

District of: Alberta
Division No.: 02 - Calgary
Court Number: 25-2119793
Estate Number: 25-2119793

REPORT OF TRUSTEE ON PROPOSAL

IN THE MATTER OF THE PROPOSAL OF EMBERCLEAR CORP.

I, Robert J. Taylor, of Ernst & Young Inc., of the City of Calgary in the Province of Alberta, the Trustee acting in the Proposal of EmberClear Corp. ("EmberClear"), hereby report to the Court as follows:

1. THAT a Proposal was lodged with me on the 5th day of May, 2016, a copy of which is attached and marked as Exhibit "A" and that I filed a copy of the Proposal with the Official Receiver on the 5th day of May, 2016.
2. THAT on the 13th day of May, 2016 I gave notice to the debtor, to the Division Office, and to every known creditor affected by the Proposal, whose names and addresses are shown in Exhibit "B" to this report, of the calling of a meeting of creditors to be held on the 25th day of May, 2016 to consider the Proposal.
3. THAT with the notice to the unsecured creditors was included a condensed Statement of the Assets and Liabilities of the debtor, a list of creditors affected by the Proposal and showing the amounts of their claims, a copy of the Proposal, a form of proof of claim and proxy in blank and a voting letter. Copies of the notice, the condensed Statement and the list of creditors are attached and marked as Exhibits "C1", "C2", and "C3" respectively.
4. THAT with the notice to the debenture holders was included a condensed Statement of the Assets and Liabilities of the debtor, a list of creditors affected by the Proposal and showing the amounts of their claims, a copy of the Proposal, a completed proof of claim form indicating the amount of each debenture holder's principal amount of their claim, a form of proof of claim (to be completed if a debenture holder disputed the stated principal amount of their claim) and proxy in blank and a voting letter. A copy of a completed proof of claim form is attached as Exhibit "D".
5. THAT prior to the meeting of creditors I made a detailed and careful inquiry into the liabilities of the debtor, the debtor's assets and their value, the debtor's conduct and the causes of the debtor's insolvency.

6. THAT the meeting of creditors was held on the 25th day of May, 2016 and was presided over by me.
7. THAT the Proposal was accepted by the required majority of creditors.
8. THAT a copy of the minutes of the meeting is attached and marked as Exhibit "E".
9. THAT I am of the opinion that the assets of the debtor and their fair realizable value and the liabilities of the debtor, are as set out in the Estimated Statement of Affairs as at April 30, 2016, which is attached and marked as Exhibit "C2".

10. THAT I am also of the opinion that:

a) The causes of the insolvency of the debtor are as follows:

EmberClear developed clean coal based energy projects. As a result of the coal industry facing rigorous regulatory challenges and declining commodity prices, EmberClear made a decision to move away from coal based energy projects to natural gas projects. Moving to natural gas required a different strategy and a complete overhaul of the power plant design which was expensive.

The development projects that EmberClear is involved with are complicated, have been delayed for more than a year due to regulatory hurdles and changing designs, and are costly to develop. Revenues from the development projects are not expected for some time, notwithstanding that expenses continue in the interim.

EmberClear made several attempts to raise additional capital; however, was unsuccessful and was not a viable operation in its present circumstances.

b) The conduct of the debtor is subject to censure in the following respects:

None.

c) The following facts, mentioned in Section 173 of the Act may be proved against the debtor:

None.

11. THAT I am further of the opinion that the debtor's Proposal is an advantageous one for the creditors for the following reason:

The funds being advanced from the "White Knight" will permit either:

i) an immediate cash payout; or ii) EmberClear to continue to develop the projects it is involved with to hopefully provide for a greater distribution to the unsecured creditors in the future, in either case greater than the anticipated distribution in a bankruptcy scenario.

12. THAT I forwarded a copy of this report to the Official Receiver on this day.

Dated at Calgary, Alberta, this 14th day of June, 2016.

**Ernst & Young Inc.,
Trustee in the Proposal of
EmberClear Corp.**

Per: 
Robert J. Taylor, FCA, LIT

CANADA
PROVINCE OF ALBERTA

ESTATE NO.: 25-_____
COURT NO.: 25-_____

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

IN BANKRUPTCY

IN THE MATTER OF THE PROPOSAL OF
EMBERCLEAR CORP.

PROPOSAL

EmberClear Corp. ("**EmberClear**" and/or the "**Corporation**"), hereby submits the following Proposal pursuant to Part III, Division 1 of the *Bankruptcy and Insolvency Act* (the "**Act**"). This Proposal will: (a) allow EmberClear to wind-up its operations; (b) allow the business conducted by EmberClear's subsidiaries to continue to operate in the ordinary course of business so as to provide them with the opportunity to secure additional funding and potentially realize on the value of a number of ongoing contracts; and (c) provide EmberClear's stakeholders with an option to either: (i) retain an opportunity to participate in the future potential success of EmberClear's subsidiaries, or (ii) monetize their current position for an amount that exceeds what they would otherwise receive on the bankruptcy of EmberClear and its subsidiaries; all on the terms and conditions of the Proposal set out herein.

Definitions

1. In this Proposal, the following capitalized terms shall mean the following:
 - a) "**Archbald**" means Archbald Energy Partners LLC, a limited liability company existing under the laws of the State of Delaware that is a subsidiary of EmberClear, of which EmberClear owns fifty per cent (50%);
 - b) "**Birdsboro**" means Birdsboro Power LLC, a limited liability company existing under the laws of the State of Delaware that is a subsidiary of EmberClear Company;
 - c) "**Cash Option**" means a proven creditor's election (or deemed election) to accept a cash payout of 10% of its proven claim in full and final satisfaction of all of its claims against EmberClear in accordance with paragraphs 3 and 4 hereof;
 - d) "**Cash Pool**" means the amount of money necessary to fund all Creditors who elected the Cash Option;
 - e) "**Court Approval**" means approval of this Proposal by the Court pursuant to section 58 of the Act, which approval shall not be subject to any appeal or application to vary, amend, or set aside;

- f) "**Eagle Point**" means Eagle Point GTL LLC, a limited liability company existing under the laws of the State of Delaware that is a wholly owned subsidiary of EmberClear;
- g) "**EmberClear Company**" means EmberClear Company, a corporation incorporated under the laws of the State of Delaware that: (i) is a wholly owned subsidiary of EmberClear, and (ii) is the 100% shareholder of Birdsboro;
- h) "**EmberClear GTL**" means EmberClear GTL LLC, a limited liability company existing under the laws of the State of Delaware that is a wholly owned subsidiary of EmberClear;
- i) "**EmberClear GTL MS**" means EmberClear GTL MS LLC, a limited liability company existing under the laws of the State of Delaware that is a wholly owned subsidiary of EmberClear;
- j) "**EmberClear Management**" means EmberClear Management Inc., a corporation incorporated under the laws of the State of Delaware, wholly owned by David Anderson and Raj Suri, each a principal of EmberClear, and the general partner of U.S. HoldCo.;
- k) "**EmberClear Reserves**" means EmberClear Reserves Inc., a corporation incorporated under the laws of the State of Delaware that is a wholly owned subsidiary of EmberClear;
- l) "**Financing**" means the funds advanced to U.S. HoldCo by David Anderson (or his designate), on a first secured basis, to fund the Proposal, which funds shall be repaid by U.S. HoldCo to David Anderson on a first priority basis and bear interest at the rate of 25% *per annum*, compounded annually;
- m) "**Note**" means a debt instrument issued by U.S. HoldCo that:
- (1) has a value for distribution purposes hereunder equal to the amount received had the creditor elected the Cash Option (ie. of \$0.10 per \$1.00 of proven claim);
 - (2) is issued to a proven creditor who elects the Note Option in a principal amount equal to \$0.70 per \$1.00 of proven claim of the proven creditor;
 - (3) matures twenty four (24) months after being issued;
 - (4) is unsecured;
 - (5) is non-transferable and non-interest bearing; and

(6) such other terms and conditions that are generally included in a note of this nature and are otherwise acceptable to the Trustee,

and "**Notes**" means all Notes issued by U.S. HoldCo in favour of proven creditors pursuant to their election of the Note Option;

- n) "**Note Option**" means a proven creditor's election to accept a Note in full and final satisfaction of all of its claims against EmberClear in accordance with paragraphs 3 and 4 hereof;
- o) "**Reorganization Costs**" means (i) all amounts payable to the Superintendent of Bankruptcy; (ii) all fees, expenses and costs of legal counsel to EmberClear (on a solicitor and its own client, full indemnity basis); (iii) all fees, expenses and costs of the Trustee (including the Trustee's legal fees and disbursements (on a solicitor and his own client, full indemnity basis)); and, for further clarity, items (ii) and (iii) above include all amounts incidental to the administration of the assets and liabilities of EmberClear, the preparation, approval and implementation of the within Proposal (whether incurred before or after the date herein), and to proceedings arising out of the Proposal and any amendments thereto;
- p) "**Shares**" means: (i) all of the issued and outstanding capital stock of Eagle Point, EmberClear Company, EmberClear GTL, EmberClear GTL MS, and EmberClear Reserves, all of which are currently owned by EmberClear; and (ii) the issued and outstanding capital stock of Archbald currently owned by EmberClear, which represents 50% of the total issued and outstanding capital stock of Archbald;
- q) "**Transaction**" means the transaction of purchase and sale, and the receipt of proceeds and the issuance of Notes in respect thereof, all as described in paragraphs 2 through 5 hereof;
- r) "**Trustee**" means Robert J. Taylor, of Ernst & Young Inc., in its capacity as the Trustee acting in respect of the proposal of EmberClear, and not in its personal capacity;
- s) "**U.S. HoldCo**" means Ember Partners LP, a Delaware limited partnership financed by David Anderson (or his designate), whose general partner is EmberClear Management and whose limited partners are David Anderson, Raj Suri, and Jim Palumbo, each of which is a current or former principal of EmberClear;

Terms not otherwise defined in this Proposal shall have the meaning ascribed to them in the BIA.

