOTING no objections from others who were served;

IT IS HEREBY ORDERED THAT:

1. Service of this Application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this Application, and time for service of this Application is abridged to that actually given.
2. All references to "Transaction" in the Original SAVO are hereby amended to mean the sale transaction contemplated by a purchase and sale agreement dated November 23, 2018, as amended by agreement dated December 14, 2018 and by the Second Amending Agreement. All references to "Purchase and Sale Agreement" in the Original SAVO are hereby amended to mean the purchase and sale agreement dated November 23, 2018, as amended by agreement dated December 14, 2018 and by the Second Amending Agreement.
3. For clarity, the Original SAVO, as amended by this SAVO Amending Order, shall hereby approve the Transaction, as most recently amended by the Second Amending Agreement.
4. Schedule C of the Original SAVO is hereby amended to reflect the following additions and deletions:
 - (a) The first page of Schedule C to the Original SAVO, which was deleted from the Original SAVO in error, is attached as Appendix 1 to this SAVO Amending Order and is hereby added to Schedule C of the Original SAVO;
 - (b) Deleted Stolberg Lands and Leases – The assets listed on the Mineral Property Report attached at Appendix 2 of this SAVO Amending Order are hereby added to Schedule C of the Original SAVO;
 - (c) Nisku Lands and Leases – The assets listed on the Mineral Property Report attached at Appendix 3 of this SAVO Amending Order are hereby deleted from Schedule C of the Original SAVO;
 - (d) Nisku Wells – The assets listed at Appendix 4 of this SAVO Amending Order are hereby deleted from Schedule C of the Original SAVO; and

(e) Additional Assets – The assets listed at Appendix 5 of this SAVO Amending Order are hereby added to Schedule C of the Original SAVO.

5. The assets (being Mannville Wells and Mannville Lands and Leases) listed on the well list and Mineral Property Report attached at Appendix 6 of this SAVO Amending Order, although forming part of the Purchase and Sale Agreement and notwithstanding any provision in the Original SAVO to the contrary, shall not vest or be taken by the Purchaser free and clear of all or any security or other interests, and shall instead be taken by the Purchaser on an “as is, where is” basis and subject to all and any claims that may be made against them.

J.C.Q.B.A.

Appendix 1

First page of Schedule C to the Original SAVO

The Purchased Assets consist of the Assets (as defined in the Purchase and Sale Agreement), including the Lands and Petroleum Natural Gas Rights, the Wells, the Facilities, the Pipelines and the Stream Assets described in the attachments to this Schedule "C".

Appendix 2

Mineral Property Report for the Deleted Stolberg Lands and Leases

See the attached.

MANITOK ENERGY, INC.

Mineral Property Report

Cordel/Stolberg (Deleted in Error) Additions

Generated by Cynthia Joly on March 29, 2019 at 9:59:17 am.

Selection

Admin Company:
Category:
Country:
Province:
Division:
Area(s): CORDEL/STOLBERG
Active / Inactive: Active
Status Types:
Lease Types:
Acreage Status:
Expiry Period:
Acreage Category:

Print Options

Acres / Hectares: Hectares
Working Interest DOI: Yes
Other DOI: Rental
Related Contracts: Yes **Related Units:** No
Royalty Information: No
Well Information: No
Remarks: No
Acreage: Producing / Non Producing
Developed / Undeveloped
Proven / Unproven

Sort Options

Division: Yes



MANITOK ENERGY, INC.

Mineral Property Report

Cordel/Stolberg (Deleted in Error) Additions

Generated by Cynthia Joly on March 29, 2019 at 9:59:17 am.

Sort Options

Category:	Yes
Province:	Yes
Area:	Yes
Location:	Yes



MANITOK ENERGY. INC.
Mineral Property Report

Division: Foothills - AB
Category: MINERAL
Province: ALBERTA
Area : CORDEL/STOLBERG

REPORTED IN HECTARES

Cordel/Stolberg (Deleted in Error) Additions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held
M00575	LICENCE CR		256.000			WI	TWP 41 RGE 14 W5M SEC 12
Sub: A	WI	Eff: Jan 12, 2017	256.000	MANITOK		100.00000000	ALL PNG TO BASE TRIASSIC;
ACTIVE	5517010140	Exp: Jan 11, 2022	256.000				ALL PNG BELOW BASE RUNDLE_GROUP
	MANITOK			Total Rental:	896.00		
100.00000000	MANITOK						
----- Related Contracts -----							
							C01154 A CONVEYANCE May 19, 2017 (I)
							C01155 B ROYALTY May 19, 2017
	Status		Hectares	Net		Hectares	Net
	UNDEVELOPED	Prod:	0.000	0.000	NProd:	0.000	0.000
		Dev:	0.000	0.000	Undev:	256.000	256.000
		Prov:	0.000	0.000	NProv:	0.000	0.000
M00565	PNG CR		128.000	C00096 F	Yes	WI	TWP 41 RGE 14 W5M E 19
Sub: B	WI - TRUST	Eff: Jan 25, 1960	128.000	MANITOK		45.00000000	ALL PNG FROM TOP SURFACE TO
ACTIVE	119151	Exp: Jan 24, 1981	57.600	CANLIN		55.00000000	BASE MANNVILLE
	MANITOK	Ext: 15					
100.00000000	HUSKY			Total Rental:	448.00		
----- Related Contracts -----							
							C00203 B P&S Jan 19, 2016 (I)
							C00203-TR A TRUST Mar 01, 2016
							C00210 A ROYALTY Jun 30, 1961
							C00211 B P&S May 04, 2016 (I)
							C00096 F JOA Aug 24, 1959
	Status		Hectares	Net		Hectares	Net
	UNDEVELOPED	Prod:	0.000	0.000	NProd:	0.000	0.000
		Dev:	0.000	0.000	Undev:	128.000	57.600
		Prov:	0.000	0.000	NProv:	0.000	0.000
M00565	PNG CR		1,536.000	C00096 F	Yes	WI	TWP 41 RGE 14 W5M 20, 21, 28,
Sub: A	WI - TRUST	Eff: Jan 25, 1960	1,536.000	MANITOK		45.00000000	29, E 30, E 31, 32
ACTIVE	119151	Exp: Jan 24, 1981	691.200	CANLIN		55.00000000	ALL PNG FROM TOP SURFACE TO
	MANITOK	Ext: 15					BASE MANNVILLE
100.00000000	HUSKY			Total Rental:	5376.00		
----- Related Contracts -----							
							C00096 F JOA Aug 24, 1959
							C00203 B P&S Jan 19, 2016 (I)
							C00203-TR A TRUST Mar 01, 2016
	Status		Hectares	Net		Hectares	Net
	UNDEVELOPED	Prod:	0.000	0.000	NProd:	0.000	0.000
		Dev:	0.000	0.000	Undev:	1,536.000	691.200

