Action No. 0701-01113

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

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

AND IN THE MATTER OF CARIBOU RESOURCES CORP.

NOTICE OF MOTION

TAKE NOTICE that an application will be made on behalf of Brookfield Bridge Lending Fund Inc. ("BBLF") before the Honourable Madam Justice K.M. Horner in Chambers at the Court House, at the City of Calgary, in the Province of Alberta, on Thursday, the 3rd day of May, 2007, at the hour of 1:00 o'clock in the afternoon or so soon thereafter as counsel may be heard for an Order:

(a) authorizing and directing Caribou Resources Corp. ("Caribou") to accept and implement the BBLF Offer to Purchase dated April 25, 2007 attached as Exhibit "G" to the Affidavit of James Reid dated April 30, 2007 (the "BBLF Offer");

(b) alternatively, expanding the authority of the Monitor to sell Caribou's assets and authorizing and directing the Monitor to accept and implement the BBLF Offer;

(c) amending and extending the Initial CCAA Order to allow (a) or (b) above to occur;

(d) in the further alternative, appointing an Interim Receiver, Receiver or Trustee ("Receiver") over the assets and undertakings of Caribou, and authorizing and directing any such Receiver to accept and implement the BBLF Offer; and

(e) providing further directions with respect to:

    (i) the determination of any disputes as to whether any competing creditors have priority to the BBLF secured indebtedness;

(ii) obtaining an Order vesting title to Caribou's assets to BBLF free and clear of all claims;

(iii) any further matters related to or necessary to complete the transaction contemplated by the BBLF Offer; and

(f) to the extent necessary, abridging the time for service of this motion and deeming service to be good and sufficient.

AND FURTHER TAKE NOTICE THAT the Applicant will rely upon the following in support of this application:

(a) the First and Second Monitor's Reports, filed;

(b) the Initial Order granted in these proceedings on January 30, 2007, and all other proceedings filed herein;

(c) the Affidavit of James Reid sworn and filed April 30, 2007 herein;

(d) the CCAA;

(e) the Alberta *Rules of Court*;

(f) the inherent jurisdiction of the Court; and

(g) such further and other materials as counsel for BBLF may advise and this Honourable Court may permit.

DATED at the City of Calgary, in the Province of Alberta, this 30th day of April, 2007.

MACLEOD DIXON LLP

Per: _____

Howard A. Gorman
Counsel for Brookfield Bridge Lending Fund Inc.

To: Clerk of the Court
And To: Attached Service List

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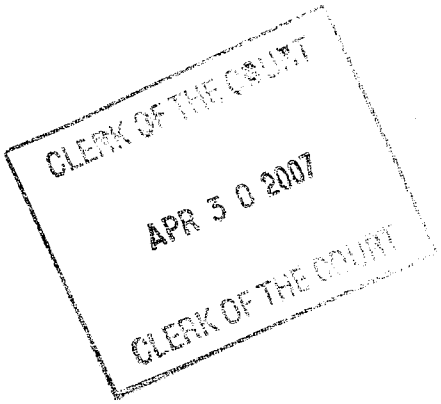

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