The Proposal

2. EmberClear shall sell the Shares to U.S. Holdco in consideration of the following proceeds received from U.S. Holdco:

(a) cash in an amount necessary to fund the Cash Pool and the Reorganization Costs;
and

(b) the issuance of the Notes.

3. Creditors, as defined below, will be given the option between:

(a) accepting payment of \$0.10 per \$1.00 of proven claim in cash (the "**Cash Option**");
or

(b) choosing to receive a Note issued in an amount equal to \$0.70 per \$1.00 of proven claim (the "**Note Option**").

in full and final satisfaction of all claims against EmberClear.

4. Creditors who do not make an election between the Cash Option and the Note Option shall be deemed to have elected the Cash Option.

5. Cash proceeds will be delivered to the Trustee by U.S. HoldCo and Notes will be issued by U.S. HoldCo at the direction of the Trustee pursuant to the provisions of Paragraph 8 hereof.

Classes of Creditors

6. There will be one (1) class of creditors comprising all unsecured creditors of EmberClear.

Conditions Precedents to the Implementation of the Proposal

7. The following are conditions precedent to the implementation of the Proposal:

(a) the required majority of creditors accepting this Proposal;

(b) the Proposal receives Court Approval; and

- (c) within 60 days from Court Approval, the Transaction is closed into escrow pending only the payments and distributions being made pursuant to paragraph 8 hereof by, or at the direction of, the Trustee.

Distribution to Creditors

8. Upon the Proposal being implemented in accordance with Paragraph 7 hereof, payments and distributions will be made:
- a) to the preferred creditors of EmberClear, if any, in full; and
 - b) out of the consideration received from U.S. HoldCo. as follows:
 - i) first, in payment of all Reorganization Costs; and
 - ii) second, distributions to all proven creditors in accordance with their election, or deemed election, as follows:
 - 1. if they elected (or are deemed to have elected) to receive the Cash Option, a cash payment equal to \$0.10 per \$1.00 of their proven claim, or
 - 2. if they elected to receive the Note Option, a Note issued in an amount equal to \$0.70 per \$1.00 of their proven claim,

the said distributions will be made:

- A. as soon as practicable after the Implementation Date;
- B. without any interest, penalty, or bonus;
- C. subject to any applicable securities law requirements; and
- D. in full and final satisfaction of the proven claim.

Miscellaneous

9. Ernst & Young Inc. shall be the Trustee acting under the Proposal. The distribution of funds by the Trustee and the distribution of Notes by U.S. Holdco at the direction of the Trustee, all as set forth herein, shall operate as payment in full and final satisfaction of creditors' claims and each creditor receiving payment hereunder will be deemed to have forever released EmberClear, its officers, directors, employees and agents of any and all debts, liabilities, suits, claims and causes

of action that has, had, or may have for any matter, cause or anything existing as of the date of the Proposal.

10. All distributions made pursuant to this Proposal shall be subject to the Superintendent of Bankruptcy levy.
11. EmberClear covenants and agrees that during the course of the Proposal, it will remit to Canada Revenue Agency ("CRA"), all amounts associated with payroll deductions (income tax deductions, Canada Pension Plan contributions and Employment Insurance premiums) if applicable and will file income tax returns and pay income taxes as required by the Income Tax Act.
12. EmberClear acknowledges and agrees that CRA will, during the course of the Proposal, exercise the rights of setoff to which it is entitled to by law and will apply income tax refunds pertaining to the taxation year ended December 31, 2015 or prior years, to the debtor's income tax arrears.
13. That the eventual provable claim of CRA shall be deemed to include all liabilities presently due, accrued and outstanding as calculated and assessed in the tax returns for all years prior to and including the year 2015.
14. This Proposal may be amended by EmberClear prior to or at the creditors meeting called to consider and vote upon the Proposal.
15. At the statutory meeting of creditors to be held to consider the Proposal, creditors may appoint one (1) or more but not exceeding five (5) inspectors under the Proposal, whose duties shall be those as set out in the Act as well as:
 - a) approving or disapproving any extension of time reasonably required by the Trustee or EmberClear to do anything required under the terms of this Proposal; and
 - b) approving or disapproving any other action the Trustee may wish to take with respect to the Proposal as the Trustee may from time to time refer to said inspectors.

Dated at the City of Calgary in the Province of Alberta this 5 day of May, 2016.

EMBERCLEAR CORP.

