

**COURT FILE NUMBER KBG-SA-00151-2022**

**COURT OF KING'S BENCH FOR SASKATCHEWAN  
IN BANKRUPTCY AND INSOLVENCY**

**JUDICIAL CENTRE SASKATOON**

**IN THE MATTER OF THE RECEIVERSHIP OF ABBEY RESOURCES CORP.**

**NOTICE OF APPLICATION  
(Approving Sales Solicitation Process)**

**NOTICE TO RESPONDENTS: All parties listed on the 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 Court. To do so, you must be in Court when the application is heard as shown below:

Where: Court of King's Bench for Saskatchewan  
Judicial Centre of Saskatoon  
520 Spadina Crescent East  
Saskatoon, SK S7K 3G7

Date: October 11, 2022

Time: 1:30 p.m.

Due to the health risks posed by the COVID-19 pandemic, this chambers application will be heard by Webex. If you wish to appear at this chambers application you must immediately contact Craig Frith via email at [cfrith@mcdougallgauley.com](mailto:cfrith@mcdougallgauley.com) in order to obtain the Webex call-in particulars. *(Read the Notice at the end of this document to see what else you can do and when you must do it.)*

**Remedy claimed or sought:**

1. The applicant, MNP Ltd. (the "**Receiver**"), in its capacity as the court-appointed receiver of all the assets, undertakings, and properties of Abbey Resources Crop. ("**Abbey**"), seeks an order pursuant to the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 (the "**BIA**"):

- (a) deeming service of this notice of application and all other materials filed in support of the same on the parties listed in the service list to be good, valid, timely, and sufficient;
- (b) waiving Rule 10-4(2) of *The Queen's Bench Rules*;
- (c) approving the Sales Solicitation Process (the “SSP”) appended to the draft Order;
- (d) authorizing the Receiver and Sayer Energy Advisors (the “**Marketing Agent**”) to implement and carry out the SSP;
- (e) limiting the liability of the Receiver and the Marketing Agent for acts or omissions related to the SSP, except to the extent such acts or omissions are the result of the gross negligence or wilful misconduct of the Receiver or the Marketing Agent; and
- (f) such further and other relief as counsel may advise and this Honourable Court may permit.

**Grounds for Making this Application:**

2. The Receiver, in consultation with Sproule Asset Management Ltd. and the Marketing Agent, has determined that Abbey’s natural gas assets are saleable.

3. The Receiver therefore developed the SSP presented for approval on this application, in consultation with the Marketing Agent, the Ministry of Energy and Resources, Carry the Kettle Nakoda Nation, and Indian Oil and Gas Canada.

4. The SSP clearly identifies the requirements, deadlines, and procedures for participating, and provides for applications to Court in the event of a dispute. The SSP also contemplates a flexible, competitive bidding process.

5. For these reasons, the Receiver is recommending the SSP as a fair, transparent mechanism to optimize the chances of securing the best possible price for Abbey’s natural gas assets in the circumstances.

**Material or evidence to be relied on:**

6. The Receiver relies on the following:
- (a) this Notice of Application and proof of service;
  - (b) the Third Report of the Receiver;
  - (c) the Draft Order Approving the Sales Solicitation Process; and
  - (d) such further and other material as counsel may advise and this Honourable Court may permit.

**Applicable rules:**

7. N/A

**Applicable Acts and Regulations:**

8. The Receiver relies on the *BIA* in making this application.

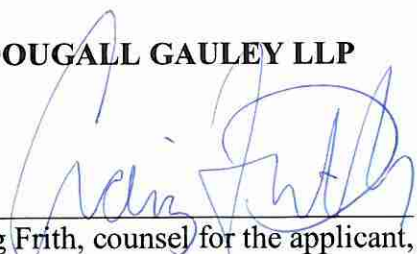
**NOTICE**

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 at the 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.

Dated at the City of Saskatoon, in the Province of Saskatchewan this 6<sup>th</sup> day of October, 2022.

**McDOUGALL GAULEY LLP**

Per:

  
Craig Frith, counsel for the applicant,  
MNP Ltd.

**CONTACT INFORMATION AND ADDRESS FOR SERVICE**

Name of firm: McDougall Gauley LLP  
Lawyers in charge of file: Ian Sutherland / Craig Frith  
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