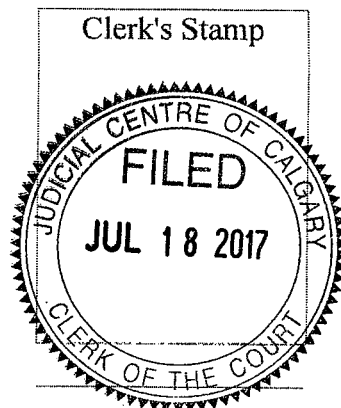


COURT FILE NUMBER 1701-05559
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF TOPANGA RESOURCES LTD.
DEFENDANT VERITY ENERGY LTD.
DOCUMENT **DISTRIBUTION ORDER**



ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

Osler, Hoskin & Harcourt LLP
Suite 2500, TransCanada Tower
450 – 1st Street SW
Calgary, Alberta T2P 5H1

I hereby certify this to be a true copy of the original Order
Dated this 18 day of July, 2017

Solicitors: Randal Van de Mosselaer
Phone: 403.260.7060
Fax: 403.260.7024
Email: RVandemosselaer@osler.com
Matter: 1181533

[Signature]
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: July 18, 2017

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: Mr. Justice K. D. Yamauchi

UPON THE APPLICATION by Hardie & Kelly Inc. in its capacity as the Court-appointed receiver (the “Receiver”) of the Property (as that term is defined in April 28, 2017 Receivership Order in the within Action) for an order approving and directing the distribution of the proceeds of sale (the “Sale Proceeds”) of the sale transaction (the “Transaction”) contemplated by an agreement of purchase and sale (the “Sale Agreement”) between the Receiver and Husky Oil Operations Limited or its nominee dated May 29, 2017 and appended to the First Report of the Receiver dated May 30, 2017, which Transaction and Sale Agreement were approved by Order (the “Sale Approval and Vesting Order”) of this Honourable Court granted on June 6, 2017;

AND UPON HAVING READ the Receivership Order dated April 28, 2017, the Sale Approval and Vesting Order, and the Second Report of the Receiver (the “**Second Receiver’s Report**”); **AND UPON HEARING** the submissions of counsel for the Receiver, counsel for Topanga Resources Ltd., and counsel for other interested parties appearing at the hearing of this application;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.

DISTRIBUTION OF SALE PROCEEDS

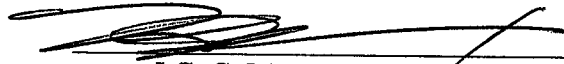
2. The Receiver is hereby authorized and directed to distribute the Sale Proceeds in accordance with the Distribution Schedule which is set out as Schedule “A” to the Second Receiver’s Report, subject to the following:
 - (a) The \$97,782.44 shown on Schedule “A” as being paid to the Alberta Energy Regulator shall be revised to \$50,000; and
 - (b) Out of the amount shown on Schedule “A” as being payable to Topanga Resource Ltd. before Final Professional Fees, the amount of \$6,588.52 shall be paid by the Receiver to the Alberta Energy Regulator.

MISCELLANEOUS MATTERS

3. Any interested party shall be at liberty to apply for further advice, assistance and directions as may be necessary in order to give full force and effect to the terms of this Order.
4. 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 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 and 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.

5. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
6. Service of this Order on any party not attending this application is hereby dispensed with.



J.C. C.Q.B.A.