



Clerk's stamp:

COURT FILE NUMBER 1901-05089

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as amended

IN THE MATTER OF THE BUSINESS CORPORATIONS
ACT, R.S.A. 2000, c. B-9, as amended

AND IN THE MATTER OF THE PLAN OF COMPROMISE
OR ARRANGEMENT OF STRATEGIC OIL & GAS LTD.
and STRATEGIC TRANSMISSION LTD.

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

DOCUMENT **APPLICATION**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF PARTY
FILING THIS DOCUMENT

Dentons Canada LLP
Bankers Court
15th Floor, 850 - 2nd Street S.W.
Calgary, Alberta T2P 0R8

Attention: David W. Mann and Afshan Naveed
Ph. (403) 268-7097 / 403-268-7015 Fx. (403) 268-3100
File No.: 575553-3

NOTICE TO RESPONDENT(S): SEE ATTACHED SERVICE LIST

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	September 20, 2019
Time	2:00 p.m.
Where	Calgary Courts Centre 601-5th Street SW, Calgary, AB
Before Whom	The Honourable Justice J.T. Eamon

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

Remedy sought:

1. The Applicants, Strategic Oil & Gas Ltd. and Strategic Transmission Ltd. (collectively, the "**Applicants**"), respectfully seek the following relief:
 - (a) an Order, substantially in the form attached hereto as Schedule "A", granting an extension of the Stay Period (as defined below) to and including November 29, 2019; and
 - (b) such other relief as may be sought by the Applicants and granted by this Honourable Court.

Grounds for making this application:

2. On April 10, 2019, by Initial Order (the "**Initial Order**"), the Applicants commenced restructuring proceedings under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended (the "**CCAA**").
3. The Initial Order, as amended by subsequent Orders, granted a stay of proceedings as against the Applicants (the "**Stay Period**") up to and including September 30, 2019.
4. Since the granting of the Initial Order, the Applicants have taken initial steps to reduce costs and stabilize the business and operations. The Applicants continue to work closely with the Monitor and various stakeholders.
5. The Applicants have taken a number of steps, including:
 - (a) undertaking a sale and investment solicitation process;
 - (b) working closely with the Monitor and its legal counsel to develop a claims process, which is expected to be finalized shortly; and
 - (c) focusing on the continuity and stability of operations to ensure the Applicants continue to operate in as close to a "business as usual" fashion as possible.
6. An extension of the Stay Period is required to finalize and thereafter run a claims process and potential plan of arrangement pursuant to the CCAA.
7. The Applicants are working in good faith and with due diligence in these proceedings and believe it is in the best interests of the Applicants and all stakeholders to continue in these proceedings.

Material or evidence to be relied on:

8. Affidavit of Remi Anthony (Tony) Berthelet, sworn September 11, 2019;
9. The Monitor's Second Report to the Court, dated September 11, 2019;

10. Such further and other material as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

11. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended, and the regulations thereunder;
12. *Business Corporations Act*, RSA 2000, c B-9, as amended, and the regulations thereunder;
13. such further and other acts and regulations as counsel may advise and this Honourable Court may permit.

How the application is proposed to be heard or considered:

14. In person before Justice J.T. Eamon on the Commercial List.

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 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"

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IN THE MATTER OF THE COMPANIES' CREDITORS
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and STRATEGIC TRANSMISSION LTD.

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

DOCUMENT ORDER (STAY EXTENSION)

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY
FILING THIS DOCUMENT Dentons Canada LLP
Bankers Court
15th Floor, 850 - 2nd Street S.W.
Calgary, Alberta T2P 0R8

Attention: David W. Mann and Afshan Naveed
Ph. (403) 268-7097 / 403-268-7015 Fx. (403) 268-3100
File No.: 575553-3

DATE ON WHICH ORDER WAS PRONOUNCED: September 20, 2019

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Justice J.T. Eamon

UPON the application of **Strategic Oil & Gas Ltd.** and **Strategic Transmission Ltd.** (collectively the "**Applicants**"); **AND UPON** having read the Application, the Affidavit of Remi Anthony (Tony) Berthelet, sworn September____ (the "**Third Berthelet Affidavit**"), the Second Report of KPMG Inc. (the "**Second Report**"), the Court-appointed Monitor of the Applicants (the "**Monitor**"), and the Affidavit of

Service of _____ (the "**Service Affidavit**"), all filed, and such other material in the pleadings and proceedings as are deemed necessary; **AND UPON** hearing counsel for the Applicants, counsel for the Monitor, and counsel for other interested parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

Service

1. The time for service of notice of this application is abridged to the time actually given and service of the Application and supporting material as described in the Service Affidavit is good and sufficient, and this hearing is properly returnable before this Honourable Court today and further service thereof is hereby dispensed with.
2. All capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Initial Order granted by Madam Justice K.M. Horner in this Action, dated April 10, 2019 (the "**Initial Order**").

Stay

3. The Stay Period as ordered and defined in paragraph 13 of the Initial Order and thereafter extended pursuant to Orders granted May 6, 2019 and May 9, 2019, is hereby further extended until and including November 29, 2019.

Service

4. Service of this Order shall be deemed good and sufficient by:
 - (a) Serving the same on:
 - (i) the persons listed on the service list created in these proceedings;
 - (ii) any other person served with notice of the application for this Order;
 - (iii) any other parties attending or represented at the application for this Order; and
 - (b) Posting a copy of this Order on the Monitor's website, established for these proceedings and service on any other person is hereby dispensed with.
5. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

Justice of the Court of Queen's Bench of Alberta

Action No. 1901-05089

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as amended

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9, as amended

AND IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT OF
STRATEGIC OIL & GAS LTD. and STRATEGIC TRANSMISSION LTD.