Per:  _____

KEITH ROSE
84 SUNRISE CIR SE
Calgary, AB
T2X 3A6 Canada

TIMOTHY HARKEMA
2128 LAKE BONAVISTA DR SE
Calgary, AB
T2J 3Z6 Canada

MIRKO POCKAR
121 ARTISTS VIEW DR
Calgary, AB
T3Z 3N4 Canada

KENNETH BERG
24 STRATHWOOD BAY SW
Calgary, AB
T3H 1V6 Canada

DUNCAN MCINTOSH
32 WOOD CRES SW
Calgary, AB
T2W 4B6 Canada

WES DAINARD
24 RIVERCROFT CLOSE SE
Calgary, AB
T2C 3X1 Canada

MELANIE NAHAYOWSKI
18-210 25 AVE SW
Calgary, AB
T2S 0L1 Canada

MELANIE NAHAYOWSKI
18-210 25 AVE SW
Calgary, AB
T2S 0L1 Canada

DONALD KERR
294 SOMERSIDE PK SW
Calgary, AB
T2Y 3G6 Canada

MURRAY COBBE
51 LYNX MEADOW DR
Calgary, AB
T3L 2L9 Canada

ROBERT BUCHAN
252 SUNRISE CIR SE
Calgary, AB
T2X 2Z6 Canada

PATTI-JO NAUGHTON
199 ASPEN HILLS CLOSE SW
Calgary, AB
T3H 0C8 Canada

BRIAN HEARST
3819 ELBOW DR SW
Calgary, AB
T2S 2J9 Canada

DALE DUSTERHOFT
31084 SWIFT CREEK TERRACE
Calgary, AB
T3Z 0B7 Canada

HARRY CAMPBELL C/O BURNET
DUCKWORTH & PALMER LLP
525 8TH AVE SW UNIT 2400
Calgary, AB
T2P 1G1 Canada

STRADBROOKE HOLDINGS LTD, C/O
HARRY CAMPBELL
525 8TH AVE SW SUITE 2400
Calgary, AB
T2P 1G1 Canada

MARK SHILLING
5555 ELBOW DR SW SUITE 213
Calgary, AB
T2V 1H7 Canada

STANLEY SMITH
35 BAYCREST CRT SW
Calgary, AB
T2V 5K1 Canada

JOHN BARRON
39 BAYCREST CRT SW
Calgary, AB
T2V 5K1 Canada

JOHN BARRON
39 BAYCREST CRT SW
Calgary, AB
T2V 5K1 Canada

RANDY ROLLANS
PO BOX 5129 STN A
Calgary, AB
T2H 1X3 Canada

THOMAS DEWAAL
75 HAVERHILL RD SW
Calgary, AB
T2V 3E4 Canada

BILL ORCHARD
315 MILLRISE DR SW
Calgary, AB
T2Y 2B4 Canada

FLORENCE JAMES
218 HIDDEN RANCH PL NW
Calgary, AB
T3A 5N8 Canada

COLIN SHEEDY
416 SANDSTONE PLACE
OKOTOKOS, AB
T1S 1P9 Canada

LARRY FEDCHUN
41 ASPEN RIDGE WAY SW
Calgary, AB
T3E 5M2 Canada

MARLENE DIEDE
18 MOUNTAIN PARK DRIVE SE
Calgary, AB
T2Z 1P1 Canada

DR. DAGMAR MUELLER
135 SNOWBERRY VIEW
Calgary, AB
T3Z 3C5 Canada

ALLEN DIEDE
18 MOUNTAIN PARK DRIVE SE
Calgary, AB
T2Z 1P1 Canada

GHASSEN HAMIDI
16 MOUNT DOUGLAS CIRCLE SE
Calgary, AB
T2Z 3N9 Canada

L. ROBIN LITTLE
102 HARVEST OAK CRES NE
Calgary, AB
T3K 4C9 Canada

DARRELL LETKEMAN
4920 NANTON ROAD NW
Calgary, AB
T2K 2N2 Canada

ROB SALT
BOX 16, RR 1, SITE 2
DEWINTON, AB
T0L 0X0 Canada

LES GUZOWSKI
PO BOX 8, SITE 16
MILLARVILLE, AB
T0L 1K0 Canada

DAN O'REILLY
C/O 1015 - 13TH AVE SW
Calgary, AB
T2R 0L5 Canada

BRUCE HANCHAR
47 PATTERSON HILL SW
Calgary, AB
T3H 2E7 Canada

ED HUCMAN
1140 - 42 ST SW
Calgary, AB
T3C 1Z1 Canada

DEREK TRAPP & ISABELLE TRAPP
3271 SIGNAL HILL DRIVE SW
Calgary, AB
T3H 3T7 Canada

DON CHAMBERLAIN C/O MAISON
MAZEL LTD.
6806 RAILWAY STREET SE
Calgary, AB
T2H 3A6 Canada

CHRIS CHAMBERLAIN
2532 TORONTO CRESCENT
Calgary, AB
T2N 3W1 Canada

GREG BURROWS & CINDY BURROWS
110 TUSCANNY GLEN PARK NW
Calgary, AB
T3G 3E6 Canada

HAL LANDRY
404-1828-14 ST SW
Calgary, AB
T2T 3S9 Canada

375952 ALBERTA LTD.
503 42 AVE SE
Calgary, AB
T2G 1Y7 Canada

ROBERT DICKSON
PO BOX 94
CHAUVIN, AB
T0B 0V0 Canada

DAVID BROWNE
1539 WINDSOR ST NW
Calgary, AB
T2N 3X5 Canada

GRUNDY HOLDINGS INC
14445 123 AVE NW
EDMONTON, AB
T5L 2Y1 Canada

FAYE AUVIGNE
2, 38419 - RANGE ROAD 284
RED DEER, AB
T4S 1Z9 Canada

KURTIS LIVELY
PO BOX 1740
NANTON, AB
T0L 1R0 Canada

1192916 ALBERTA LTD
28 PUMPMEADOW CRES SW
Calgary, AB
T2V 5C8 Canada

JAMES ROMERIL
127 KINCORA PT NW
Calgary, AB
T3R 0A5 Canada

ROBERT RIOPEL
5311-66 LAMINGTON STREET
NEW FARM, QLD
4005 AUSTRALIA

ELEANOR CHIU
1005 11 AVE SW
Calgary, AB
T2R 0G1 Canada

DARREN LEE
4 RAY BAY BLVD
CLEVELAND, QLD
4163 AUSTRALIA

ROBERT DICKSON
PO BOX 94
CHAUVIN, AB
T0B 0V0 Canada

GABRIEL OLLIVER
100 SPRING VALLEY WAY SW
CALGARY, AB
T3H 4V1 Canada

BOW SUMMIT RESOURCES LTD., C/O
GRANT GOODMAN
701-9803-24 ST SW
Calgary, AB
T2V 1S5 Canada

OLLIVIER CONSULTING GROUP
100 SPRING VALLEY WAY SW
Calgary, AB
T3H 4V1 Canada

MICHAEL A NUNZIATA
232 3 AVE NE
Calgary, AB
T2E 0H2 Canada

MAURICE ILES
29 RAVENSCRAG CRES
NORGLNWOLD, AB
T4S 1S5 Canada

ELEANOR CHIU
1005 11 AVE SW
Calgary, AB
T2R 0G1 Canada

MURRAY COBBE
51 LYNX MEADOW DR
Calgary, AB
T3L 2L9 Canada

DAVID WINTER
1130 FRONTENAC AVE SW
Calgary, AB
T2T 1B6 Canada

SHAWN BOSSE
RR2, SITE 3, BOX 9
CARSTAIRS, AB
TOM ONO Canada

HOWIE KLETTL
129 SIENNA PARK DR SW
Calgary, AB
T3H 5H4 Canada

HUGH HARLINGTON
2280 LYTHE COURT
WEST VANCOUVER, BC
V7S 3H8 Canada

Virtus Holdings Ltd.
25 Cougar Ridge Cove SW
Calgary, AB
T3H 0S5 Canada

Barrie Reagan
18 Rosery Place
Calgary, AB
T2K 1L2 Canada

John van Roessel
96 Mt. Belcher Place SE
Calgary, AB
T2Z 2G1 Canada

Susanne van Roessel
96 Mt. Belcher Place SE
Calgary, AB
T2Z 2G1 Canada

Albert Lin
6219 Virgo Road
Oakland, CA
94611 USA

Peter Kinash
224 -15th avenue SW
Calgary, AB
T2R 0P7 Canada

Roger Jain
7322 SW Freeway, Suite 1100
Houston, TX
77074 USA

Mary Jill Daly
401 North 31st Street, Suite 1700 PO
Box 7028
Billings, MT
59101 USA

James Palumbo
15 Steinbeck Drive
Moosic, PA
18507 USA

F. Garfield Anderson
1505, 318 - 26 Avenue SW
Calgary, AB
T2S 2T9 Canada

Julie Cohen
EMB
325 Stone Road North
Abington Twp., PA
18414 USA

David E. Kaplan
5785 Harbord Drive
Oakland, CA
94611 USA

Martin Lin
2016 Park Street
Houston, TX
77019 USA

Robert J. Stark
781 Santa Barbara Rd.
Berkeley, CA
94707 USA

Keith Rose
84 Sunrise Circle SE
Calgary, AB
T2X 3A6 Canada

Wes Dainard
24 Rivercroft Close SE
Calgary, AB
T2C 3X4 Canada

Wes Dainard
24 Rivercroft Close SE
Calgary, AB
T2C 3X4 Canada

David Berg
67 Watts Crescent
Kingston, ON
K7M 2P4 Canada

Murray Cobbe
51 Lynx Meadow Drive
Calgary, AB
T3L 2L9 Canada

David Browne
1539 Windsor Street NW
Calgary, AB
T2N 3X5 Canada

Kevin Suffern
7 Lynnview Court SE
Calgary, AB
T2C 3A4 Canada

Tupelo Holdings Ltd.
7 Lynnview Court SE
Calgary, AB
T2C 3A4 Canada

Donald Luft
146 Mt. Douglas Close SE
Calgary, AB
T2Z 3S1 Canada

Peter James
301 - 354 2nd Avenue NE
Calgary, AB
T2E 0E3 Canada

Darren Olson
2625 24A Street SW
Calgary, AB
T3E 1W2 Canada

Mark Morin
435 Woodbend Road SW
Calgary, AB
T2J 1L7 Canada

228277 Holdings Ltd.
#2 710072 Highway #40
County of Grande Prairie, AB
T8W 5B6 Canada

Michael (Tony) Nunziata
232 3rd Avenue NE
Calgary, AB
T2E 0H2 Canada

Donald Kerr
294 Somerside Pk. SW
Calgary, AB
T2Y 3G6 Canada

Caroline Kerr
294 Somerside Pk. SW
Calgary, AB
T2Y 3G6 Canada

Cindy Bosse
Site 3, Box 9, RR#2
Carstairs, AB
T0M 0N0 Canada

Kevin Suffern
7 Lynnview Court SE
Calgary, AB
T2C 3A4 Canada

Sue Riddell Rose
41 Woodhaven View SW
Calgary, AB
T2W 5P6 Canada

Sue Riddell Rose and/or Michael Rose
ITF Jeremy Rose
41 Woodhaven View SW
Calgary, AB
T2W 5P6 Canada

Sue Riddell Rose ITF Aidan Rose
41 Woodhaven View SW
Calgary, AB
T2W 5P6 Canada

Sue Riddell Rose and/or Michael Rose
ITF Brendan Rose
41 Woodhaven View SW
Calgary, AB
T2W 5P6 Canada

Sue Riddell Rose and/or Michael Rose
ITF Jackson Riddell
41 Woodhaven View SW
Calgary, AB
T2W 5P6 Canada

