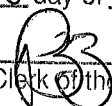


COURT FILE NUMBER 1701-01142
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY



PLAINTIFFS CHINA MINSHENG BANKING CORP., LTD.,
HONG KONG BRANCH AND CHINA
MINSHENG BANKING CORP., LTD.,
SHANGHAI BRANCH, AND SONICFIELD
GLOBAL LIMITED, AS SECURED
LENDERS, AND COMPUTERSHARE
TRUST COMPANY OF CANADA, IN ITS
CAPACITY AS COLLATERAL AGENT FOR
AND ON BEHALF OF THE SECURED
LENDERS

I hereby certify this to be a true copy of
the original order
Dated this 28 day of May 2018

for Clerk of the Court

DEFENDANTS GRANDE CACHE COAL LP, GRANDE
CACHE COAL CORPORATION, UP
ENERGY (CANADA) LIMITED AND 0925165
B.C. LTD.

DOCUMENT **CONSENT ORDER (AMENDING SALE APPROVAL AND VESTING ORDER)**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS DOCUMENT
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DATE ON WHICH ORDER WAS PRONOUNCED: May 25, 2018
NAME OF JUDGE WHO MADE THIS ORDER: Honourable Justice G. A. CAMPBELL
LOCATION OF HEARING: Calgary, Alberta

UPON the application (the "**Application**") of Deloitte Restructuring Inc., in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of the undertaking, property and assets of Grande Cache Coal LP and Grande Cache Coal Corporation (collectively, the "**Debtors**") for an order amending the Order (Sale Approval and Vesting Order) granted herein on January 8, 2018 (the "**SAVO**") approving the sale transaction (the "**Transaction**") contemplated by an agreement of purchase and sale (the "**Sale Agreement**") between the Receiver and Sonicfield Global Limited or its assignee (the "**Purchaser**") dated December 22, 2017;

AND UPON HAVING READ the receivership orders dated January 24, 2017 and February 3, 2017 (collectively, the "**Receivership Order**"); **AND UPON NOTING** the consent hereto of counsel for the Purchaser; **AND UPON HEARING** the submissions of counsel for the Receiver, the Purchaser, and any other parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

AMENDMENT OF SAVO

1. Paragraph 4 of the SAVO is hereby deleted in its entirety and replaced with the following paragraph 4:

4. Upon the delivery of the Receiver's Certificate, and upon the filing of a certified copy of this Order, together with any applicable registration fees, the Registrar of Land Titles of Alberta (the "**Registrar**") is hereby authorized, requested, and directed to:

- (a) cancel the existing Certificate of Title No. 182 063 446 +2 for those lands and premises legally described as:

Plan 9722205
Block 26
Lot 161
Excepting Thereout all Mines and Minerals

- (b) cancel the existing Certificate of Title No. 182 063 453 for those lands and premises legally described as:

Descriptive Plan 1820898
Block 26
Lot 165
Excepting Thereout all Mines and Minerals
Area: 0.489 Hectares (1.21 Acres) More or Less

- (c) cancel the existing Certificate of Title No. 112 251 520 for those lands and premises legally described as:

Plan 0726030
Block 45
Lot 39
Excepting Thereout all Mines and Minerals

(collectively, the "**Lands**")

and to issue a new Certificates of Title for the Lands in the name of the Purchaser (or its nominee) and to register such transfers, discharges, discharge statements of conveyances, as may be required to convey clear title to the Lands to the Purchaser (or its nominee), which Certificates of Title shall be subject only to those encumbrances (the "Permitted Encumbrances") listed on Schedule "D" hereto.

3. Schedule "D" of the SAVO is hereby deleted in its entirety and replaced with the following Schedule "D":

SCHEDULE "D" TO THE ORDER (SALE APPROVAL AND VESTING ORDER)

PERMITTED ENCUMBRANCES

Title 112 251 520 | Plan 0726030; Block 45; Lot 39

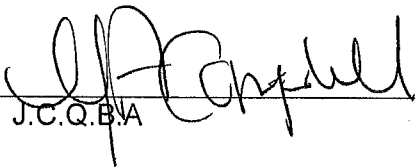
<u>Registration Number</u>	<u>Date</u>	<u>Particulars</u>
072 385 910	27/06/2007	UTILITY RIGHT OF WAY GRANTEE - THE TOWN OF GRANDE CACHE. AS TO PORTION OR PLAN:0726031

Title 182 063 453 | Descriptive Plan 1820898; Block 26; Lot 165

<u>Registration Number</u>	<u>Date</u>	<u>Particulars</u>
102 278 561	10/08/2010	UTILITY RIGHT OF WAY GRANTEE - ALTAGAS UTILITIES INC.

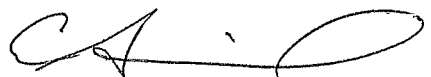
Title No. 182 063 446 +2 | Plan 9722205; Block 26; Lot 161

<u>Registration Number</u>	<u>Date</u>	<u>Particulars</u>
102 278 561	10/08/2010	UTILITY RIGHT OF WAY GRANTEE - ALTAGAS UTILITIES INC.


J.C.Q.B.A.

CONSENTED TO:

BENNETT JONES LLP

Per: 
Chris Simard
Counsel for the Purchaser