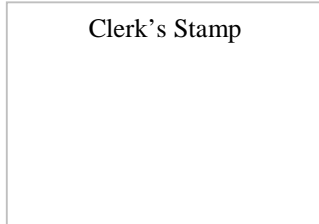


COURT FILE NUMBER **2101-00814**

COURT **COURT OF QUEEN’S BENCH OF ALBERTA**

JUDICIAL CENTRE **CALGARY**



IN THE MATTER OF THE *COMPANIES’ CREDITORS ARRANGEMENT ACT*, RSC 1985, c C-36, as amended

AND IN THE MATTER OF CALGARY OIL & GAS SYNDICATE GROUP LTD., CALGARY OIL AND GAS INTERCONTINENTAL GROUP LTD. (IN ITS OWN CAPACITY AND IN ITS CAPACITY AS GENERAL PARTNER OF T5 SC OIL AND GAS LIMITED PARTNERSHIP), CALGARY OIL AND SYNDICATE PARTNERS LTD. and PETROWORLD ENERGY LTD.

DOCUMENT **APPLICATION: DISCLAIMER NOTICE EFFECTIVE DATE ORDER AND PETERS DECLARATION**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Matti Lemmens
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Email: MLemmens@blg.com
File No. 441112/000020

NOTICE TO RESPONDENTS: SEE ATTACHED SCHEDULE “A”

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the judge.

To do so, you must be in Court when the application is heard as shown below:

Date May 25, 2021

Time 3:00 p.m.
 Where Calgary Courts Centre
 Before Whom The Honourable Mr. Justice P.R. Jeffrey

Go to the end of this document to see what else you can do and when you must do it.

All capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Affidavit sworn on May 19, 2021 by Ryan Martin (the “**Supplemental Martin Affidavit**”).

Remedy claimed or sought:

1. The Applicants, Calgary Oil & Gas Syndicate Group Ltd., Calgary Oil and Gas Intercontinental Group Ltd. (“**COGL**”) (in its own capacity and in its capacity as general partner of T5 SC Oil and Gas Limited Partnership (the “**Limited Partnership**”), Calgary Oil and Syndicate Partners Ltd. (“**COSP**”), and Petroworld Energy Ltd. (collectively, the “**Applicants**”, and together with the Limited Partnership, the “**Companies**”), seek an Order substantially in the form attached hereto as **Schedule “B”** (the “**Supplemental May 25 Order**”) seeking the following relief:
 - (a) deeming service of this Application together with all supporting materials to be good and sufficient, and abridging the time for service of said documents, if necessary;
 - (b) declaring:
 - (i) that the Engagement Agreement dated January 14, 2021 between Peters & Co. Limited (“**Peters**”) and Triple Five Worldwide Group of Companies (the “**Engagement Agreement**”) terminated and, pursuant to the Claims Procedure Order issued by the Court on April 13, 2021 (the “**Claims Procedure Order**”), Peters is forever barred from asserting any claims against the Companies in relation to the Engagement Agreement;

(collectively, the “**Peters Declaration**”); and
 - (c) an Order:
 - (i) extending the effective date of proposed disclaimers that the Companies propose to issue for each Disclaimed Agreement to the Post-Filing Restructuring Claimants, pursuant to s. 32 of the CCAA, such that the effective date of the disclaimer is the date any Approval Order (as defined in the Creditors’ Meeting Order) is granted; and
 - (ii) directing that, in the event that an Approval Order is not granted, the Disclaimer Notices issued by the Companies are void and of no force and effect, and the

Disclaimed Agreements shall be deemed to not have been disclaimed and shall continue in force as if no Disclaimer Notices had been issued; and

(d) such further and other relief as counsel may advise and this Honourable Court may permit.

Grounds for making this application:

The Peters Declaration

2. Pursuant to the terms of the Engagement Agreement and consistent with the intentions and expectations of the parties, the Engagement Agreement has terminated.
3. In order to ensure completeness, transparency and finality in the within CCAA Proceedings, it is necessary and prudent to obtain the Peters Declaration from the Court.

The Disclaimer Notice Effective Date

4. In order to effect the Transaction, and enhance the prospects of a viable compromise and arrangement, the Companies, in consultation with Spartan, and with the approval of the Monitor, have determined that it is necessary to issue Disclaimer Notices to the Post-Filing Restructuring Claimants in order to disclaim the Disclaimed Agreements.
5. The Disclaimed Agreements all relate to the provision of services or equipment to the Companies, the uninterrupted provision of which are essential to avoid disruption to the ongoing operations of the Companies. As a result, it is necessary for this Court to modify the Statutory Disclaimer Effective Date in the Disclaimer Notice such that the deemed effective date of the disclaimer of the Disclaimed Agreements is the Approval Date (as defined in the Creditors Meeting Order).
6. Sections 11 and 32 of the CCAA provide this Court with discretion to make any order that it considers appropriate in the circumstances, and can set the effective date of disclaimers.
7. Such further and other grounds as counsel may advise and this Honourable Court may rely upon.

Material or evidence to be relied on:

8. The Applicants intend to rely upon the following materials:
 - (a) the Affidavit of Ryan Martin, sworn on February 5, 2021, filed;

- (b) the Monitor's Second Report, dated March 2, 2021;
- (c) the Affidavit of Ryan Martin, sworn on May 17, 2021, filed;
- (d) the Affidavit of Ryan Martin, sworn on May 19, 2021, to be filed;
- (e) the Monitor's Fourth Report to the Court, to be filed;
- (f) all pleadings filed in the within Action;
- (g) such further and other materials as counsel may advise and this Honourable Court may permit.

Applicable rules:

- 9. Parts 1 and 6 of the *Rules*.

Applicable Acts and regulations:

- 10. The *CCAA*.
- 11. *Judicature Act*, RSA 2000, c J-2.
- 12. Such further and other Acts and regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

- 13. None.

How the application is proposed to be heard or considered:

- 14. With some or all parties present, via WebEx video conference, before the Honourable Mr. Justice P.R. Jeffrey.

WARNING

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 give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

SCHEDULE A: SERVICE LIST

COURT FILE NUMBER

2101-00184

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, RSC 1985, c C-36, as amended

AND IN THE MATTER OF CALGARY OIL & GAS SYNDICATE GROUP LTD., CALGARY OIL AND GAS INTERCONTINENTAL GROUP LTD. (IN ITS OWN CAPACITY AND IN ITS CAPACITY AS GENERAL PARTNER OF T5 SC OIL AND GAS LIMITED PARTNERSHIP), CALGARY OIL AND SYNDICATE PARTNERS LTD., AND PETROWORLD ENERGY LTD.

DOCUMENT

SERVICE LIST

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SCHEDULE B: FORM OF ORDER

COURT FILE NUMBER **2101-00814**

COURT **COURT OF QUEEN’S BENCH OF ALBERTA**

JUDICIAL CENTRE **CALGARY**

**IN THE MATTER OF THE *COMPANIES’*
CREDITORS ARRANGEMENT ACT, RSC 1985,
c C-36, as amended**

**AND IN THE MATTER OF CALGARY OIL &
GAS SYNDICATE GROUP LTD., CALGARY
OIL AND GAS INTERCONTINENTAL GROUP
LTD. (IN ITS OWN CAPACITY AND IN ITS
CAPACITY AS GENERAL PARTNER OF T5
SC OIL AND GAS LIMITED PARTNERSHIP),
CALGARY OIL AND SYNDICATE PARTNERS
LTD., and PETROWORLD ENERGY LTD.**

DOCUMENT **ORDER**

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 File No. 441112/000020

DATE ON WHICH ORDER WAS PRONOUNCED: **May 25, 2021**

LOCATION WHERE ORDER WAS PRONOUNCED: **CALGARY, ALBERTA**

NAME OF JUSTICE WHO MADE THIS ORDER: **THE HONOURABLE JUSTICE
P.R. JEFFREY**

UPON the Application of Calgary Oil & Gas Syndicate Group Ltd., Calgary Oil and Gas Intercontinental Group Ltd. (in its own capacity and in its capacity as general partner of T5 SC Oil and Gas Limited Partnership), Calgary Oil and Syndicate Partners Ltd. and Petroworld Energy Ltd. (collectively, the “**Debtors**”), filed May 20, 2021; **AND UPON** reviewing the Affidavit of Ryan Martin, sworn on May 19, 2021 (the “**May 19 Martin Affidavit**”), and the reports of the Monitor and the pleadings and other documents filed in the within proceedings; **AND UPON** hearing the submissions of counsel for the

Debtors, for the Monitor and other parties in attendance; **AND UPON** reviewing the provisions of the Initial Order, issued by this Court in this matter on February 11, 2021, as amended and restated on February 19, 2021, and March 4, 2021 (the “**Initial Order**”); **AND UPON** reviewing the provisions of the Claims Procedure Order issued by this Court in this matter on April 13, 2021; **AND UPON** considering and granting the Debtors’ Application for a Late Filed Claims Order and Creditors’ Meeting Order, heard concurrently with the within Application;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of notice of the within 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 the within Application, and time for service of the within Application is abridged to that actually given.
2. The Engagement Agreement dated January 14, 2021 between Peters & Co. Limited and Triple Five Worldwide Group of Companies (the “**Engagement Agreement**”) is terminated.
3. The effective date for disclaimers issued pursuant to s. 32 of the CCAA in respect of any of the following agreements:
 - (a) [•]is hereby extended to the date upon which any Approval Order (as defined in the Creditors’ Meeting Order) is granted.
4. In the event that an Approval Order pursuant to the process set out in the Creditors’ Meeting Order is not granted, the Disclaimer Notices issued by the Companies shall be void and of no force and effect, and the Disclaimed Agreements shall be deemed to not have been disclaimed and shall continue in force as if no Disclaimer Notices had been issued.
5. The Monitor may apply to this Court for advice and direction in connection with the discharge or variation of its powers and duties under this Order.
6. The provisional execution of this Order is ordered notwithstanding appeal.
7. Service of this Order on any party not attending this Application is hereby dispensed with.