Eleanor Chiu and/or Wayne Chiu
1005-11 Ave SW
Calgary, AB
T2R 0G1 Canada

Shawn Bosse
Site 3, Box 9, RR#2
Carstairs, AB
T0M 0N0 Canada

Grant Thornton LLP
1212 - 2000 Barrington Street
Halifax, NS
B3J 3K1 Canada

Burnet, Duckworth & Palmer LLP
2400, 525 - 8 Avenue SW
Calgary, AB
T2P 1G1 Canada

Tun Myo Professional Corporation
1700, 521-3rd Avenue SW
Calgary, AB
T2P 3R3 Canada

CNW
88 Queens Quay West Suite 300
Toronto, ON
M5J 0B8 Canada

CAFO
200 University Avenue, Suite 501
Toronto, ON
M5H 3C6 Canada

Computershare Trust Company of Canada
510 Burrard Street, 3rd Floor
Vancouver, BC
V6C 3B9 Canada

AOL Inc.
770 Broadway, 4th Floor
New York, NY
10003-9558 USA

CCA Capital LLC
One Boston Place - 201 Washington
Street, Suite 3825
Boston, MA
02108-4403 USA

Andrews Kurth LLP
PO Box 301276
Dallas, TX
75303-1276 USA

Truly, Smith & Latham, PLLC
320 Main Street PO Box 1307
Natchez, MS
39121 USA

Providence Engineering
1201 Main Street
Baton Rouge, LA
70802 USA

DCO Energy, LLC
52 McKillip Rd.
Absecon, NJ
08201 USA

CRA Insolvency Team
2215 Gladwin Crescent
Ottawa, ON K1A 1A2

Prairie Regional Correspondence Centre
Saskatoon Tax Services Office
340 - 3 Ave North
Saskatoon, SK S7K 0A8

Canada Revenue Agency
875 Heron Road
Ottawa, ON K1A 1B1

Office of the Superintendent of Bankruptcy
Standard Life Tower
639 Fifth Avenue SW, Suite 400
Calgary, AB
T2P 0M9

Court of Queen's Bench -- Bankruptcy
Calgary Courts Centre
Suite 601-N
601 - 5 Street SW
Calgary, AB T2P 5P7

Alberta Energy Regulator
Suite 1000, 250 - 5th Street SW
Calgary, AB
T2P 0R4

Alberta Tax and Revenue Administration
9811 109 St NW
Edmonton, AB
T5K 2L5

Alberta WCB
PO Box 2415
Edmonton, AB
T5J 2S5



Ernst & Young Inc.
2200, 201 2nd Street SW
Calgary, AB T2P 1M4

Tel: 403-206-5153
Fax: 403-206-5075
ey.com

Exhibit "C1"

To the Creditors of
EmberClear Corp.

12 May 2016

Re: In the Matter of the Proposal of EmberClear Corp.
("EmberClear or the "Company")

1.0 Introduction

On May 5, 2016, EmberClear lodged a proposal under Part III of the *Bankruptcy and Insolvency Act* (the "Act") with Ernst & Young Inc. ("EY") the Trustee in this matter, which was filed with the Office of the Superintendent of Bankruptcy on the same date (the "Proposal"). A copy of the Proposal is attached to this letter. It is important that creditors read the Proposal.

A meeting of creditors to consider the Proposal is scheduled for:

May 25, 2016 - 10:00 am
Calgary City Centre
2200-215 2nd Street SW
Calgary, AB T2P 1M4

If you are unable to attend the meeting you may vote by using the attached voting letter.

The purpose of the meeting will be to consider the Proposal, which has been made by the Company to its creditors with claims outstanding as at April 30, 2016, and to accept or reject the Proposal.

Also attached are the following:

- A letter from EmberClear;
- A formal Notice of a creditors' meeting;
- Trustee's Report to Creditors;
- Statement of Affairs as at April 30, 2016;
- A list of creditors;
- A Proof of Claim and proxy form;
- A completed Proof of Claim for debenture holders; and
- A Voting Letter.



2.0 Voting on the Proposal

The primary purpose of the May 25, 2016 meeting is to permit creditors to consider the Proposal and to accept or reject it. In order for the Proposal to be accepted, two thirds in dollar value and over 50% in number of the creditors in each class voting must vote in favour of the Proposal. The vote is based on the number of creditors present and voting at the meeting either in person, by proxy or by mail. To be eligible to vote, creditors must have filed a proof of claim, properly completed, signed and witnessed as required. The proof of claim must be accompanied by a Statement of Account and must be filed with the Trustee before the time scheduled for the meeting. Please ensure that your proof of claim form is dated, signed and witnessed per clause 8.

For the debenture holders, the Trustee, with the input of EmberClear, has noted the amount of each debenture holder's principal amount of their claim. If debenture holders agree with the quantum of the principal amount of their claim, no further action is required. If debenture holders wish to dispute EmberClear's assessment of their claim, they must complete and return to the Trustee a completed proof of claim advancing a claim in a different amount supported by appropriate documentation. A blank proof of claim form is enclosed. If no proof of claim is received by the Trustee by 11:00 pm on May 24, 2016, the amount of such debenture holders claim will be, subject to an order of the Court of Queen's Bench of Alberta, conclusively deemed to be as shown in the notice to debenture holders.

If you are unable or do not wish to attend the meeting in person, you may exercise your vote provided that you complete, sign and deliver the Voting Letter to the Trustee prior to the meeting of creditors. It is suitable if the Voting Letter is lodged with the Trustee via email Jessica.Caden@ca.ey.com by 11 pm on May 24, 2016.

If creditors do not file a proof of claim with the Trustee prior to the meeting, creditors will not be able to vote on the Proposal. You will, however, be bound by the Proposal should it be approved by the requisite number of creditors including debenture holders voting on the Proposal and if it is subsequently approved by the Court. Creditors will be entitled to share in the funds being distributed under the Proposal provided a valid proof of claim is filed with the Trustee prior to the distribution.

If the Proposal is not accepted by the statutory majority of creditors, EmberClear will be deemed to have made an assignment in bankruptcy. Alternatively, if the Proposal is accepted by the statutory majority of creditors, the Trustee will subsequently make application to the Court of Queen's Bench of Alberta for approval of the Proposal.

3.0 Inspectors

The creditors may elect up to five (5) inspectors whose duties may include granting extensions of time for payments or distributions to the creditors required pursuant to the Proposal, or such other relief to the Company as may be in the best interest of the creditors.



4.0 Trustee's Recommendation

The Trustee recommends the acceptance of the Proposal as it is the Trustee's view that creditors will receive a more timely and greater distribution under this Proposal than they would experience in a bankruptcy scenario.

5.0 The Trustee's Report

Attached to this letter is the Trustee's Report which contains more detailed background and information with respect to EmberClear, its projects, the restructuring process and the Trustee's reasons for recommending that EmberClear's creditors accept the proposal.

◆ ◆ ◆

If you have questions regarding the terms of the proposal, the Trustee's recommendation or you require assistance in completing the enclosed documents please contact:

Jessica Caden	403.206.5394
Robert J. Taylor	403.233.7112

Yours very truly,

ERNST & YOUNG INC.
TRUSTEE IN THE MATTER
OF THE PROPOSAL OF
EMBERCLEAR CORP.

A handwritten signature in black ink, appearing to be 'RJT', is located below the typed name of Robert J. Taylor.

Robert J. Taylor, FCA, CIRP
Encl.

District of: Alberta
 Division No. 02 - Calgary
 Court No.
 Estate No.

Original

Exhibit "C2"
 Amended

-- Form 78 --
 Statement of Affairs (Business Proposal) made by an entity
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

In the matter of the Proposal of
 EmberClear Corp.

To the debtor:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the filing of your proposal (or notice of intention, if applicable), on the 5th day of May 2016. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES (as stated and estimated by the officer)		ASSETS (as stated and estimated by the officer)	
1. Unsecured creditors as per list "A"	8,568,074.52	1. Inventory	0.00
Balance of secured claims as per list "B"	0.00	2. Trade fixtures, etc.	0.00
Total unsecured creditors	8,568,074.52	3. Accounts receivable and other receivables, as per list "E"	
2. Secured creditors as per list "B"	0.00	Good	0.00
3. Preferred creditors as per list "C"	70,000.00	Doubtful	0.00
4. Contingent, trust claims or other liabilities as per list "D"		Bad	0.00
estimated to be reclaimable for	625,000.00	Estimated to produce	0.00
Total liabilities	9,263,074.52	4. Bills of exchange, promissory note, etc., as per list "F"	0.00
Surplus	NIL	5. Deposits in financial institutions	0.00
		6. Cash	599,685.00
		7. Livestock	0.00
		8. Machinery, equipment and plant	0.00
		9. Real property or immovable as per list "G"	593,750.00
		10. Furniture	0.00
		11. RRSPs, RRFIs, life insurance, etc.	0.00
		12. Securities (shares, bonds, debentures, etc.)	0.00
		13. Interests under wills	0.00
		14. Vehicles	0.00
		15. Other property, as per list "H"	0.00
		If debtor is a corporation, add:	
		Amount of subscribed capital	0.00
		Amount paid on capital	0.00
		Balance subscribed and unpaid	0.00
		Estimated to produce	0.00
		Total assets	1,193,435.00
		Deficiency	8,069,639.52

I, David Anderson, of the city of Calgary in the Province of Alberta, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 5th day of May 2016 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED)

before me at the city of Calgary in the Province of Alberta, on this 5th day of May 2016.