Report Date: Mar 29, 2019

Page Number: 3

REPORTED IN HECTARES

MANITOK ENERGY. INC. Mineral Property Report

Division: Foothills - AB
Category: MINERAL
Province: ALBERTA
Area : CORDEL/STOLBERG

Cordel/Stolberg (Deleted in Error) Additions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held

(cont'd)

M00565

Sub: E	Status	Prod:	Hectares	Net	NProd:	Hectares	Net
	UNDEVELOPED	Dev:	0.000	0.000	Undev:	0.000	0.000
		Prov:	0.000	0.000	NProv:	0.000	0.000

M00565	PNG	CR	Eff: Jan 25, 1960	256.000	C00266 A	Yes	WI	RENTAL	TWP 41 RGE 14 W5M SEC 33
Sub: D	WI - TRUST		Exp: Jan 24, 1981	256.000	MANITOK		24.16660000	50.00000000	ALL PNG FROM TOP SURFACE TO
ACTIVE	119151		Ext: 15	61.866	CANLIN		75.83340000		BASE MANNVILLE
	MANITOK				IKKUMA			50.00000000	
100.00000000	HUSKY								

Total Rental: 896.00

----- Related Contracts -----

C00203 B	P&S	Jan 19, 2016 (I)
C00203-TR A	TRUST	Mar 01, 2016
C00211 B	P&S	May 04, 2016 (I)
C00266 A	POOL	Dec 10, 1976

Status	Prod:	Hectares	Net	NProd:	Hectares	Net
UNDEVELOPED	Dev:	0.000	0.000	Undev:	256.000	61.866
	Prov:	0.000	0.000	NProv:	0.000	0.000

M00097	PNG	CR	Eff: Oct 31, 1960	0.000	C00096 H	Yes	WI	RENTAL	TWP 42 RGE 15 W5M NE 3
Sub: G	WI - TRUST		Exp: Oct 30, 1981	0.000	MANITOK		45.00000000	50.00000000	(EXCL. 100/11-10-042-15W5 &
ACTIVE	121928		Ext: 15	0.000	IKKUMA		55.00000000	50.00000000	100/12-10-042-15W5 WELLBORES)
	MANITOK								ALL PNG FROM TOP SURFACE TO
100.00000000	HUSKY								BASE MANNVILLE

Total Rental: 0.00

Status	Prod:	Hectares	Net	NProd:	Hectares	Net
UNDEVELOPED	Dev:	0.000	0.000	Undev:	0.000	0.000
	Prov:	0.000	0.000	NProv:	0.000	0.000

----- Related Contracts -----

C00096 H	JOA	Aug 24, 1959
C00210 H	ROYALTY	Jun 30, 1961
C00203-TR A	TRUST	Mar 01, 2016
C01155 D	ROYALTY	May 19, 2017

Report Date: Mar 29, 2019

Page Number: 4

REPORTED IN HECTARES

MANITOK ENERGY. INC. Mineral Property Report

Division: Foothills - AB

Category: MINERAL

Province: ALBERTA

Area : CORDEL/STOLBERG

Cordel/Stolberg (Deleted in Error) Additions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code		
File Status	Int Type / Lse No/Name		Gross					
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held	

(cont'd)

M00097	G							
M00097	PNG	CR	Eff: Oct 31, 1960	896.000	C00096 F Yes	WI	RENTAL	TWP 42 RGE 15 W5M SEC 9, SEC
Sub: F	WI - TRUST		Exp: Oct 30, 1981	896.000	MANITOK	45.00000000	50.00000000	10, SW 15, S 16, S 17
ACTIVE	121928		Ext: 15	403.200	CANLIN	55.00000000		(EXCL. 100/11-10-042-15W5 &
	MANITOK				IKKUMA		50.00000000	100/12-10-042-15W5 WELLBORES)
100.00000000	HUSKY							ALL PNG FROM TOP SURFACE TO
					Total Rental:	3136.00		BASE MANNVILLE

Status	Prod:	Hectares	Net	NProd:	Hectares	Net	----- Related Contracts -----	
UNDEVELOPED	Dev:	0.000	0.000	Undev:	896.000	403.200	C00096 G	JOA Aug 24, 1959
	Prov:	0.000	0.000	NProv:	0.000	0.000	C00203 B	P&S Jan 19, 2016 (I)
							C00203-TR A	TRUST Mar 01, 2016
							C00210 B	ROYALTY Jun 30, 1961
							C01154 A	CONVEYANCE May 19, 2017 (I)
							C01155 D	ROYALTY May 19, 2017
							C00096 F	JOA Aug 24, 1959

M00065	PNG	CR	Eff: Aug 19, 2010	64.000	C00031 A No	WI		TWP 42 RGE 15 W5M E 11
Sub: A	WI		Exp: Aug 18, 2015	64.000	MANITOK	100.00000000		ALL PNG FROM TOP SPIRIT_RIVER
ACTIVE	0610080562		Ext: 15	64.000				TO BASE BLUESKY-BULLHEAD
	MANITOK							EXCL PNG IN UPPER_MANNVILLE
100.00000000	MANITOK				Total Rental:	224.00		

Status	Prod:	Hectares	Net	NProd:	Hectares	Net	----- Related Contracts -----	
DEVELOPED	Dev:	64.000	64.000	Undev:	0.000	0.000	C00020 A	P&S Apr 30, 2015 (I)
	Prov:	0.000	0.000	NProv:	0.000	0.000	C00026 I	JOA Nov 15, 2010 (I)
							C00031 A	POOLFO Feb 08, 2011
							C00031 C	POOLFO Feb 08, 2011
							C00168 A	P&S Oct 31, 2014 (I)
							C00171 F	ROYALTY Apr 30, 2015

Report Date: Mar 29, 2019
 Page Number: 5

REPORTED IN HECTARES

MANITOK ENERGY. INC.
Mineral Property Report

Division: Foothills - AB
 Category: MINERAL
 Province: ALBERTA
 Area : CORDEL/STOLBERG

Cordel/Stolberg (Deleted in Error) Additions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held
(cont'd)							
M00065	A						C00177 A ROYALTY Jun 11, 2015 C00181 A P&S Jun 11, 2015 (I) C01154 A CONVEYANCE May 19, 2017 (I) C01155 E ROYALTY May 19, 2017 FS00010 GAS HANDLE Aug 02, 2011 (I) FS00012 GAS PROC Aug 01, 2011 (I) FS00014 GAS HANDLE Dec 01, 2011 (I) FS00021 CON WFO Aug 01, 2011 (I) SA00003 GAS HANDLE Aug 01, 2011 SA00008 GAS HANDLE Aug 01, 2011 (I) SA00010 GAS HANDLE Dec 01, 2011 SA00013 TIE IN Jul 14, 2011

