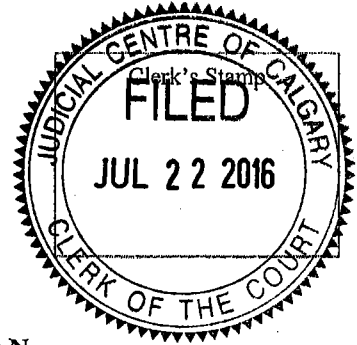


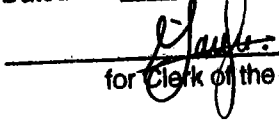
COURT FILE NUMBER 1601-06667
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary
PLAINTIFF CENTURY SERVICES CORP.
DEFENDANTS R3 ENERGY SERVICES INC., DEAN RUTLEDGE, 1189269 ALBERTA LTD., R3 ENERGY SERVICES LLC, and TEXAS PRO DYNO LLC



DOCUMENT **CONSENT ORDER: Approval Confirmation of Ownership Agreement**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Terry L. Czechowskyj
Miles Davison LLP
900, 517-10th Ave SW
Calgary, Alberta T2R 0A8
Telephone: (403) 298-0326
Facsimile: (403) 263-6840

I hereby certify this to be a true copy of the original order

Dated this 22 day of July 2016

for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: July 22,2016

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: G.C. Hawco

UPON the Application of Hardie & Kelly Inc. in its capacity as the court-appointed receiver and manager (the "Receiver") of R3 Energy Services Inc. (the "Debtor"), for an Order approving the Confirmation of Ownership Agreement between the Debtor, executed by the Receiver, R3 Energy Services LLC ("R3 U.S."), and Dean Rutledge ("Rutledge"), dated June 20, 2016 (the "Confirmation Agreement"); AND UPON having read the Second Report of the Receiver dated July NTD, 2016 (the "Second Report"), the Affidavit of Service of July 18,2016, filed (the "Service Affidavit"), the receivership order granted on May 25, 2016 (the "Receivership

Order”), and the pleadings and Receiver’s Reports previously filed herein; **AND UPON** noting the consent of R3 U.S., Rutledge and Century Services Corp. (“Century”), the Debtor’s first secured creditor; endorsed hereon; **AND UPON** having heard from counsel for the Receiver, counsel for R3 U.S. and Rutledge, counsel for Century, and any other interested party appearing at the Application;

IT IS HEREBY ORDERED AND DECLARED THAT:

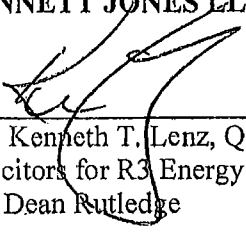
1. The time for service of notice of this application is abridged to the time actually given and service of the Application and supporting material as described in the Service Affidavit is hereby declared to be good and sufficient, and this hearing is properly returnable before this Honourable Court today and further service thereof is hereby dispensed with.
2. The Confirmation Agreement appended to the Second Report as Schedule “A” is hereby approved and the execution of the Confirmation Agreement by the Receiver is hereby ratified and approved, and the Receiver is authorized and directed to take such additional steps and execute such additional documents and make such amendments to the Confirmation Agreement as may be necessary or desirable to give effect to the Confirmation Agreement.
3. Pursuant to the terms of the Confirmation Agreement, the Assets (as defined in the Confirmation Agreement, and attached as Schedule “A” thereto) are hereby declared to be Property of the Debtor within the meaning of the Receivership Order, *nunc pro tunc*.
4. If any transfer of the Assets has occurred between the Debtor and R3 U.S., such transfer is hereby declared to be void *ab initio* as having the effect of preferring one creditor over others, which transfer occurred within the one (1) year period prior to the Debtor’s insolvency, pursuant to the provisions of the *Fraudulent Preferences Act*, RSA 2000, c F-24, and any such similar legislation concerning reviewable transactions.
5. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, and in particular in the State of U.S., to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders as to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.
6. Service of this Order shall be deemed good and sufficient by serving the same on the parties in attendance at this Application and by posting a copy of this Order on the Receiver’s website at: www.insolvency.net/r3-energy-services-inc.
7. No other Persons are entitled to be served with a copy of this Order.

8. Service of this Order shall be deemed good and sufficient regardless of whether service is effected by PDF copy attached to an email, facsimile, courier, personal delivery or ordinary mail.

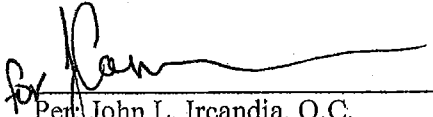
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G E Howco
Justice of the Court of Queen's Bench of Alberta

CONSENTED TO THIS 22nd DAY OF JULY, 2016

BENNETT JONES LLP


Per: Kenneth T. Lenz, Q.C.
Solicitors for R3 Energy Services LLC
and Dean Rutledge

BORDEN LADNER GERVAIS LLP


Per: John L. Ircandia, Q.C.
Solicitors for Century Services Corp.