Robert Taylor, Commissioner of Oaths
 For the Province of Alberta
 Expires Mar. 16, 2018

David Anderson

District of: Alberta
 Division No. 02 - Calgary
 Court No.
 Estate No.

Exhibit "C3"

FORM 78 -- Continued

List "A"
 Unsecured Creditors

EmberClear Corp.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	1192916 ALBERTA LTD	28 PUMPMEADOW CRES SW Calgary AB T2V 5C8	36,000.00	0.00	36,000.00
2	228277 Holdings Ltd.	#2 710072 Highway #40 County of Grande Prairie AB T8W 5B6	100,000.00	0.00	100,000.00
3	375952 ALBERTA LTD.	503 42 AVE SE Calgary AB T2G 1Y7	99,000.00	0.00	99,000.00
4	Albert Lin	6219 Virgo Road Oakland CA 94611 USA	27,000.00	0.00	27,000.00
5	ALLEN DIEDE	18 MOUNTAIN PARK DRIVE SE Calgary AB T2Z 1P1	27,000.00	0.00	27,000.00
6	Andrews Kurth LLP	PO Box 301276 Dallas TX 75303-1276 USA	257,163.75	0.00	257,163.75
7	AOL Inc.	770 Broadway, 4th Floor New York NY 10003-9558 USA	150,000.00	0.00	150,000.00
8	Barrie Reagan	18 Rosery Place Calgary AB T2K 1L2	36,000.00	0.00	36,000.00
9	BILL ORCHARD	315 MILLRISE DR SW Calgary AB T2Y 2B4	45,000.00	0.00	45,000.00
10	BOW SUMMIT RESOURCES LTD., C/O GRANT GOODMAN	701-9803-24 ST SW Calgary AB T2V 1S5	36,000.00	0.00	36,000.00
11	BRIAN HEARST	3819 ELBOW DR SW Calgary AB T2S 2J9	9,000.00	0.00	9,000.00
12	BRUCE HANCHAR	47 PATTERSON HILL SW Calgary AB T3H 2E7	90,000.00	0.00	90,000.00
13	Burnet, Duckworth & Palmer LLP	2400, 525 - 8 Avenue SW Calgary AB T2P 1G1	112,606.60	0.00	112,606.60
14	CAFO	200 University Avenue, Suite 501 Toronto ON M5H 3C6	2,972.80	0.00	2,972.80
15	Caroline Kerr	294 Somerside Pk. SW Calgary AB T2Y 3G6	17,000.00	0.00	17,000.00
16	CCA Capital LLC	One Boston Place - 201 Washington Street, Suite 3825 Boston MA 02108-4403 USA	175,000.00	0.00	175,000.00
17	CHRIS CHAMBERLAIN	2532 TORONTO CRESCENT Calgary AB T2N 3W1	99,000.00	0.00	99,000.00
18	Cindy Bosse	Site 3, Box 9, RR#2 Carstairs AB T0M 0N0	15,000.00	0.00	15,000.00
19	CNW	88 Queens Quay West Suite 300 Toronto ON M5J 0B8	1,200.00	0.00	1,200.00
20	COLIN SHEEDY	416 SANDSTONE PLACE OKOTOKOS AB T1S 1P9	54,000.00	0.00	54,000.00
21	Computershare Trust Company of Canada	510 Burrard Street, 3rd Floor Vancouver BC V6C 3B9	2,481.52	0.00	2,481.52
22	DALE DUSTERHOFT	31084 SWIFT CREEK TERRACE Calgary AB T3Z 0B7	198,000.00	0.00	198,000.00
23	DAN O'REILLY	C/O 1015 - 13TH AVE SW Calgary AB T2R 0L5	153,000.00	0.00	153,000.00
24	DARRELL LETKEMAN	4920 NANTON ROAD NW Calgary AB T2K 2N2	54,000.00	0.00	54,000.00

22-Apr-2016

Date

David Anderson

District of: Alberta
 Division No. 02 - Calgary
 Court No.
 Estate No.

Exhibit "C3"

FORM 78 -- Continued

List "A"
 Unsecured Creditors

EmberClear Corp.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
25	DARREN LEE	4 RAY BAY BLVD Cleveland QLD 4163 Australia	18,000.00	0.00	18,000.00
26	Darren Olson	2625 24A Street SW Calgary AB T3E 1W2	100,000.00	0.00	100,000.00
27	David Berg	67 Watts Crescent Kingston ON K7M 2P4	50,000.00	0.00	50,000.00
28	David Browne	1539 Windsor Street NW Calgary AB T2N 3X5	50,000.00	0.00	50,000.00
29	DAVID BROWNE	1539 WINDSOR ST NW Calgary AB T2N 3X5	54,000.00	0.00	54,000.00
30	David E. Kaplan	5785 Harbord Drive Oakland CA 94611 USA	9,000.00	0.00	9,000.00
31	DAVID WINTER	1130 FRONTENAC AVE SW Calgary AB T2T 1B6	72,000.00	0.00	72,000.00
32	DCO Energy LLC	52 McKillip Rd. Absecon NJ 08201 USA	625,000.00	0.00	625,000.00
33	DEREK TRAPP & ISABELLE TRAPP	3271 SIGNAL HILL DRIVE SW Calgary AB T3H 3T7	45,000.00	0.00	45,000.00
34	DON CHAMBERLAIN C/O MAISON MAZEL LTD.	6806 RAILWAY STREET SE Calgary AB T2H 3A6	297,000.00	0.00	297,000.00
35	Donald Kerr	294 Somerside Pk. SW Calgary AB T2Y 3G6	8,000.00	0.00	8,000.00
36	DONALD KERR	294 SOMERSIDE PK SW Calgary AB T2Y 3G6	36,000.00	0.00	36,000.00
37	Donald Luft	146 Mt. Douglas Close SE Calgary AB T2Z 3S1	200,000.00	0.00	200,000.00
38	DR. DAGMAR MUELLER	135 SNOWBERRY VIEW Calgary AB T3Z 3C5	63,000.00	0.00	63,000.00
39	DUNCAN MCINTOSH	32 WOOD CRES SW Calgary AB T2W 4B6	108,000.00	0.00	108,000.00
40	ED HUCMAN	1140 - 42 ST SW Calgary AB T3C 1Z1	36,000.00	0.00	36,000.00
41	ELEANOR CHIU	1005 11 AVE SW Calgary AB T2R 0G1	108,000.00	0.00	108,000.00
42	ELEANOR CHIU	1005 11 AVE SW Calgary AB T2R 0G1	144,000.00	0.00	144,000.00
43	Eleanor Chiu and/or Wayne Chiu	1005-11 Ave SW Calgary AB T2R 0G1	100,000.00	0.00	100,000.00
44	F. Garfield Anderson	102 Eagle Ridge Drive SW Calgary AB T2V 2V4	45,000.00	0.00	45,000.00
45	FAYE AUVIGNE	2, 38419 - RANGE ROAD 284 RED DEER AB T4S 1Z9	27,000.00	0.00	27,000.00
46	FLORENCE JAMES	218 HIDDEN RANCH PL NW Calgary AB T3A 5N8	18,000.00	0.00	18,000.00
47	GABRIEL OLLIVER	100 SPRING VALLEY WAY SW CALGARY AB T3H 4V1	36,000.00	0.00	36,000.00
48	GHASSEN HAMIDI	16 MOUNT DOUGLAS CIRCLE SE Calgary AB T2Z 3N9	27,000.00	0.00	27,000.00

22-Apr-2016

Date

David Anderson

District of: Alberta
 Division No. 02 - Calgary
 Court No.
 Estate No.