File: 575553-3

Service List
(July 3, 2019)

Service Recipient	Recipient Status	Service Method
<p>Dentons Canada LLP 850 – 2nd Street SW Calgary, Alberta T2P 0R8</p> <p>Attention: David W. Mann & Afshan Naveed Email: david.mann@denton.com afshan.naveed@dentons.com</p>	<p>Counsel for the Applicants</p>	<p>Email</p>
<p>KPMG Inc. Bow Valley Square II Suite 3100 205 – 5 Avenue SW Calgary, Alberta T2 P 4B9</p> <p>Attention: Neil Honess & Cameron Browning Email: neilhoness@kpmg.ca cbrowning@kpmg.ca</p>	<p>Court-appointed Monitor</p>	<p>Email</p>

Service Recipient	Recipient Status	Service Method
<p>Torys LLP 525 – 8th Avenue SW Calgary, Alberta T2P 1G1</p> <p>Attention: Kyle Kashuba Email: kkashuba@torys.com</p>	<p>Counsel for the Monitor</p>	<p>Email</p>
<p>Bennet Jones LLP 4500 Bankers Hall East 855 2nd Street SW Calgary, Alberta T2P 4K7</p> <p>Attention: Ken T. Lenz, Alexis Teasdale & Colin Perry Email: lenzk@bennettjones.com teasdaleA@bennettjones.com perryc@bennettjones.com</p>	<p>Counsel for GMT Capital Corp., Secured Debenture Holder</p>	<p>Email</p>
<p>Royal Bank of Canada Corporate Banking 3900 Bankers Hall West 888-3rd Street SW Calgary, Alberta T2P 5C5</p> <p>Attention: Ryan Stasynech, Richard Hall & Mari Hodgkinson Email: ryan.stasynech@rbc.com richard.hall@rbc.com mari.hodgkinson@rbc.com</p>	<p>Secured Creditor</p>	<p>Email</p>
<p>Roynat Inc. Suite 1500, 4710 Kingsway St. Burnaby, BC V5H 4M2</p>	<p>Secured Creditor</p>	<p>Courier</p>

Service Recipient	Recipient Status	Service Method
<p>True North Ford Ltd. 10102 97 Street High Level, AB T0H 1Z0</p>	<p>Secured Creditor</p>	<p>Courier</p>
<p>Meridian Onecap Credit Corp. Suite 1500, 4710 Kingsway Burnaby, BC V5H 4M2</p>	<p>Secured Creditor</p>	<p>Courier</p>
<p>Libra Advisors Attention: Vipul Pandey Email: vp@libraadvisors.com</p>	<p>Equity Holder</p>	<p>Email</p>
<p>PrairieSky Royalty Ltd. 1700, 350 – 7th Ave SW Calgary, AB T2P 3N9 Attention: Dale Percy Email: Dale.Percy@prairiesky.com</p>	<p>Creditor</p>	<p>Email</p>
<p>Carscallen LLP 900, 332-6th Ave SW Calgary, AB T2P 0B2 Attention: Glenn Blackett Email: blackett@carscallen.com</p>	<p>Counsel for Ensign Drilling Inc. (operating as Ensign Testing Services), Builders' Lien & Counsel for Apex Distribution Inc., Builders' Lien</p>	<p>Email</p>
<p>Reynolds Mirth Richards & Farmer LLP 3200, 10108 -101 Street Edmonton, AB T5J 3W8 Attention: Mikkel J. Arnston Email: marnston@rmrf.com</p>	<p>Counsel for Global Well Servicing Ltd., Builders' Lien</p>	<p>Email</p>

Service Recipient	Recipient Status	Service Method
<p>Alberta Energy Regulator Suite 1000, 250 – 5th Street SW Calgary, AB T2P 0R4</p> <p>Attention: Maria Lavelle Email: Maria.Lavelle@aer.ca insolvency@aer.ca</p>		Email
<p>Government of Alberta Department of Energy 9th Floor, 9945 – 108th Street Edmonton, AB T5K 2G6</p> <p>Attention: Keri Ridley and Kenneth Whitelaw Email: Keri.Ridley@gov.ab.ca Kenneth.Whitelaw@gov.ab.ca</p>		Email
<p>Cassels Brock 2200 HSBC Building 885 West Georgia Street Vancouver, BC V6C 3E8</p> <p>Attention: Mary Buttery, Jeffrey Oliver and Lance Williams Email: mbuttery@casselsbrock.com joliver@casselsbrock.com williams@casselsbrock.com</p> <p>With copy to: Simone Tielesh and Ian Blackstock Email: Simone.Tielesh@gov.nt.ca Ian.Blackstock@gov.nt.ca</p>	Legal counsel to Government of North West Territories	Email

Service Recipient	Recipient Status	Service Method
883492 Alberta Ltd. o/a Pinnacle Services Box 478 High, Level, AB T0H 1Z0 Email: admin@pinnacleserviceshighlevel.ca	Unsecured Creditor	Email
National Energy Board Secretary of the Board Suite 210, 517 – 10 th Ave SW Calgary, AB T2R 0A8		Courier
Robb & Evenson Professional Corporation, Barrister and Solicitors 506, 933 – 17 th Ave SW Calgary, AB T2T 5R6 Attention: Calvin C. Robb	Counsel for Formula Powell LP, Strike Group Limited Partnership, Builders' Lien	Courier