M00065	PNG	CR	Eff: Aug 19, 2010	64.000	C00031 B No	WI	TWP 42 RGE 15 W5M E 11
Sub: C	WI		Exp: Aug 18, 2015	64.000	MANITOK	82.00000000	ALL PNG IN UPPER_MANNVILLE
ACTIVE	0610080562		Ext: 15	52.480	PETRUS	18.00000000	
	MANITOK						
100.00000000	MANITOK				Total Rental: 224.00		

----- Related Contracts -----

C00020 A	P&S	Apr 30, 2015 (I)
C00031 B	POOLFO	Feb 08, 2011
C00168 A	P&S	Oct 31, 2014 (I)
C00169 A	FARMOUT	Apr 25, 2014
C00171 H	ROYALTY	Apr 30, 2015
C00177 A	ROYALTY	Jun 11, 2015
C00181 A	P&S	Jun 11, 2015 (I)
SA00078	GAS HANDLE	Jan 01, 2016

Status	Prod:	Hectares	Net	NProd:	Hectares	Net
DEVELOPED	Dev:	0.000	0.000	Undev:	0.000	0.000
	Prov:	64.000	52.480	NProv:	0.000	0.000
		0.000	0.000		0.000	0.000

M00097	PNG	CR	Eff: Oct 31, 1960	128.000	C00031 A No	WI	TWP 42 RGE 15 W5M W 11
Sub: A	WI		Exp: Oct 30, 1981	128.000	MANITOK	100.00000000	ALL PNG FROM BASE CARDIUM TO
ACTIVE	121928		Ext: 15	128.000			TOP NORDEGG

Report Date: Mar 29, 2019
Page Number: 6

MANITOK ENERGY. INC.
Mineral Property Report

Division: Foothills - AB
Category: MINERAL
Province: ALBERTA
Area : CORDEL/STOLBERG

REPORTED IN HECTARES

Cordel/Stolberg (Deleted in Error) Additions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held

(cont'd)

M00097
Sub: A MANITOK Total Rental: 448.00 EXCL PNG IN UPPER_MANNVILLE
100.00000000 HUSKY

Status	Prod:	Hectares	Net	NProd:	Hectares	Net
DEVELOPED	Dev:	0.000	0.000	Undev:	0.000	0.000
	Prov:	128.000	128.000	NProv:	0.000	0.000
		0.000	0.000		0.000	0.000

----- Related Contracts -----

C00020 A	P&S	Apr 30, 2015 (I)
C00026 I	JOA	Nov 15, 2010 (I)
C00031 A	POOLFO	Feb 08, 2011
C00031 C	POOLFO	Feb 08, 2011
C00168 A	P&S	Oct 31, 2014 (I)
C00171 F	ROYALTY	Apr 30, 2015
C00177 A	ROYALTY	Jun 11, 2015
C00181 A	P&S	Jun 11, 2015 (I)
FS00010	GAS HANDLE	Aug 02, 2011 (I)
FS00012	GAS PROC	Aug 01, 2011 (I)
FS00014	GAS HANDLE	Dec 01, 2011 (I)
FS00017 A	FAC	Jul 14, 2011 (I)
FS00021	CON WFO	Aug 01, 2011 (I)
SA00003	GAS HANDLE	Aug 01, 2011
SA00008	GAS HANDLE	Aug 01, 2011 (I)
SA00010	GAS HANDLE	Dec 01, 2011
SA00013	TIE IN	Jul 14, 2011

M00097 PNG CR **Eff:** Oct 31, 1960 0.000 C00031 B No WI
Sub: B WI **Exp:** Oct 30, 1981 0.000 MANITOK 82.00000000
ACTIVE 121928 **Ext:** 15 0.000 PETRUS 18.00000000
MANITOK

TWP 42 RGE 15 W5M W 11
ALL PNG IN UPPER_MANNVILLE

100.00000000 HUSKY **Count Acreage =** No Total Rental: 0.00

Status	Prod:	Hectares	Net	NProd:	Hectares	Net
		0.000	0.000		0.000	0.000

----- Related Contracts -----

C00020 A	P&S	Apr 30, 2015 (I)
C00031 B	POOLFO	Feb 08, 2011
C00168 A	P&S	Oct 31, 2014 (I)
C00169 A	FARMOUT	Apr 25, 2014

Report Date: Mar 29, 2019

Page Number: 7

REPORTED IN HECTARES

MANITOK ENERGY. INC. Mineral Property Report

Division: Foothills - AB

Category: MINERAL

Province: ALBERTA

Area : CORDEL/STOLBERG

Cordel/Stolberg (Deleted in Error) Additions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	Lease Description / Rights Held		
File Status	Int Type / Lse No/Name		Gross						
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*			
(cont'd)									
M00097									
Sub: B		Dev:	0.000	0.000	Undev:	0.000	0.000	C00171 H	ROYALTY Apr 30, 2015
		Prov:	0.000	0.000	NProv:	0.000	0.000	C00177 A	ROYALTY Jun 11, 2015
								C00181 A	P&S Jun 11, 2015 (I)
								SA00078	GAS HANDLE Jan 01, 2016
M00097	PNG	CR	Eff: Oct 31, 1960	0.000	C00082 A No	WI		TWP 42 RGE 15 W5M W 11	
Sub: C	RI		Exp: Oct 30, 1981	0.000	CANLIN	65.00000000		ALL NG IN CARDIUM	
ACTIVE	121928		Ext: 15	0.000	BRIKO	35.00000000		(EXCLUDING THE	
	CANLIN							102-6-11-42-15-W5/00 WELLBORE)	
100.00000000	HUSKY		Count Acreage = No		Total Rental:	0.00			
	Status		Hectares	Net		Hectares	Net	----- Related Contracts -----	
	Prod:	0.000	0.000	NProd:	0.000	0.000	0.000	C00033 A	P&S Sep 20, 2011 (I)
	Dev:	0.000	0.000	Undev:	0.000	0.000	0.000	C00082 A	POOLFO Mar 01, 1999
	Prov:	0.000	0.000	NProv:	0.000	0.000	0.000		
M00097	PNG	CR	Eff: Oct 31, 1960	0.000	C00082 B No	WI		TWP 42 RGE 15 W5M W 11	
Sub: CA	RI		Exp: Oct 30, 1981	0.000	CANLIN	65.00000000		(THE 102-6-11-42-15-W5/00	
ACTIVE	121928		Ext: 15	0.000	IKKUMA	35.00000000		WELLBORE ONLY)	
	CANLIN								
100.00000000	HUSKY		Count Acreage = No		Total Rental:	0.00			
	Status		Hectares	Net		Hectares	Net	----- Related Contracts -----	
	Prod:	0.000	0.000	NProd:	0.000	0.000	0.000	C00082 B	POOLFO Mar 01, 1999
	Dev:	0.000	0.000	Undev:	0.000	0.000	0.000		
	Prov:	0.000	0.000	NProv:	0.000	0.000	0.000		