Exhibit "C3"

FORM 78 -- Continued

List "A"
 Unsecured Creditors

EmberClear Corp.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
49	Grant Thornton LLP	1212 - 2000 Barrington Street Halifax NS B3J 3K1	328,030.95	0.00	328,030.95
50	GREG BURROWS & CINDY BURROWS	110 TUSCANNY GLEN PARK NW Calgary AB T3G 3E6	18,000.00	0.00	18,000.00
51	GRUNDY HOLDINGS INC	14445 123 AVE NW EDMONTON AB T5L 2Y1	117,000.00	0.00	117,000.00
52	HAL LANDRY	404-1828-14 ST SW Calgary AB T2T 3S9	54,000.00	0.00	54,000.00
53	HARRY CAMPBELL C/O BURNET DUCKWORTH &PALMER LLP	525 8TH AVE SW UNIT 2400 Calgary AB T2P 1G1	54,000.00	0.00	54,000.00
54	HOWIE KLETTL	129 SIENNA PARK DR SW Calgary AB T3H 5H4	9,000.00	0.00	9,000.00
55	HUGH HARLINGTON	2280 LYTHE COURT WEST VANCOUVER BC V7S 3H8	54,000.00	0.00	54,000.00
56	James Palumbo	15 Steinbeck Drive Moosic PA 18507 USA	9,000.00	0.00	9,000.00
57	JAMES ROMERIL	127 KINCORA PT NW Calgary AB T3R 0A5	18,000.00	0.00	18,000.00
58	JOHN BARRON	39 BAYCREST CRT SW Calgary AB T2V 5K1	27,000.00	0.00	27,000.00
59	JOHN BARRON	39 BAYCREST CRT SW Calgary AB T2V 5K1	27,000.00	0.00	27,000.00
60	John van Roessel	96 Mt. Beicher Place SE Calgary AB T2Z 2G1	20,999.70	0.00	20,999.70
61	Julie Cohen	EMB 325 Stone Road North Abington Twp. PA 18414 USA	9,000.00	0.00	9,000.00
62	Keith Rose	84 Sunrise Circle SE Calgary AB T2X 3A6	100,000.00	0.00	100,000.00
63	KEITH ROSE	84 SUNRISE CIR SE Calgary AB T2X 3A6	99,000.00	0.00	99,000.00
64	KENNETH BERG	24 STRATHWOOD BAY SW Calgary AB T3H 1V6	99,000.00	0.00	99,000.00
65	Kevin Suffern	7 Lynnview Court SE Calgary AB T2C 3A4	100,000.00	0.00	100,000.00
66	Kevin Suffern	7 Lynnview Court SE Calgary AB T2C 3A4	49,000.00	0.00	49,000.00
67	KURTIS LIVELY	PO BOX 1740 NANTON AB T0L 1R0	18,000.00	0.00	18,000.00
68	L. ROBIN LITTLE	102 HARVEST OAK CRES NE Calgary AB T3K 4C9	45,000.00	0.00	45,000.00
69	LARRY FEDCHUN	41 ASPEN RIDGE WAY SW Calgary AB T3E 5M2	27,000.00	0.00	27,000.00
70	LES GUZOWSKI	PO BOX 8, SITE 16 MILLARVILLE AB T0L 1K0	153,000.00	0.00	153,000.00
71	Mark Morin	435 Woodbend Road SW Calgary AB T2J 1L7	100,000.00	0.00	100,000.00
72	MARK SHILLING	5555 ELBOW DR SW SUITE 213 Calgary AB T2V 1H7	27,000.00	0.00	27,000.00

22-Apr-2016

Date

David Anderson

District of: Alberta
 Division No. 02 - Calgary
 Court No.
 Estate No.

Exhibit "C3"

FORM 78 – Continued

List "A"
 Unsecured Creditors

EmberClear Corp.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
73	MARLENE DIEDE	18 MOUNTAIN PARK DRIVE SE Calgary AB T2Z 1P1	27,000.00	0.00	27,000.00
74	Martin Lin	2016 Park Street Houston TX 77019 USA	18,000.00	0.00	18,000.00
75	Mary Jill Daly	401 North 31st Street, Suite 1700 PO Box 7028 Billings MT 59101 USA	99,000.00	0.00	99,000.00
76	MAURICE ILES	29 RAVENSCRAG CRES NORGLLENWOLD AB T4S 1S5	18,000.00	0.00	18,000.00
77	MELANIE NAHAYOWSKI	18-210 25 AVE SW Calgary AB T2S 0L1	45,000.00	0.00	45,000.00
78	MELANIE NAHAYOWSKI	18-210 25 AVE SW Calgary AB T2S 0L1	18,000.00	0.00	18,000.00
79	Michael (Tony) Nunziata	232 3rd Avenue NE Calgary AB T2E 0H2	40,000.00	0.00	40,000.00
80	MICHAEL A NUNZIATA	232 3 AVE NE Calgary AB T2E 0H2	45,000.00	0.00	45,000.00
81	MIRKO POCKAR	121 ARTISTS VIEW DR Calgary AB T3Z 3N4	99,000.00	0.00	99,000.00
82	Murray Cobbe	51 Lynx Meadow Drive Calgary AB T3L 2L9	885,000.00	0.00	885,000.00
83	MURRAY COBBE	51 LYNX MEADOW DR Calgary AB T3L 2L9	198,000.00	0.00	198,000.00
84	MURRAY COBBE	51 LYNX MEADOW DR Calgary AB T3L 2L9	270,000.00	0.00	270,000.00
85	OLLIVIER CONSULTING GROUP	100 SPRING VALLEY WAY SW Calgary AB T3H 4V1	90,000.00	0.00	90,000.00
86	PATTI-JO NAUGHTON	199 ASPEN HILLS CLOSE SW Calgary AB T3H 0C8	9,000.00	0.00	9,000.00
87	Peter James	301 - 354 2nd Avenue NE Calgary AB T2E 0E3	50,000.00	0.00	50,000.00
88	Peter Kinash	224 -15th avenue SW Calgary AB T2R 0P7	18,000.00	0.00	18,000.00
89	Providence Engineering	1201 Main Street Baton Rouge LA 70802 USA	29,517.50	0.00	29,517.50
90	RANDY ROLLANS	PO BOX 5129 STN A Calgary AB T2H 1X3	45,000.00	0.00	45,000.00
91	ROB SALT	BOX 16, RR 1, SITE 2 DEWINTON AB T0L 0X0	36,000.00	0.00	36,000.00
92	ROBERT BUCHAN	252 SUNRISE CIR SE Calgary AB T2X 2Z6	18,000.00	0.00	18,000.00
93	ROBERT DICKSON	PO BOX 94 CHAUVIN AB T0B 0V0	36,000.00	0.00	36,000.00
94	ROBERT DICKSON	PO BOX 94 CHAUVIN AB T0B 0V0	9,000.00	0.00	9,000.00
95	Robert J. Stark	781 Santa Barbara Rd. Berkeley CA 94707 USA	36,000.00	0.00	36,000.00
96	ROBERT RIOPEL	5311-66 LAMINGTON STREET NEW FARM QLD 4005 Australia	9,000.00	0.00	9,000.00

22-Apr-2016

Date

David Anderson

District of: Alberta
 Division No. 02 - Calgary
 Court No.
 Estate No.

Exhibit "C3"

FORM 78 -- Continued

List "A"
 Unsecured Creditors

EmberClear Corp.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
97	Roger Jain	7322 SW Freeway, Suite 1100 Houston TX 77074 USA	18,000.00	0.00	18,000.00
98	Shawn Bosse	Site 3, Box 9, RR#2 Carstairs AB T0M 0N0	23,000.00	0.00	23,000.00
99	SHAWN BOSSE	RR2, SITE 3, BOX 9 CARSTAIRS AB T0M 0N0	63,000.00	0.00	63,000.00
100	STANLEY SMITH	35 BAYCREST CRT SW Calgary AB T2V 5K1	27,000.00	0.00	27,000.00
101	STRADBROOKE HOLDINGS LTD, C/O HARRY CAMPBELL	525 8TH AVE SW SUITE 2400 Calgary AB T2P 1G1	45,000.00	0.00	45,000.00
102	Sue Riddell Rose	41 Woodhaven View SW Calgary AB T2W 5P6	100,000.00	0.00	100,000.00
103	Sue Riddell Rose and/or Michael Rose ITF Brendan Rose	41 Woodhaven View SW Calgary AB T2W 5P6	3,600.00	0.00	3,600.00
104	Sue Riddell Rose and/or Michael Rose ITF Jackson Riddell	41 Woodhaven View SW Calgary AB T2W 5P6	2,200.00	0.00	2,200.00
105	Sue Riddell Rose and/or Michael Rose ITF Jeremy Rose	41 Woodhaven View SW Calgary AB T2W 5P6	3,600.00	0.00	3,600.00
106	Sue Riddell Rose ITF Aidan Rose	41 Woodhaven View SW Calgary AB T2W 5P6	3,600.00	0.00	3,600.00
107	Susanne van Roessel	96 Mt. Belcher Place SE Calgary AB T2Z 2G1	9,000.00	0.00	9,000.00
108	THOMAS DEWAAL	75 HAVERHILL RD SW Calgary AB T2V 3E4	27,000.00	0.00	27,000.00
109	TIMOTHY HARKEMA	2128 LAKE BONAVIDA DR SE Calgary AB T2J 3Z6	54,000.00	0.00	54,000.00
110	Truly, Smith & Latham, PLLC	320 Main Street PO Box 1307 Natchez MS 39121 USA	3,750.00	0.00	3,750.00
111	Tun Myo Professional Corporation	1700, 521-3rd Avenue SW Calgary AB T2P 3R3	38,352.00	0.00	38,352.00
112	Tupelo Holdings Ltd.	7 Lynnview Court SE Calgary AB T2C 3A4	100,000.00	0.00	100,000.00
113	Virtus Holdings Ltd.	25 Cougar Ridge Cove SW Calgary AB T3H 0S5	110,999.70	0.00	110,999.70
114	Wes Dainard	24 Rivercroft Close SE Calgary AB T2C 3X4	25,000.00	0.00	25,000.00
115	Wes Dainard	24 Rivercroft Close SE Calgary AB T2C 3X4	75,000.00	0.00	75,000.00
116	WES DAINARD	24 RIVERCROFT CLOSE SE Calgary AB T2C 3X1	54,000.00	0.00	54,000.00
Total:			8,568,074.52	0.00	8,568,074.52

