

COURT FILE NUMBER **Q.B.G. No. 1705 of 2020**

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

JUDICIAL CENTRE **REGINA**

APPLICANT **HER MAJESTY THE QUEEN, SASKATCHEWAN (AS REPRESENTED
BY THE MINISTER OF ENERGY AND RESOURCES)**

RESPONDENT **BOW RIVER ENERGY LTD.**

NOTICE OF APPLICATION

NOTICE TO RESPONDENT

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 House, 2425 Victoria Ave Regina, Saskatchewan
Date	Wednesday, October 28, 2020
Time	10:00 am

(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. An Order pursuant to section 65(1) of *The Queen's Bench Act, 1998*, SS 1998 appointing BDO Canada Limited as Receiver, without security, of certain of the assets, undertakings and properties (the "**Property**") acquired for, or used in relation to, the business of Bow River Energy Inc. (the "**Debtor**") located in the Province of Saskatchewan.
2. Such further and other relief as counsel may request and this Honourable Court may allow.

Grounds for making this application:

3. The grounds upon which the Applicants rely in making the within Application are as follows:
 - (a) the Respondent is a corporation in the business of exploration and production of oil and gas in the Province of Alberta;
 - (b) the Respondent holds licenses (the "**Licenses**") to operate 855 oil and gas wells, pipeline segments and facilities (collectively, the "**E&P Assets**") in Saskatchewan;

- (c) as of October 22, 2020, the Respondent has estimated deemed liabilities related to the E&P Assets of \$26,307,575.00;
- (d) the Respondent conducted a sales and investment solicitation process (the “SISP”) through its CCAA proceedings that did not result in the sale of all of the E&P Assets. As a result, there would remain significant abandonment and reclamation obligations (“AROs”) that are not addressed by Bow River through the SISP or the CCAA proceedings.
- (e) Bow River has advised the AER and OWA that it cease its operations on October 29, 2020, that its directors and officers will be resigning effective the same date and that all of its employees and contractors will be terminated;
- (f) Bow River has also advised that after October 29, 2020 that it does not have the financial resources to continue to maintain care and custody of its E&P Assets;
- (g) Bow River is not seeking to extend the CCAA proceedings and the CCAA proceedings will terminate on October 30, 2020;
- (h) it is necessary and in the interest of public safety to appoint a receiver and manager over Bow River and its E&P Assets located in the Province of Saskatchewan to ensure that its E&P Assets are properly cared for and maintained, shut-in where necessary and, where possible, that the E&P Assets be sold and placed in the hands of responsible producers;
- (i) the appointment of a receiver and manager is a just, convenient, and appropriate remedy in the circumstances;
- (j) the appointment of a receiver will facilitate the legal transfer of title to the E&P Assets to viable responsible parties, including, potentially, any liabilities associated with the properties of the Respondent and avoid the irreparable harm being suffered by industry participants and Saskatchewan taxpayers;
- (k) the grounds set out in the Affidavit of Brad Wagner sworn on October 26, 2020 and the Affidavit of Maria Lavelle sworn on October 21, 2020; and
- (l) such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

4. This Notice of Application, with proof of service;

5. Affidavit of Brad Wager, sworn October 26, 2020;
6. Consent to Appointment of BDO Canada Limited;
7. Brief of Law of the Applicant;
8. Draft Receivership Order (in clean copy format and redlined against the Saskatchewan Template Receivership Order); and
9. Such further and other materials as counsel may advise and this Honourable Court may allow.

Applicable rules:


10. Rule 3-49 of *The Queen's Bench Rules*.

Applicable Acts and regulations:

11. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, Part XI.
12. *The Personal Property Security Act*, 1993, SS 1993, c P-6.2, section 64.

DATED at Regina, Saskatchewan, this 26th day of October, 2020.

MLT AIKINS LLP

Per: 
K. James Rose
Counsel for the Applicant, Her Majesty the Queen,
Saskatchewan (as Represented by the Minister of
Energy and Resources)

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.

CONTACT INFORMATION AND ADDRESS FOR SERVICE:

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