MANITOK ENERGY. INC.
Mineral Property Report

Division: Foothills - AB
 Category: MINERAL
 Province: ALBERTA
 Area : CORDEL/STOLBERG

REPORTED IN HECTARES

Cordel/Stolberg (Deleted in Error) Additions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code			
File Status	Int Type / Lse No/Name		Gross						
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*			Lease Description / Rights Held
M00097	PNG	CR	Eff: Oct 31, 1960	64.000	C00159 B	Yes	NCPOOL	PREPOL3	TWP 42 RGE 15 W5M NW 11
Sub: E	WI		Exp: Oct 30, 1981	64.000	MANITOK		30.00000000		ALL PETROLEUM IN CARDIUM
ACTIVE	121928		Ext: 15	19.200	PETRUS		20.00000000		
	MANITOK				BRIKO		22.50000000		----- Related Contracts -----
100.00000000	HUSKY				CANLIN		27.50000000		C00020 A P&S Apr 30, 2015 (I)
					CANLIN		55.00000000		C00177 A ROYALTY Jun 11, 2015
					BRIKO		45.00000000		C00181 A P&S Jun 11, 2015 (I)
									C00159 B NCCP Mar 01, 2014
									C00171 I ROYALTY Apr 30, 2015
					Total Rental:	224.00			
	Status		Hectares	Net		Hectares	Net		
		Prod:	0.000	0.000	NProd:	0.000	0.000		
	DEVELOPED	Dev:	64.000	19.200	Undev:	0.000	0.000		
		Prov:	0.000	0.000	NProv:	0.000	0.000		

M00097	PNG	CR	Eff: Oct 31, 1960	128.000	C00159 A	Yes	NCPOOL	PREPOL3	TWP 42 RGE 15 W5M SW 14, SE 15
Sub: D	WI		Exp: Oct 30, 1981	128.000	MANITOK		30.00000000		ALL PNG IN CARDIUM
ACTIVE	121928		Ext: 15	38.400	PETRUS		20.00000000		
	MANITOK				BRIKO		22.50000000		----- Related Contracts -----
100.00000000	HUSKY				CANLIN		27.50000000		C00020 A P&S Apr 30, 2015 (I)
					CANLIN		55.00000000		C00159 A NCCP Mar 01, 2014
					BRIKO		45.00000000		C00159 B NCCP Mar 01, 2014
									C00171 I ROYALTY Apr 30, 2015
									C00177 A ROYALTY Jun 11, 2015
									C00181 A P&S Jun 11, 2015 (I)
					Total Rental:	448.00			
	Status		Hectares	Net		Hectares	Net		
		Prod:	0.000	0.000	NProd:	0.000	0.000		
	DEVELOPED	Dev:	128.000	38.400	Undev:	0.000	0.000		
		Prov:	0.000	0.000	NProv:	0.000	0.000		

Report Date: Mar 29, 2019

Page Number: 9

REPORTED IN HECTARES

MANITOK ENERGY. INC. Mineral Property Report

Division: Foothills - AB

Category: MINERAL

Province: ALBERTA

Area : CORDEL/STOLBERG

Cordel/Stolberg (Deleted in Error) Additions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code			
File Status	Int Type / Lse No/Name		Gross						
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*			Lease Description / Rights Held
Area Total:		Total Gross:	3,648.000	Total Net:	1,832.911				
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net:	0.000
		Dev Gross:	448.000	Dev Net:	302.080	Undev Gross :	3,200.000	Undev Net :	1,530.831
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net:	0.000
Province Total:		Total Gross:	3,648.000	Total Net:	1,832.911				
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net:	0.000
		Dev Gross:	448.000	Dev Net:	302.080	Undev Gross :	3,200.000	Undev Net :	1,530.831
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net:	0.000
Category Total:		Total Gross:	3,648.000	Total Net:	1,832.911				
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net:	0.000
		Dev Gross:	448.000	Dev Net:	302.080	Undev Gross :	3,200.000	Undev Net :	1,530.831
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net:	0.000
Division Total:		Total Gross:	3,648.000	Total Net:	1,832.911				
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net:	0.000
		Dev Gross:	448.000	Dev Net:	302.080	Undev Gross :	3,200.000	Undev Net :	1,530.831
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net:	0.000
Report Total:		Total Gross:	3,648.000	Total Net:	1,832.911				
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net:	0.000
		Dev Gross:	448.000	Dev Net:	302.080	Undev Gross :	3,200.000	Undev Net :	1,530.831
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net:	0.000

** End of Report **

Appendix 3

Mineral Property Report for the Nisku Lands and Leases

See the attached.

MANITOK ENERGY, INC.

Mineral Property Report

Wayne - Nisku Deletions

Generated by Cynthia Joly on March 29, 2019 at 2:34:30 pm.

Selection

Admin Company:
Category:
Country:
Province:
Division:
Area(s): WAYNE
Active / Inactive: Active
Status Types:
Lease Types:
Acreage Status:
Expiry Period:
Acreage Category:

Print Options

Acres / Hectares: Hectares
Working Interest DOI: Yes
Other DOI: Rental
Related Contracts: Yes **Related Units:** No
Royalty Information: No
Well Information: No
Remarks: No
Acreage: Producing / Non Producing
Developed / Undeveloped
Proven / Unproven

Sort Options

Division: Yes



MANITOK ENERGY, INC.

Mineral Property Report

Wayne - Nisku Deletions

Generated by Cynthia Joly on March 29, 2019 at 2:34:30 pm.

Sort Options

Category:	Yes
Province:	Yes
Area:	Yes
Location:	Yes



Report Date: Mar 29, 2019

Page Number: 1

REPORTED IN HECTARES

MANITOK ENERGY. INC. Mineral Property Report

Division: PLAINS - AB

Category: MINERAL

Province: ALBERTA

Area : WAYNE

Wayne - Nisku Deletions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross	Doi Partner(s)	*	*	Lease Description / Rights Held
Mineral Int	Operator / Payor		Net				
M00411	PNG CR	Eff: Mar 25, 1994	0.000			WI	(103/02-12-028-21-W4/00 WELL ONLY)
Sub: B	WI - TRUST	Exp: Mar 24, 1999	0.000	MANITOK		100.00000000	(PRODUCTION GOVERNED BY PAUA NO. 1)
ACTIVE	0494030291	Ext: 18	0.000				
	MANITOK	Ext: Aug 03, 2018		Total Rental: 0.00			C00177 C
100.00000000	LYNX						

Status	Hectares	Net	Hectares	Net
Prod:	0.000	0.000	NProd:	0.000
Dev:	0.000	0.000	Undev:	0.000
Prov:	0.000	0.000	NProv:	0.000

M00378	PET FH	Eff: May 27, 2014	129.500			WI	TWP 27 RGE 21 W4M NW 28, SE 28
Sub: A	WI	Exp: May 26, 2017	129.500	MANITOK		100.00000000	ALL PETROLEUM IN ELLERSLIE
ACTIVE	PRAIRIESKY	Ext: HBP	129.500				
	MANITOK			Total Rental: 647.50			
100.00000000	MANITOK						

