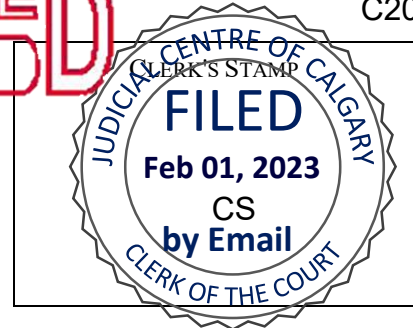


ENTERED

C20034

FORMS 27 AND 32
[RULES 6.3, 6.31 AND 6.32]



COURT FILE NUMBER 2101-14158

COURT COURT OF KING'S BENCH OF ALBERTA \$50.00
COM
Feb 10 2023

JUDICIAL CENTRE CALGARY

APPLICANT PRICEWATERHOUSECOOPERS INC., IN ITS
CAPACITY AS COURT-APPOINTED
RECEIVER AND MANAGER OF BRIDGING
FINANCE INC., BRIDGING INCOME FUND LP
AND CERTAIN RELATED ENTITIES AND
INVESTMENT FUNDS

RESPONDENTS CUDA ENERGY INC., CUDA OIL AND GAS
INC., CUDA ENERGY LLC AND JUNEX INC.

DOCUMENT **APPLICATION (FINAL DISTRIBUTION,
APPROVAL OF RECEIVER'S FEES AND
DISBURSEMENTS, APPROVAL OF
RECEIVER'S ACTIVITIES AND DISCHARGE
OF RECEIVER)**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT **BENNETT JONES LLP**
Barristers and Solicitors
4500 Bankers Hall East
855 – 2nd Avenue S.W.
Calgary, AB T2P 4K7

Attention: Chris Simard / Katherine J. Fisher
Telephone No.: (403) 298-4485 / (780) 917-4268
Fax No.: (403) 265-7219 / (780) 421-7951
Email: simardc@bennettjones.com
fisherka@bennettjones.com

NOTICE TO THE RESPONDENTS:

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

The Applicant wishes to apply for, *inter alia*, an order restricting access to court records.

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

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

Date: Friday, February 10, 2023
Time: 10:00 a.m.
Where: Calgary, Alberta (via WebEx)
Before Whom: The Honourable Justice K.M. Horner

Go to 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, FTI Consulting Canada Inc., as receiver and manager (the "**Receiver**") of the undertakings, property and assets of Cuda Energy Inc., Cuda Oil and Gas Inc., Cuda Energy LLC and Junex Inc. (collectively the "**Cuda Group**") seeks an Order, in substantially the form of the proposed Order attached hereto as **Schedule "A"**:

- (a) if necessary, abridging the time for service of this Application and deeming service of this Application, together with all supporting materials, to be good and sufficient;
- (b) approving and ratifying the activities of the Receiver, as described in the Third Report of the Receiver dated January 30, 2023 (the "**Third Report**");
- (c) approving the Receiver's accounts for fees and disbursements, as set out in the Third Report, without the necessity of a formal passing of its accounts;
- (d) approving the accounts of the Receiver's the Receiver's legal counsel, Bennett Jones LLP, and Markus Williams Young and Hunsicker LLP, for their respective fees and disbursements, as set out in the Third Report, without the necessity of a formal assessment of their accounts;
- (e) authorizing the Receiver to assign Cuda Energy Inc. into bankruptcy;
- (f) authorizing and directing the Receiver to make the distributions identified in the Third Report (subject to the holdback identified therein);

- (g) authorizing the Receiver to destroy the Cuda Group's corporate books and records if unclaimed by any of the current or former directors within 30 days of the Receiver providing such notice to them;
- (h) discharging the Receiver; and
- (i) such further and other relief as counsel requests and this Honourable Court may deem just in all of the circumstances.

Grounds for making this application:

1. The Receiver was appointed pursuant to an Order granted by the Honourable Justice K.M. Horner of the Court of King's Bench of Alberta (the "**Canadian Court**") on November 18, 2021.
2. On December 8, 2021, the Receiver, in its capacity as authorized foreign representative, filed a Petition pursuant to Sections 1515 and 1517 of the United States Bankruptcy Code with the United States Bankruptcy Court for the District of Wyoming (the "**US Court**") seeking an order recognizing the proceeding commenced in the Canadian Court as a foreign main proceeding. On December 21, 2021, the US Court entered the requested Order.
3. On April 29, 2022, the Canadian Court granted an Order (the "**Canadian Approval and Interim Distribution Order**"), among other things:
 - (a) approving and authorizing the sale transaction (the "**Blue Sky Transaction**") contemplated by an agreement for purchase and sale dated April 19, 2022 (the "**Blue Sky Sale Agreement**") between the Receiver and Blue Sky Resources Ltd. ("**Blue Sky**") with respect to certain Canadian assets of Cuda Energy Inc. (the "**Canadian Assets**");
 - (b) approving and authorizing the sale transaction (the "**COPL Transaction**") contemplated by an agreement for purchase and sale dated April 11, 2022 (the "**COPL Sale Agreement**") between the Receiver and COPL America Inc.

