



COURT FILE NUMBER Q.B. No. 773 of 2021
COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE SASKATOON
APPLICANT ABBEY RESOURCES CORP.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, RSC
1985, c C-36, AS AMENDED (THE "CCAA")

AND

IN THE MATTER OF A PROPOSED PLAN OF ARRANGEMENT FOR THE
CREDITORS OF ABBEY RESOURCES CORP. (THE "APPLICANT")

ORDER
(Sale Approval and Vesting Order)

Before the Honourable Mr. Justice G.A. Meschishnick in Chambers the 7th day of October, 2021.

Upon application by counsel on behalf of the Applicant, and upon hearing Jerritt Pawlyk and Kevin Hoy, counsel for the Applicant, and upon hearing Ian A. Sutherland, counsel for MNP Ltd. (the "Monitor"), and upon hearing from counsel present on behalf of any other interested parties, and upon reading the pleadings and materials filed in the within proceeding:

The Court Orders:

SERVICE

1. Service of the Notice of Application on behalf of the Applicant and the materials filed in support thereof (collectively, the "**Application Materials**") shall be and is hereby deemed to be good and valid and, further, shall be and is hereby abridged, such that service of such Application Materials is deemed to be timely and sufficient.

APPROVAL OF TRANSACTION

2. The sale transaction (the "**Transaction**") contemplated by an agreement of purchase and sale (the "**Sale Agreement**") between the Applicant and **XTO Energy Inc.** (the "**Purchaser**") for the sale to the Purchaser (or its nominee) of the Applicant's right, title and interest in and to the assets listed in **Schedule "B"** hereto (the "**Purchased Assets**") in exchange for the purchase price of Sixty-Five Thousand (\$17,000) Dollars, exclusive of any applicable sales taxes, (the "**Purchase Price**") is declared to be commercially reasonable and in the best interests of the Applicant and its creditors and other stakeholders and is hereby authorized and approved.
3. The Applicant is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable (including any steps necessary or desirable to satisfy and/or comply with any applicable laws, regulations or orders of any courts, tribunals, regulatory bodies or administrative bodies in any jurisdiction in which the Purchased Assets may be located) for the completion of the Transaction or for the conveyance of the Purchased Assets to the Purchaser (or its nominee), subject to such amendments as the Applicant and the Purchaser may agree upon, provided that any such amendments do not materially affect the Purchase Price.

MISCELLANEOUS MATTERS

- 17. The Applicant, the Monitor, the Purchaser (or its nominee) and any other interested party, shall be at liberty to apply for further advice, assistance and directions as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing the Transaction, including, without limitation, an application to the Court to deal with interests which are registered against title to the Real Property after the time of the granting of this Order.
- 18. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Monitor and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders as to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.
- 19. Service of this Order on any party not attending this application is hereby dispensed with. Parties attending this application shall be served in accordance with the Electronic Case Information and Service Protocol adopted in the Initial Order.

ISSUED at Saskatoon, Saskatchewan, this 14th day of October, 2021.



(Deputy) Local Registrar

CONTACT INFORMATION AND ADDRESS FOR SERVICE

SCHEDULE "A"
FORM OF MONITOR'S CERTIFICATE

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RECITALS

- A. Pursuant to an Order of the Honourable Mr. Justice G.A. Meschishnick of the Court of Queen's Bench of Saskatchewan (the "**Court**") dated August 13, 2021, **MNP Ltd.** was appointed monitor (the "**Monitor**") of the assets, undertakings and property of Abbey Resources Corp. (the "**Applicant**") in the proceedings of the Applicant before the Court pursuant to the CCAA.

- B. Pursuant to an Order of the Court dated October 7, 2021, the Court approved the agreement of purchase and sale made between the Applicant and XTO Energy Inc. (the "**Purchaser**") and provided for the vesting in the Purchaser of the Applicant's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; and (ii) the Transaction has been completed to the satisfaction of the Monitor.

THE MONITOR CERTIFIES the following:

- 1. The Purchaser (or its nominee) has paid and the Monitor has received the Purchase Price, net of any commissions or brokerage fees, for the Purchased Assets;

- 2. The Transaction has been completed to the satisfaction of the Monitor; and

- 3. This Certificate was delivered by the Monitor at _____ on _____.

MNP LTD. in its capacity as Monitor in
the CCAA proceedings of ABBEY RESOURCES
CORP. and not in its personal capacity

Per; _____
Name: Victor Kroeger, CIRP, LIT, CPA, CA, CFE
Title: Senior Vice President

SCHEDULE "B"
PURCHASED ASSETS

- 24" x 10' filter vessel bearing serial number SO5-081-001 MWP: 720 PSI

SCHEDULE "C"
PERMITTED ENCUMBRANCES

- NIL

SCHEDULE "D"
ENCUMBRANCES TO BE DISCHARGED

- NIL