----- Related Contracts -----

C00010 Y	P&S	Jun 05, 2015 (I)
C00177 C	ROYALTY	Jun 11, 2015
C00180 D	ROYALTY	Jun 11, 2015
C00181 C	P&S	Jun 11, 2015 (I)
C00182 A	P&S	Jun 11, 2015 (I)
C00198 G	FO&OPT	May 17, 2016 (I)

Status	Hectares	Net	Hectares	Net
UNDEVELOPED	0.000	0.000	NProd:	0.000
	Dev:	0.000	Undev:	129.500
	Prov:	0.000	NProv:	0.000

M00411	PNG CR	Eff: Mar 25, 1994	1.720			WI	RENTAL TWP 28 RGE 20 W4M PTN NW 6
Sub: A	WI - TRUST	Exp: Mar 24, 1999	1.720	MANITOK	*	100.00000000	(PTN. DESIGNATED AS ROBINSON LAKE)
ACTIVE	0494030291	Ext: 18	1.720	LYNX		50.00000000	ALL PETROLEUM TO BASE NISKU
	MANITOK	Ext: Aug 03, 2018					
100.00000000	LYNX			Total Rental: 50.00			

----- Related Contracts -----

C00010 AK	P&S	Jun 05, 2015 (I)
C00177 C	ROYALTY	Jun 11, 2015

Status	Hectares	Net	Hectares	Net
UNDEVELOPED	0.000	0.000	NProd:	0.000
	Dev:	0.000	Undev:	1.720
	Prov:	0.000	NProv:	0.000

Report Date: Mar 29, 2019

Page Number: 2

REPORTED IN HECTARES

MANITOK ENERGY. INC. Mineral Property Report

Division: PLAINS - AB

Category: MINERAL

Province: ALBERTA

Area : WAYNE

Wayne - Nisku Deletions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held

(cont'd)

M00411

Sub: A	Prov:	0.000	0.000	NProv:	0.000	0.000
--------	-------	-------	-------	--------	-------	-------

M00413	PNG	CR	Eff: Mar 25, 1994	23.620		WI	RENTAL	TWP 28 RGE 20 W4M PTN SE 7, PTN
Sub: D	WI - TRUST		Exp: Mar 24, 1999	23.620	MANITOK	* 100.00000000	50.00000000	LSD 3, PTN LSD 4 SEC 7
ACTIVE	0494030292		Ext: 18	23.620	LYNX		50.00000000	(PTN. DESIGNATED AS ROBINSON LAKE)
	MANITOK		Ext: Sep 19, 2018					
100.00000000	LYNX				Total Rental:	82.67		ALL PETROLEUM FROM BASE BELLY_RIVER TO BASE NISKU

Status	Prod:	Hectares	Net	NProd:	Hectares	Net	----- Related Contracts -----	
DEVELOPED	Dev:	0.000	0.000	Undev:	0.000	0.000	C00010 AK	P&S Jun 05, 2015 (I)
	Prov:	23.620	23.620	NProv:	0.000	0.000	C00177 C	ROYALTY Jun 11, 2015
		0.000	0.000				C00180 C	ROYALTY Jun 11, 2015
							C00182 A	P&S Jun 11, 2015 (I)

M00413	PNG	CR	Eff: Mar 25, 1994	17.380		WI	RENTAL	TWP 28 RGE 20 W4M PTN LSD 5,
Sub: A	WI - TRUST		Exp: Mar 24, 1999	17.380	MANITOK	* 100.00000000	50.00000000	PTN LSD 6 SEC 7
ACTIVE	0494030292		Ext: 15	17.380	LYNX		50.00000000	(PTN. DESIGNATED AS ROBINSON LAKE)
	MANITOK							
100.00000000	LYNX				Total Rental:	60.83		ALL PETROLEUM FROM BASE BELLY_RIVER TO BASE NISKU

Status	Prod:	Hectares	Net	NProd:	Hectares	Net	----- Related Contracts -----	
DEVELOPED	Dev:	0.000	0.000	Undev:	0.000	0.000	C00010 AK	P&S Jun 05, 2015 (I)
	Prov:	17.380	17.380	NProv:	0.000	0.000	C00177 C	ROYALTY Jun 11, 2015
		0.000	0.000				C00180 C	ROYALTY Jun 11, 2015
							C00182 A	P&S Jun 11, 2015 (I)

Report Date: Mar 29, 2019

Page Number: 3

REPORTED IN HECTARES

MANITOK ENERGY. INC. Mineral Property Report

Division: PLAINS - AB

Category: MINERAL

Province: ALBERTA

Area : WAYNE

Wayne - Nisku Deletions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held

M00414 PET FH Eff: Sep 28, 2007 16.190 C00186 A No WI TWP 28 RGE 20 W4M LSD 11 SEC 7
 Sub: A WI Exp: Sep 27, 2009 16.190 MANITOK 40.00000000 ALL PETROLEUM IN NISKU
 ACTIVE PRAIRIESKY Ext: HBP 6.476 SANLING 60.00000000
 MANITOK

----- Related Contracts -----						
Status	Prod:	Hectares	Net	NProd:	Hectares	Net
DEVELOPED	Dev:	16.190	6.476	Undev:	0.000	0.000
	Prov:	0.000	0.000	NProv:	0.000	0.000

100.00000000 MANITOK Total Rental: 80.94

C00010 I P&S Jun 05, 2015 (I)
 C00177 C ROYALTY Jun 11, 2015
 C00180 E ROYALTY Jun 11, 2015
 C00182 A P&S Jun 11, 2015 (I)
 C00186 A FARMOUT May 17, 2007
 SA00045 WEF Sep 01, 2007
 SA00046 CON WFO Nov 01, 2007

M00447 PET FH Eff: May 27, 2014 32.375 WI TWP 28 RGE 20 W4M LSDS 12, 13,
 Sub: A WI Exp: May 26, 2017 32.375 MANITOK 100.00000000 SEC 7
 ACTIVE PRAIRIESKY Ext: HBP 32.375 ALL PETROLEUM IN NISKU
 MANITOK

----- Related Contracts -----						
Status	Prod:	Hectares	Net	NProd:	Hectares	Net
DEVELOPED	Dev:	32.375	32.375	Undev:	0.000	0.000
	Prov:	0.000	0.000	NProv:	0.000	0.000

100.00000000 MANITOK Total Rental: 161.88

C00010 AK P&S Jun 05, 2015 (I)
 C00177 C ROYALTY Jun 11, 2015
 C00180 E ROYALTY Jun 11, 2015
 C00181 C P&S Jun 11, 2015 (I)
 C00182 A P&S Jun 11, 2015 (I)
 SA00045 WEF Sep 01, 2007
 SA00046 CON WFO Nov 01, 2007

M00416 PNG CR Eff: Mar 25, 1994 64.000 WI RENTAL TWP 28 RGE 21 W4M SE 12
 Sub: A WI - TRUST Exp: Mar 24, 1999 64.000 MANITOK * 100.00000000 50.00000000 (SURFACE RESTRICTIONS APPLY
 ACTIVE 0494030293 Ext: 15 64.000 LYNX 50.00000000 SEE LEASE FILE)
 MANITOK PETROLEUM FROM BASE MANNVILLE
 100.00000000 LYNX Total Rental: 224.00 TO BASE NISKU

Report Date: Mar 29, 2019

Page Number: 4

REPORTED IN HECTARES

MANITOK ENERGY. INC. Mineral Property Report

Division: PLAINS - AB

Category: MINERAL

Province: ALBERTA

Area : WAYNE

Wayne - Nisku Deletions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code		
File Status	Int Type / Lse No/Name		Gross					
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*		Lease Description / Rights Held

(cont'd)

M00416								
Sub: A	Status		Hectares	Net		Hectares	Net	----- Related Contracts -----
		Prod:	0.000	0.000	NProd:	0.000	0.000	C00010 AK P&S Jun 05, 2015 (I)
	DEVELOPED	Dev:	64.000	64.000	Undev:	0.000	0.000	C00177 C ROYALTY Jun 11, 2015
		Prov:	0.000	0.000	NProv:	0.000	0.000	C00181 C P&S Jun 11, 2015 (I)

M00451	PET	FH	Eff: May 27, 2014	48.560		WI		TWP 28 RGE 21 W4M LSDS 9, 10 & 15 OF SEC 12
Sub: A	WI		Exp: May 26, 2017	48.560	MANITOK	100.00000000		ALL PETROLEUM IN NISKU
ACTIVE	PRAIRIESKY		Ext: HBP	48.560				
	MANITOK				Total Rental:	242.80		
100.00000000	MANITOK							----- Related Contracts -----
	Status		Hectares	Net		Hectares	Net	C00010 AO P&S Jun 05, 2015 (I)
		Prod:	0.000	0.000	NProd:	0.000	0.000	C00177 C ROYALTY Jun 11, 2015
	DEVELOPED	Dev:	48.560	48.560	Undev:	0.000	0.000	C00180 E ROYALTY Jun 11, 2015
		Prov:	0.000	0.000	NProv:	0.000	0.000	C00181 C P&S Jun 11, 2015 (I)
								C00182 A P&S Jun 11, 2015 (I)

M00452	PET	FH	Eff: May 27, 2014	80.950		WI		TWP 28 RGE 21 W4M LSDS 3, 5, 6, 7 & 10 SEC 13
Sub: A	WI		Exp: May 26, 2017	80.950	MANITOK	100.00000000		ALL PETROLEUM FROM TOP NISKU TO BASE NISKU
ACTIVE	PRAIRIESKY		Ext: HBP	80.950				
	MANITOK				Total Rental:	404.75		
100.00000000	MANITOK							----- Related Contracts -----
	Status		Hectares	Net		Hectares	Net	C00010 AO P&S Jun 05, 2015 (I)
		Prod:	0.000	0.000	NProd:	0.000	0.000	C00177 C ROYALTY Jun 11, 2015
	DEVELOPED	Dev:	80.950	80.950	Undev:	0.000	0.000	C00180 E ROYALTY Jun 11, 2015
		Prov:	0.000	0.000	NProv:	0.000	0.000	C00181 C P&S Jun 11, 2015 (I)
								C00182 A P&S Jun 11, 2015 (I)

Report Date: Mar 29, 2019

Page Number: 5

REPORTED IN HECTARES

MANITOK ENERGY. INC. Mineral Property Report

Division: PLAINS - AB

Category: MINERAL

Province: ALBERTA

Area : WAYNE

Wayne - Nisku Deletions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held

M00378 PET FH Eff: May 27, 2014 64.750 WI TWP 28 RGE 21 W4M NE 33
 Sub: B WI Exp: May 26, 2017 64.750 MANITOK 100.00000000 ALL PETROLEUM IN NISKU
 ACTIVE PRAIRIESKY Ext: HBP 64.750
 MANITOK
 100.00000000 MANITOK
 Total Rental: 323.75

----- Related Contracts -----

C00010 I	P&S	Jun 05, 2015 (I)
C00177 C	ROYALTY	Jun 11, 2015
C00180 E	ROYALTY	Jun 11, 2015
C00181 C	P&S	Jun 11, 2015 (I)
C00182 A	P&S	Jun 11, 2015 (I)
C00191 A	AGREEMENT	Jan 27, 2015

Status	Prod:	Hectares	Net	NProd:	Hectares	Net
UNDEVELOPED	Dev:	0.000	0.000	Undev:	64.750	64.750
	Prov:	0.000	0.000	NProv:	0.000	0.000

M00456 PET FH Eff: May 27, 2014 32.375 WI TWP 28 RGE 21 W4M LSDS 11, 12
 Sub: A WI Exp: May 26, 2017 32.375 MANITOK 100.00000000 SEC 34
 ACTIVE PRAIRIESKY Ext: HBP 32.375 ALL PETROLEUM IN NISKU
 MANITOK
 100.00000000 MANITOK
 Total Rental: 161.88

----- Related Contracts -----

C00010 AO	P&S	Jun 05, 2015 (I)
C00180 E	ROYALTY	Jun 11, 2015

Status	Prod:	Hectares	Net	NProd:	Hectares	Net
DEVELOPED	Dev:	32.375	32.375	Undev:	0.000	0.000
	Prov:	0.000	0.000	NProv:	0.000	0.000

M00418 PNG CR Eff: Aug 27, 1993 256.000 WI RENTAL TWP 29 RGE 21 W4M SEC 9
 Sub: A WI - TRUST Exp: Aug 26, 1998 256.000 MANITOK * 100.00000000 50.00000000 ALL PETROLEUM TO BASE NISKU
 ACTIVE 0493080323 Ext: 15 256.000 LYNX 50.00000000
 MANITOK
 100.00000000 LYNX
 Total Rental: 896.00

----- Related Contracts -----

C00010 AK	P&S	Jun 05, 2015 (I)
C00177 C	ROYALTY	Jun 11, 2015
C00180 E	ROYALTY	Jun 11, 2015
C00182 A	P&S	Jun 11, 2015 (I)

Status	Prod:	Hectares	Net	NProd:	Hectares	Net
		0.000	0.000		0.000	0.000

Report Date: Mar 29, 2019

Page Number: 6

REPORTED IN HECTARES

MANITOK ENERGY. INC. Mineral Property Report

Division: PLAINS - AB

Category: MINERAL

Province: ALBERTA

Area : WAYNE

Wayne - Nisku Deletions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held

(cont'd)

M00418

Sub: A	DEVELOPED	Dev:	256.000	256.000	Undev:	0.000	0.000
		Prov:	0.000	0.000	NProv:	0.000	0.000

Report Date: Mar 29, 2019

Page Number: 7

REPORTED IN HECTARES

MANITOK ENERGY. INC. Mineral Property Report

Division: PLAINS - AB

Category: MINERAL

Province: ALBERTA

Area : WAYNE

Wayne - Nisku Deletions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code		
File Status	Int Type / Lse No/Name		Gross					
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held	
Area Total:		Total Gross:	767.420	Total Net:	757.706			
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net: 0.000
		Dev Gross:	571.450	Dev Net:	561.736	Undev Gross :	195.970	Undev Net : 195.970
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net: 0.000
Province Total:		Total Gross:	767.420	Total Net:	757.706			
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net: 0.000
		Dev Gross:	571.450	Dev Net:	561.736	Undev Gross :	195.970	Undev Net : 195.970
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net: 0.000
Category Total:		Total Gross:	767.420	Total Net:	757.706			
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net: 0.000
		Dev Gross:	571.450	Dev Net:	561.736	Undev Gross :	195.970	Undev Net : 195.970
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net: 0.000
Division Total:		Total Gross:	767.420	Total Net:	757.706			
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net: 0.000
		Dev Gross:	571.450	Dev Net:	561.736	Undev Gross :	195.970	Undev Net : 195.970
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net: 0.000
Report Total:		Total Gross:	767.420	Total Net:	757.706			
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net: 0.000
		Dev Gross:	571.450	Dev Net:	561.736	Undev Gross :	195.970	Undev Net : 195.970
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net: 0.000

** End of Report **

Appendix 4

Nisku Wells

UWI	Area	License	Well Name	Zone	Surface Location	WI	WI Type
102/12-07-028-20W4/00	WAYNE	0216811	MNK WAYNE 12-7-28-20	Dnisku	15-12-028-21W4	100	WI
1W0/13-07-028-20W4/00	WAYNE	0259947	MNK WAYNE 13-7-28-20	Dnisku	12-12-028-21W4	100	WI
100/10-12-028-21W4/00	WAYNE	0294971	MNK WAYNE 10-12-28-21	Dnisku	11-12-028-21W4	100	WI
100/16-12-028-21W4/00	WAYNE	0180726	MNK WAYNE 16-12-28-21	Dnisku	05-18-028-20W4	100	WI
102/05-13-028-21W4/00	WAYNE	0295543	MNK WAYNE 5-13-28-21	Dnisku	05-13-028-21W4	100	WI
102/06-13-028-21W4/00	WAYNE	0206266	MNK 02 WAYNE 6-13-28-21	Dnisku	14-12-028-21W4	100	WI
100/07-13-028-21W4/00	WAYNE	0207053	MNK WAYNE 7-13-28-21	Dnisku	16-12-028-21W4	100	WI
102/10-13-028-21W4/00	WAYNE	0179667	MNK WAYNE 10-13-28-21	Dnisku	05-18-028-20W4	100	WI
100/09-33-028-21W4/00	WAYNE	0303307	MNK WAYNE 9-33-28-21	Dnisku	12-34-028-21W4	100	WI
100/11-34-028-21W4/00	WAYNE	0212335	MNK WAYNE 11-34-28-21	Dnisku	12-34-028-21W4	100	WI
100/12-34-028-21W4/00	WAYNE	0205175	MNK WAYNE 12-34-28-21	Dnisku	12-34-028-21W4	100	WI
100/08-20-028-21W4/00	WAYNE	0170241	MNK WAYNE 8-20-28-21	Dnisku	08-20-028-21W4	100	WI

Appendix 5

Additional Assets

1. 9-8-11-13W4 wellbore (Working interest 100%)
2. Dunes area: Re-fridge skid unit (Working interest 54%)
3. Lac La Biche: 2 x trailered compressor units
4. Chevy Kodiak GD Enduro 24
5. Chevy Kodiak GD Enduro 25
6. 11-2-81-12W6 Compressor – Waukesha L7042GSI – Gemini Ego4-3
7. Gordondale – 1-9-79-11W6: Compressor AJAX 3 Stage
8. Lac La Biche – 11-3-67-13W4: Compressor – Cat G3412-TA – Ariel JG/4 – recip

Appendix 6

Mannville Wells and Mannville Lands and Leases

Mannville Wells

Part A

UWI	License Number	Full Area Name	Zone
103/10-13-028-22W4	458958	WAYNE	Mannville
102/06-33-027-21W4	449945	WAYNE	Mannville
100/03-12-028-22W4	400255	WAYNE	Mannville
100/05-02-028-22W4	183804	WAYNE	Mannville
102/03-02-028-22W4	437959	WAYNE	Mannville
103/14-35-027-22W4	455189	WAYNE	Mannville
103/12-35-027-22W4	455188	WAYNE	Mannville
102/08-34-027-22W4	455192	WAYNE	Mannville
102/02-34-027-22W4	453264	WAYNE	Mannville
100/03-34-027-22W4	444100	WAYNE	Mannville
100/14-27-027-22W4	399467	WAYNE	Mannville
103/13-27-027-22W4	446819	WAYNE	Mannville

Part B

UWI	License Number	Full Area Name	Zone
103/10-13-028-22W4	458958	WAYNE	Mannville
102/06-33-027-21W4	449945	WAYNE	Mannville
103/14-35-027-22W4	455189	WAYNE	Mannville
103/12-35-027-22W4	455188	WAYNE	Mannville
100/14-27-027-22W4	399467	WAYNE	Mannville
103/13-27-027-22W4	446819	WAYNE	Mannville

Mineral Property Report for the Mannville Lands and Leases

See the attached.

MANITOK ENERGY, INC.

Mineral Property Report

Wayne Mannville Additions

Generated by Cynthia Joly on March 29, 2019 at 9:53:30 am.

Selection

Admin Company:
Category:
Country:
Province:
Division:
Area(s): WAYNE
Active / Inactive: Active
Status Types:
Lease Types:
Acreage Status:
Expiry Period:
Acreage Category:

Print Options

Acres / Hectares: Hectares
Working Interest DOI: Yes
Other DOI: Rental
Related Contracts: Yes **Related Units:** No
Royalty Information: No
Well Information: No
Remarks: No
Acreage: Producing / Non Producing
Developed / Undeveloped
Proven / Unproven

Sort Options

Division: Yes



MANITOK ENERGY, INC.

Mineral Property Report

Wayne Mannville Additions

Generated by Cynthia Joly on March 29, 2019 at 9:53:30 am.

Sort Options

Category:	Yes
Province:	Yes
Area:	Yes
Location:	Yes



Report Date: Mar 29, 2019

Page Number: 1

REPORTED IN HECTARES

MANITOK ENERGY. INC. Mineral Property Report

Division: PLAINS - AB

Category: MINERAL

Province: ALBERTA

Area : WAYNE

Wayne Mannville Additions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code	
File Status	Int Type / Lse No/Name		Gross				
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held
M00439	PET	FH	64.750			WI	TWP 27 RGE 22 W4M NW 27
Sub: A	WI		64.750	MANITOK		100.00000000	ALL PETROLEUM IN GLAUCONITE_ZONE
ACTIVE	PRAIRIESKY	Eff: May 27, 2014 Exp: May 26, 2017 Ext: HBP	64.750				(EXCL. PETROLEUM GLAUC F9F
	MANITOK			Total Rental:	323.75		POOL)
100.00000000	MANITOK						

Status	Prod:	Hectares	Net	NProd:	Hectares	Net	----- Related Contracts -----
DEVELOPED		0.000	0.000		0.000	0.000	C00010 AI P&S Jun 05, 2015 (I)
	Dev:	64.750	64.750	Undev:	0.000	0.000	C00177 C ROYALTY Jun 11, 2015
	Prov:	0.000	0.000	NProv:	0.000	0.000	C00180 B ROYALTY Jun 11, 2015
							C00181 C P&S Jun 11, 2015 (I)
							C00182 A P&S Jun 11, 2015 (I)

M00443	PET	FH	64.750	C00009 AO No		WI	TWP 27 RGE 22 W4M NW 35
Sub: A	WI		64.750	MANITOK		100.00000000	ALL PETROLEUM IN GLAUCONITE_ZONE
ACTIVE	PRAIRIESKY	Eff: May 27, 2014 Exp: May 26, 2017 Ext: HBP	64.750				EXCL PETROLEUM IN GLAUC_EEE
	MANITOK			Total Rental:	323.75		
100.00000000	MANITOK						

Status	Prod:	Hectares	Net	NProd:	Hectares	Net	----- Related Contracts -----
DEVELOPED		0.000	0.000		0.000	0.000	C00009 AO LEASE ISS Apr 30, 2015
	Dev:	64.750	64.750	Undev:	0.000	0.000	C00177 C ROYALTY Jun 11, 2015
	Prov:	0.000	0.000	NProv:	0.000	0.000	C00180 B ROYALTY Jun 11, 2015
							C00181 C P&S Jun 11, 2015 (I)
							C00182 A P&S Jun 11, 2015 (I)

M00458	PET	FH	194.250	C00009 AO No		WI	TWP 28 RGE 22 W4M SE 2, SW 2.
Sub: A	WI		194.250	MANITOK		100.00000000	NE 2
ACTIVE	PRAIRIESKY	Eff: May 27, 2014 Exp: May 26, 2017 Ext: HBP	194.250				ALL PETROLEUM IN GLAUCONITE_ZONE
	MANITOK			Total Rental:	971.25		(EXCL. GLAUC EEE POOL)
100.00000000	MANITOK						

Status	Prod:	Hectares	Net	NProd:	Hectares	Net	----- Related Contracts -----
							C00009 AO LEASE ISS Apr 30, 2015

Report Date: Mar 29, 2019

Page Number: 2

REPORTED IN HECTARES

MANITOK ENERGY. INC. Mineral Property Report

Division: PLAINS - AB

Category: MINERAL

Province: ALBERTA

Area : WAYNE

Wayne Mannville Additions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code				
File Status	Int Type / Lse No/Name		Gross							
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held			
(cont'd)										
M00458										
Sub: A		Prod:	0.000	0.000	NProd:	0.000	0.000	C00177 C	ROYALTY	Jun 11, 2015
	DEVELOPED	Dev:	194.250	194.250	Undev:	0.000	0.000	C00180 B	ROYALTY	Jun 11, 2015
		Prov:	0.000	0.000	NProv:	0.000	0.000	C00181 C	P&S	Jun 11, 2015(I)
								C00182 A	P&S	Jun 11, 2015(I)

M00460	PET	FH	Eff: May 27, 2014	64.750	C00009	AO No	WI	TWP 28 RGE 22 W4M NW 12		
Sub: A	WI		Exp: May 26, 2017	64.750	MANITOK		100.00000000	ALL PETROLEUM IN GLAUCONITE_ZONE		
ACTIVE	PRAIRIESKY		Ext: HBP	64.750				EXCL PETROLEUM IN GLAUC_EEE		
	MANITOK				Total Rental:	323.75				
100.00000000	MANITOK							----- Related Contracts -----		
	Status		Hectares	Net	Hectares	Net		C00009 AO	LEASE ISS	Apr 30, 2015
	DEVELOPED	Prod:	0.000	0.000	NProd:	0.000	0.000	C00177 C	ROYALTY	Jun 11, 2015
		Dev:	64.750	64.750	Undev:	0.000	0.000	C00180 B	ROYALTY	Jun 11, 2015
		Prov:	0.000	0.000	NProv:	0.000	0.000	C00181 C	P&S	Jun 11, 2015(I)
								C00182 A	P&S	Jun 11, 2015(I)

Report Date: Mar 29, 2019

Page Number: 3

REPORTED IN HECTARES

MANITOK ENERGY. INC. Mineral Property Report

Division: PLAINS - AB

Category: MINERAL

Province: ALBERTA

Area : WAYNE

Wayne Mannville Additions

File Number	Lse Type	Lessor Type	Exposure	Oper.Cont.	ROFR	DOI Code		
File Status	Int Type / Lse No/Name		Gross					
Mineral Int	Operator / Payor		Net	Doi Partner(s)	*	*	Lease Description / Rights Held	
Area Total:		Total Gross:	388.500	Total Net:	388.500			
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net: 0.000
		Dev Gross:	388.500	Dev Net:	388.500	Undev Gross :	0.000	Undev Net : 0.000
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net: 0.000
Province Total:		Total Gross:	388.500	Total Net:	388.500			
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net: 0.000
		Dev Gross:	388.500	Dev Net:	388.500	Undev Gross :	0.000	Undev Net : 0.000
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net: 0.000
Category Total:		Total Gross:	388.500	Total Net:	388.500			
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net: 0.000
		Dev Gross:	388.500	Dev Net:	388.500	Undev Gross :	0.000	Undev Net : 0.000
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net: 0.000
Division Total:		Total Gross:	388.500	Total Net:	388.500			
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net: 0.000
		Dev Gross:	388.500	Dev Net:	388.500	Undev Gross :	0.000	Undev Net : 0.000
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net: 0.000
Report Total:		Total Gross:	388.500	Total Net:	388.500			
		Prod Gross:	0.000	Prod Net:	0.000	NProd Gross:	0.000	NProd Net: 0.000
		Dev Gross:	388.500	Dev Net:	388.500	Undev Gross :	0.000	Undev Net : 0.000
		Prov Gross:	0.000	Prov Net:	0.000	NProv Gross:	0.000	NProv Net: 0.000

** End of Report **