("COPL") with respect to certain U.S. assets of Cuda Energy LLC (the "**US Assets**");

- (c) approving the actions, conduct and activities of the Receiver as described in the First Report of the Receiver, dated December 22, 2021 (the "**First Report**") and in the Second Report of the Receiver, dated April 20, 2022 (the "**Second Report**");
 - (d) authorizing the Receiver to make interim distributions of estate proceeds to Tallinn Capital Energy Limited Partnership (by its General Partner Tallinn Capital Energy Corp.) ("**Tallinn**") and to Bridging Finance Inc. (by its Court-appointed Receiver and Manager PricewaterhouseCoopers Inc.) ("**Bridging**") (the "**Interim Distributions**").
4. On June 3, 2022, the US Court granted an Order recognizing the Canadian Approval and Interim Distribution Order.
 5. As set out in the Second Report, the Receiver's legal counsel has opined on the security documents of Tallinn and Bridging and concluded, subject to customary assumptions and qualifications that Tallinn and Bridging had valid security interests in the assets of the Cuda Group.
 6. The Receiver closed the COPL Transaction on July 26, 2022 and made the Interim Distributions to Tallinn on July 27, 2022 and to Bridging on July 29, 2022. As a result of the Interim Distributions, Tallinn, the first-ranking secured creditor, was repaid in full.
 7. The Receiver closed the Blue Sky Transaction on October 28, 2022.
 8. The Receiver holds approximately \$433,000 as estate proceeds.
 9. BFI has requested the Receiver to bankrupt Cuda Energy Inc., which would cause Canada Revenue Agency's potential deemed trust GST claim against Cuda Energy Inc. to become an unsecured claim. The Receiver accordingly seeks authorization to assign that entity into bankruptcy.

10. There are no other secured creditors with secured claims against the Cuda Group that rank ahead of, or potentially rank ahead of, the secured claims of Bridging (other than Canada Revenue Agency's potential deemed trust GST claim against Cuda Energy Inc.).
11. It is just and convenient that the Receiver be authorized to make the requested final distribution to Bridging.
12. The Third Report describes the activities that have been undertaken by the Receiver since the granting of the Receivership Order. All actions and activities of the Receiver have been undertaken in accordance with the Receivership Order and in the best interest of the the Cuda Group's estates.
13. It is just, convenient and appropriate that the Court approve the activities of the Receiver as described in the Third Report.
14. If the order sought is granted, the Receiver will seek recognition of the order by the US Court and thereafter, make the final distribution to Bridging. At that point, the Receiver will have completed the vast majority of tasks associated with the administration of the estate.
15. The Receiver has no further need of the Cuda Group's corporate books and records and accordingly wishes to cease paying storage fees for those books and records. It is just, convenient and appropriate that, if the books and records are unclaimed by any of the current or former directors of the Cuda Group within 30 days of the Receiver providing such notice to them, that the Receiver be permitted to destroy them.
16. It is just, convenient and appropriate that the Court grant the discharge of the Receiver, on the terms sought.
17. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

18. The pleadings and proceedings in this action;
19. The Third Report, filed; and
20. Such further and other materials or evidence as counsel may advise and this Honourable Court may permit.

Applicable rules:

21. Part 6, Division 4 of the *Alberta Rules of Court*; and
22. Such further and other rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

23. The *Bankruptcy and Insolvency Act*, RSC 1985, c B-3;
24. The *Judicature Act*, RSA 2000, c J-2; and
25. Such further another Acts and regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

26. None.

How the application is proposed to be heard or considered:

27. Via WebEx before the Honourable Justice K.M. Horner on the Commercial List.

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"

CLERK'S STAMP

COURT FILE NUMBER 2101 14158

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANT PRICEWATERHOUSECOOPERS INC., IN ITS CAPACITY AS COURT-APPOINTED RECEIVER AND MANAGER OF BRIDGING FINANCE INC., BRIDGING INCOME FUND LP AND CERTAIN RELATED ENTITIES AND INVESTMENT FUNDS

RESPONDENTS CUDA ENERGY INC., CUDA OIL AND GAS INC., CUDA ENERGY LLC AND JUNEX INC.

DOCUMENT **ORDER FOR FINAL DISTRIBUTION, APPROVAL OF RECEIVER'S FEES AND DISBURSEMENTS, APPROVAL OF RECEIVER'S ACTIVITIES AND DISCHARGE OF RECEIVER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **BENNETT JONES LLP**
Barristers and Solicitors
4500 Bankers Hall East
855 – 2nd Avenue S.W.
Calgary, AB T2P 4K7

Attention: Chris Simard / Katherine J. Fisher
Telephone No.: (403) 298-4485 / (780) 917-4268
Fax No.: (403) 265-7219 / (780) 421-7951
Email: simardc@bennettjones.com
fisherka@bennettjones.com

DATE ON WHICH ORDER WAS PRONOUNCED: February 10, 2023

LOCATION OF HEARING: Calgary, Alberta

NAME OF JUDGE WHO MADE THIS ORDER: Justice K.M. Horner

UPON THE APPLICATION of FTI Consulting Canada Inc. in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of all of the undertakings, property and assets of

Cuda Energy Inc., Cuda Oil and Gas Inc., Cuda Energy LLC and Junex Inc. (the "**Debtors**") for an order authorizing an interim distribution of estate proceeds; **AND UPON HAVING READ** the Third Report of the Receiver dated January 30, 2023 (the "**Third Report**"); **AND UPON HEARING** the submissions of counsel for the Receiver and of other interested parties that may be present, and no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Service, filed;

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, 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.