22-Apr-2016

Date

David Anderson

District of: Alberta
Division No. 02 - Calgary
Court No.
Estate No.

Exhibit "C3"

FORM 78 -- Continued

List "B"
Secured Creditors

EmberClear Corp.

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim
			Total: 0.00			0.00	0.00	0.00

22-Apr-2016

Date

David Anderson

District of: Alberta
Division No. 02 - Calgary
Court No.
Estate No.

Exhibit "C3"

FORM 78 -- Continued

List "C"
Preferred Creditors for Wages, Rent, etc.

EmberClear Corp.

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
1	Employees	2200, 215 2nd Street SW Calgary AB T2P 1M4			70,000.00	0.00	70,000.00
Total:					70,000.00	0.00	70,000.00

22-Apr-2016

Date

David Anderson

District of: Alberta
Division No. 02 - Calgary
Court No.
Estate No.

Exhibit "C3"

FORM 78 -- Continued

List "D"
Contingent or Other Liabilities

EmberClear Corp.

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
1	DCO Energy LLC	52 McKillip Rd. Absecon NJ 08201 USA	625,000.00	0.00		Claimed
Total:			625,000.00	0.00		

22-Apr-2016

Date

David Anderson

District of: Alberta
 Division No. 02 - Calgary
 Court No.
 Estate No.

Exhibit "C3"

FORM 78 -- Continued

List "E"
 Debts Due to the Debtor

EmberClear Corp.

No.	Name of debtor	Address and occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
			Total:	0.00 0.00 0.00			0.00	

22-Apr-2016

Date

David Anderson

District of: Alberta
Division No. 02 - Calgary
Court No.
Estate No.

Exhibit "C3"

FORM 78 -- Continued

List "F"

Bills of Exchange, Promissory Notes, Lien Notes, Chattel
Mortgages, etc., Available as Assets

EmberClear Corp.

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupation	Amount of bill or note, etc.	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note, etc.
Total:				0.00		0.00	

22-Apr-2016

Date

David Anderson

District of: Alberta
Division No. 02 - Calgary
Court No.
Estate No.

Exhibit "C3"

FORM 78 -- Continued

List "G"
Real Property or Immovables Owned by Debtor

EmberClear Corp.

Description of property	Nature of debtor interest	In whose name does title stand	Total value	Particulars of mortgages, hypothecs, or other encumbrances (name, address, amount)	Equity or surplus
Land - Tremont - Porter and Frailey Townships - 319 Acres in Tremont, PA	100 %	EmberClear Corp.	593,750.00		0.00
Total:			593,750.00		0.00

22-Apr-2016

Date

David Anderson

District of: Alberta
Division No. 02 - Calgary
Court No.
Estate No.

Exhibit "C3"

FORM 78 -- Concluded

List "H"
Property

EmberClear Corp.

FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions			0.00	0.00
(d) Cash on hand		Cash on hand	599,685.00	599,685.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities			0.00	0.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles			0.00	0.00
(l) Taxes			0.00	0.00
(m) Other			0.00	0.00
			Total:	599,685.00

22-Apr-2016

Date

David Anderson



Ernst & Young Inc.
2200, 201 2nd Street SW
Calgary, AB T2P 1M4

Tel: 403-206-5153
Fax: 403-206-5075
ey.com

NOTICE TO THE DEBENTURE HOLDERS (CREDITORS) OF EMBERCLEAR CORP.

TO:



On May 5, 2016, EmberClear Corp. ("EmberClear") lodged a proposal under Part III of the *Bankruptcy and Insolvency Act* (the "Act") with Ernst & Young Inc. ("EY") the Trustee in this matter, which was filed with the Office of the Superintendent of Bankruptcy on the same date (the "Proposal"). EmberClear is restructuring its affairs pursuant to the Proposal.

EmberClear raised funds for its operations by issuing two (2) sets of debentures, CDN \$4.5 million in June 2012 and CDN \$2.3 million in August 2014. EmberClear's Proposal provides that distributions to debenture holders will be based on the principal amount of each debenture holder's proven claim and without interest.

EMBERCLEAR HAS REVIEWED ITS RECORDS AND ACCEPTS THAT YOUR CLAIM AGAINST EMBERCLEAR, AS OF APRIL 30, 2016, WAS AN UN SECURED CLAIM IN THE PRINCIPAL AMOUNT OF \$99,000.

IN THE EVENT THAT YOU AGREE WITH EMBERCLEAR'S ASSESSMENT OF YOUR CLAIM, YOU NEED TAKE NO FURTHER ACTION IN RESPECT OF YOUR CLAIM OTHER THAN CHOOSING EITHER THE CASH OPTION OR THE NOTE OPTION AND COMPLETING THE VOTING LETTER. IF YOU WISH TO DISPUTE EMBERCLEAR'S ASSESSMENT OF YOUR CLAIM, YOU MUST TAKE THE STEPS OUTLINED BELOW.

If a debenture holder disagrees with the assessment of its claim set out in the EmberClear Notice to Debenture Holders (Creditors), the debenture holder must complete and return to the Trustee, a completed Proof of Claim advancing a claim in a different amount supported by appropriate documentation. A blank Proof of Claim form is enclosed. The Proof of Claim must be received by the Trustee by 11:00 pm on May 24, 2016. If no Proof of Claim is received by the Trustee by that date, the amount of such creditor's claim and its status as an unsecured claim will be, subject to further order of the Court of Queen's Bench of Alberta (the "Court"), conclusively deemed to be as shown in this EmberClear Notice to Debenture Holders (Creditors).

Where a Proof of Claim is sent to the Trustee by a debenture holder, the Trustee and EmberClear will review the Proof of Claim and, as soon as reasonably practicable, provide to the debenture holder a notice in writing as to whether the claim set out in the Proof of Claim is accepted, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, the Trustee will issue a Notice of Disallowance indicating the reasons for the determination or disallowance.

Where a debenture holder objects to a Notice of Disallowance, the debenture holder, on notice to the Trustee, must appeal to the Court within 30 days after service of the Notice of Disallowance,



or such further time as may be permitted by the Court on application made within the 30 day period, otherwise the determination or disallowance by the Trustee is final and conclusive.

If you have any questions regarding this claims procedure or the attached materials, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-[].

Dated the 12th day of May, 2016 in Calgary, Alberta.

Ernst & Young Inc., in its capacity as
Trustee in the proposal of EmberClear Corp.

A handwritten signature in black ink, appearing to be "RJT", is written over the printed name of Robert J. Taylor.

Robert J. Taylor, CA•CIRP
Senior Vice President

District of: Alberta
Division No.: 02 - Calgary
Court No.: 25-2119793
Estate No.: 25-2119793

IN THE MATTER OF THE PROPOSAL OF
EMBERCLEAR CORP
Debtor

Ernst & Young Inc.
Trustee

MINUTES OF THE GENERAL MEETING OF CREDITORS HELD
May 25, 2016 at 10:00 AM at
Suite 2200, 215 2nd Street SW, Calgary, AB

CHAIRPERSON

Robert J. Taylor, Trustee

PRESENT

David Anderson, representing Debtor
John Regush, Debtor legal counsel, Dentons Canada LLP
Jessica Caden, representing Trustee
Creditors as per the attached attendance list

ATTENDANCE

The Chairperson informed all persons present, that a creditor would not be entitled to vote unless he has lodged with the Trustee a proof of claim prior to the time specified for the meeting and proceeded to record the attendance of those creditors present or represented.

QUORUM

The Chairperson reviewed the proofs of claim and the voting letters and determined that a quorum was present or represented and that the meeting was properly constituted.

PURPOSE OF THE MEETING

The Chairperson called the meeting to order at 10:00 AM and informed the meeting of the Chairperson's authority and the right of appeal provided by Section 51(3) of the *Bankruptcy & Insolvency Act*.

The Chairperson informed the creditors that the purpose of this meeting was to consider the affairs of the debtor and the terms and conditions of the Proposal filed with the Trustee.

DOCUMENTS TABLED

The following documents were tabled:

Notice to Creditors package dated May 12, 2016;
Proposal filed May 5, 2016; and
Trustee's Report dated May 12, 2016.

TRUSTEE'S REPORT TO THE CREDITORS

As filed.

QUESTION PERIOD

There were no questions.

VOTING

There being no further questions, the Trustee proceeded to the voting on the proposal. The results were announced as follows:

With respect to the unsecured creditors:

In favour:	75 (100%)	\$5,884,487 (100%)
Against:	0 (0%)	\$0 (0%)

The Chairperson advised that the Proposal was accepted.

APPOINTMENT OF INSPECTORS

The Chairperson advised the creditors of the duties of an Inspector, the eligibility requirements provided by the Act and that creditor could elect up to five inspectors. The Trustee called for the nominations of candidates.

No inspectors were appointed.

ADJOURNMENT

There being no further business, the Chairperson adjourned the meeting at 10:10 AM.



Robert J. Taylor, Chairperson and Trustee

May 25, 2016

Attachments:
Attendance List
Voting Register

Exhibit "E"

Company Name	Address	City	Province	Postal Code	Value	Notes
GABRIEL OLIVER	100 SPRING VALLEY WAY SW	CALGARY	AB	T2H 4V1	36,000.00	
BOW SUMMIT RESOURCES LTD. / C/O GRANT GOODMAN	701 9803-24 ST SW	CALGARY	AB	T2V 1S5	36,000.00	
OLIVER CONSULTING GROUP	100 SPRING VALLEY WAY SW	CALGARY	AB	T2H 4V1	90,000.00	
MICHAEL A. INUNZIATA	232 3 AVE NE	CALGARY	AB	T2E 0R2	45,000.00	
MAURICE ILES	29 RAVENCREST CRES	INDRIGLEWOOD	AB	T4S 1S5	18,000.00	
LEONARD CHIU	1005 11 AVE SW	CALGARY	AB	T2R 0G3	144,000.00	
DAVID WALTER	1005 11 AVE SW	CALGARY	AB	T2R 0G3	144,000.00	
DAVID WALTER	1131 BOWENFAC AVE SW	CALGARY	AB	T2E 1S9	144,000.00	
SHAWN BOESE	882, SIE 3, BOX 9	CANSTAR	AB	T0M 0N0	63,000.00	
HOWIE ALETTI	129 SEYMOUR PARK DR SW	CALGARY	AB	T2H 5H4	9,000.00	
HUGH HARRINGTON	2280 17TH COURT	WEST VANCOUVER	BC	V7S 3H8	54,000.00	
Bernie Rogan	25 Cougar Ridge Cove SW	CALGARY	AB	T2R 0S5	36,000.00	
Veronica Boudreau	18 Honey Place	CALGARY	AB	T2K 1L2	36,000.00	
Sharon Boudreau	18 Honey Place	CALGARY	AB	T2K 1L2	36,000.00	
Sharon van Rossed	96 ML Becker Place SE	CALGARY	AB	T2E 2S1	9,000.00	
Albert Lin	6219 Virgo Road	OKLAND	CA	94611	27,000.00	
Peter Kinosh	224 15th Avenue SW	CALGARY	AB	T2R 0P7	18,000.00	
Roger Jain	7322 SW Freeway, Suite 1100	Houston	TX	77074	18,000.00	
James Williams	401 North 12th Street, Suite 1700 PO Box 7028	Billings	MT	59115	99,000.00	
James Williams	15 Stenwick Drive	MOONIC	PA	19640	9,000.00	
Julie Cohen	665 218 20 Avenue SW	CALGARY	AB	T2S 2T9	9,000.00	
David E. Kaplan	5785 Harbord Drive	OKLAND	CA	94611	18,000.00	
Martin Lin	2016 Park Street	Houston	TX	77019	36,000.00	
Robert I. Slack	781 Santa Barbara Rd	BENEFLEY	CA	94707	36,000.00	
Keith Rose	84 Sunrise Circle SE	CALGARY	AB	T2K 3A6	100,000.00	
Wes Dismard	24 Bowmont Close SE	CALGARY	AB	T2E 1A4	25,000.00	
Wes Dismard	24 Bowmont Close SE	CALGARY	AB	T2E 1A4	25,000.00	
David Berg	67 Wats Crescent	CALGARY	AB	K1R 0R4	50,000.00	
Murray Cobbe	51 Lynn Meadow Drive	CALGARY	AB	T2L 219	885,000.00	
David Browne	1519 Windsor Street NW	CALGARY	AB	T2N 3K5	50,000.00	
Kevin Siffren	7 Lynnewood Court SE	CALGARY	AB	T2C 3A4	100,000.00	
Thiago Insua & Ltd	7 Lynnewood Court SE	CALGARY	AB	T2C 3A4	100,000.00	
Shawn Siffren	146 Mt Douglas Close SE	CALGARY	AB	T2E 3S1	200,000.00	
Shawn Siffren	146 Mt Douglas Close SE	CALGARY	AB	T2E 3S1	200,000.00	
Mark Olson	2625 344 Street SW	CALGARY	AB	T2E 1R2	100,000.00	
Mark Olson	435 Woodberry Road SW	CALGARY	AB	T2L 1L7	100,000.00	
William J. Numaata	82 210072 Highway #8D	County of Grande Prairie	AB	T2E 0H6	40,000.00	
Donald Keil	232 3rd Avenue NE	CALGARY	AB	T2E 0H2	8,000.00	
Chris Kerr	294 Somerset PK SW	CALGARY	AB	T2V 3E6	17,000.00	
Chris Kerr	294 Somerset PK SW	CALGARY	AB	T2V 3E6	17,000.00	
Kevin Siffren	2 Lynnewood Court SE	CALGARY	AB	T2C 3A4	40,000.00	
Kevin Siffren	2 Lynnewood Court SE	CALGARY	AB	T2C 3A4	40,000.00	
Sue Riddell Rose	41 Woodhaven View SW	CALGARY	AB	T2W 5P6	100,000.00	
Sue Riddell Rose and/or Michael Rose (IF Jeremy Rose)	41 Woodhaven View SW	CALGARY	AB	T2W 5P6	3,600.00	
Sue Riddell Rose (IF Adlan Rose)	41 Woodhaven View SW	CALGARY	AB	T2W 5P6	3,600.00	
Sue Riddell Rose and/or Michael Rose (IF Benjamin Rose)	41 Woodhaven View SW	CALGARY	AB	T2W 5P6	3,600.00	
Blair Choudry, Wayne & Co	10255 15th Avenue SW	CALGARY	AB	T2W 5P6	2,800.00	
Shawn Rose	Site 3, Box 9 19802	Gratias	AB	T0M 0N0	21,000.00	
Grant Thornton LLP	1212 2000 Barrington Street	Halifax	NS	B3J 3N1	328,030.95	
Burrett, Duckworth & Palmer LLP	2400, 525 - 8 Avenue SW	CALGARY	AB	T2P 1G1	112,626.60	
Tun Mwe Professional Corporation	1790, 521 3rd Avenue SW	CALGARY	AB	T2P 3E3	38,352.00	
CNO	88 Queens Quay West, Suite 300	Toronto	ON	M5S 0B8	1,200.00	
Chow Investment Trust Company of Canada	200 University Avenue, Suite 501	Toronto	ON	M5H 3E9	2,972.80	
AOI Inc.	1000 University Avenue, 4th Floor	New York	NY	10003	150,000.00	
CCA Capital LLC	770 Broadway, 4th Floor	New York	NY	10003-5558	175,000.00	
Andrews Kurth LLP	One Boston Place - 201 Washington Street, Suite 382	Boston	MA	02108-4403	175,000.00	
Truly, Smith & Latham, PLLC	PO Box 301276	Dallas	TX	75303-1276	257,163.75	
Providence Engineering	1201 Main Street PO Box 1307	Baton Rouge	LA	70802	3,750.00	
CCC Energy, LLC	52 McMillan Rd	Aurora	NU	08201	29,517.50	