APPROVAL OF RECEIVER'S ACTIVITIES

2. The Receiver's accounts for fees and disbursements, as set out in the Third Report, are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Receiver's legal counsel, Bennett Jones LLP, Markus Williams Young and Hunsicker LLP and Welborn Sullivan Meck & Tooley, P.C., for their respective fees and disbursements, as set out in the Third Report, are hereby approved without the necessity of a formal assessment of their accounts.
4. The Receiver's activities as set out in the Third Report are hereby ratified and approved.

FINAL DISTRIBUTION

5. The Receiver is hereby authorized and empowered to make the following final distribution, after the payment of professional fees and any other administrative costs:
 - a. a distribution to Bridging Finance Inc. (by its Court-appointed Receiver and Manager PricewaterhouseCoopers Inc.) ("**Bridging**") of up to \$200,000;

provided that the distribution Bridging shall be subject to reasonable holdbacks as the Receiver deems necessary for the payment of estimated priority payables and the administration of these proceedings. In the event that such holdbacks are no longer required, the Receiver is hereby authorized and empowered to distribute the remainder of such holdbacks to Bridging.

AUTHORIZATION TO BANKRUPT

6. The Receiver is hereby authorized to assign Cuda Energy Inc. into bankruptcy, on such date as is determined by the Receiver.

DISCHARGE OF THE RECEIVER

7. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing, any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
8. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.
9. Upon the Receiver filing a certificate with this Court substantially in the form attached hereto as Schedule "A" (the "**Receiver's Completion Certificate**") confirming that:
 - (a) the distribution contemplated by paragraph 5 of this Order has been completed; and
 - (b) all administrative tasks and residual matters outlined in the Third Report necessary to complete the administration of these proceedings, including the payment of any incidental amounts, have been completed,

then the Receiver shall be discharged as Receiver, provided however, that notwithstanding its discharge herein, (i) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (ii) the Receiver shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of the Receiver in its capacity as Receiver.

MISCELLANEOUS

10. The Receiver is hereby authorized to destroy the Cuda Group's corporate books and records if unclaimed by any of the current or former directors within 30 days of the Receiver providing such notice to them.
11. Notwithstanding the discharge of the Receiver, the Receiver is at liberty to apply for further advice, assistance and direction as may be necessary to give full force and effect to, and in carrying out the terms of, this Order and/or the Settlement Agreement.
12. This Order must be served only upon those interested parties attending or represented at the within Application and service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.
13. Service of this Order on any party not attending this Application is hereby dispensed with.

Justice of the Court of King's Bench of Alberta

SCHEDULE "A"

RECEIVER'S COMPLETION CERTIFICATE

Clerk's Stamp:

COURT FILE NUMBER	2101-04670
COURT	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE OF	CALGARY
APPLICANT	PRICEWATERHOUSECOOPERS INC., IN ITS CAPACITY AS COURT-APPOINTED RECEIVER AND MANAGER OF BRIDGING FINANCE INC., BRIDGING INCOME FUND LP AND CERTAIN RELATED ENTITIES AND INVESTMENT FUNDS
RESPONDENTS	CUDA ENERGY INC., CUDA OIL AND GAS INC., CUDA ENERGY LLC AND JUNEX INC.
DOCUMENT	RECEIVER'S COMPLETION CERTIFICATE
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	BENNETT JONES LLP 4500 Bankers Hall East 855 2 nd Street SW Calgary, AB T2P 4K7 Chris Simard/Sean Zweig/Joshua Foster Telephone: 403.298.3100 Facsimile: 403.265.7219 Our file: 76142.12 Email: simardc@bennettjones.com /zweigs@bennettjones.com/fosterj@bennettjones.com

This Receiver's Completion Certificate is the certificate referred to in paragraph 9 of the Order of the Honourable Justice K.M. Horner dated February 10, 2023 (the "**Order**"), in these proceedings (the "**Receivership Proceedings**"). Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Order.

FTI Consulting Canada Inc., in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of the undertakings, property and assets of of Cuda Energy Inc., Cuda Oil and Gas Inc., Cuda Energy LLC and Junex Inc., hereby certifies that:

- (a) all funds in the Receivership Proceedings were received and distributed as described in the Third Report;
- (b) the Receiver has completed all other activities required to complete the administration of the Receivership Proceedings, including without limitation, all matters set out in Third Report and the distributions required under paragraph 5 of the Order.

Dated: _____, 2023

FTI CONSULTING CANADA INC., IN ITS
CAPACITY AS THE COURT-APPOINTED
RECEIVER AND MANAGER OF CUDA
ENERGY INC., CUDA OIL AND GAS INC.,
CUDA ENERGY LLC AND JUNEX INC.

Per: _____

Name:

Title: