

**NOTICE OF CREDITORS' MEETING AND SANCTION ORDER FOR AFFECTED  
NOTEHOLDERS**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, C. 57

AND

IN THE MATTER OF ENERGOLD DRILLING CORP., CROS-MAN DIRECT  
UNDERGROUND LTD., EGD SERVICES LTD., BERTRAM DRILLING CORP. AND  
OMNITERRA INTERNATIONAL DRILLING INC.

**NOTICE OF CREDITORS' MEETING AND SANCTION ORDER  
FOR AFFECTED NOTEHOLDERS**

TO: The Affected Noteholders of Energold Drilling Corp., Cros-Man Direct Underground Ltd., EGD Services Ltd., Bertram Drilling Corp. and Omniterra International Drilling Inc. (the "**Petitioners**")

NOTICE IS HEREBY GIVEN that a meeting of the Affected Noteholders will be held on January 13, 2020 at 2:00 pm (Vancouver time), at the offices of Cassels Brock & Blackwell LLP at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia (the "**Creditors' Meeting**") for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, a resolution (the "**Resolution**") approving the Plan of Compromise and Arrangement of Extract Advisors LLC, in its capacity as administrative agent of the Noteholders (the "**Agent**") pursuant to the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") and the *Business Corporations Act*, S.B.C. 2002, C. 57 (the "**BCA**") dated December 19, 2019 (as amended, restated, modified and/or supplemented from time to time in accordance with the terms thereof, the "**Plan**"); and
2. to transact such other business as may properly come before either of the Creditors' Meeting or any adjournment or postponement thereof.

The Creditors' Meeting is being held pursuant to an order (the "**Meeting Order**") of the British Columbia Supreme Court (the "**Court**") made on December 19, 2019.

Capitalized terms used and not otherwise defined in this Notice have the respective meanings given to them in the Plan.

The Plan contemplates the compromise of Claims of the Affected Noteholders. Quorum for the Creditors' Meeting has been set by the Meeting Order as the presence, in person or by Proxy, at the Creditors' Meeting as one Affected Noteholder.

In order for the Plan to be approved and binding in accordance with the CCAA and BCA, the Resolution must be approved by that number of Affected Noteholders representing at least a majority in number of the Affected Noteholder Claims, whose Affected Noteholder Claims represent at least two-thirds in value of the Affected Noteholders who validly vote (in person or by Proxy) on the Resolution at the Creditors' Meeting or were deemed to vote on the Resolution as provided for in the Meeting Order (the "**Required Majority**"). Each Affected Noteholder will be entitled to one vote at the Creditors' Meeting(s), which vote will have the value of such person's Affected Noteholder Claim as determined in accordance with the Meeting Order. If approved by the Required Majority, the Plan must also be sanctioned by the Court under the CCAA and the BCA. Subject to the satisfaction of the other conditions precedent to implementation of the Plan, all Affected Noteholders will then receive the treatment set forth in the Plan.

**An Affected Noteholder may attend at the Creditors' Meeting(s) in person or may appoint another person as its proxyholder by inserting their name or the name of such person in the space provided in the form of Proxy provided to Affected Noteholders by the Agent, or by completing another valid form of Proxy.**

In order to be effective, Proxies must be received by the Monitor, FTI Consulting Canada Inc. (Attention: Mike Clark), by e-mail at [Mike.Clark@fticonsulting.com](mailto:Mike.Clark@fticonsulting.com) prior to the Proxy Deadline. Persons appointed as proxyholders need not be Affected Noteholders.

If an Affected Noteholder at the Creditors' Meeting specifies a choice with respect to voting on the Resolution on a Proxy, the Proxy will be voted in accordance with the specification so made. **In absence of such specification, a Proxy will be voted FOR the Resolution provided that the proxyholder does not otherwise exercise its right to vote at the Creditors' Meeting(s).**

NOTICE IS ALSO HEREBY GIVEN that if the Plan is approved by the Required Majority at the Creditors' Meeting, the Agent intends to bring an application before the Court on **January 17, 2020** at 9:00 a.m. (Vancouver time) or such later date as may be posted on the Monitor's website, at the Court located at 800 Smithe Street, Vancouver, British Columbia. The application will be seeking the granting of the Sanction Order sanctioning the Plan under the CCAA and for ancillary relief

consequent upon such sanction. Any Affected Noteholder that wishes to appear or be represented, and to present evidence or arguments, at such Court hearing must file with the Court a Notice of Appearance and serve such Notice of Appearance on the Service List at least two (2) days before such Court hearing. Any Affected Noteholder that wishes to oppose the relief sought at such Court hearing shall serve on the Service List a notice setting out the basis for such opposition and a copy of the materials to be used at such hearing at least two (2) days before the date set for such hearing, or such shorter time as the Court, by Order, may allow. A copy of the Service List may be obtained from the Monitor's website at <http://cfcanada.fticonsulting.com/Energold> together with copies of other materials related to this process.

This Notice is given by the Agent pursuant to the Meeting Order.

DATED this December 19, 2019.

## FORM OF PROXY

### PROXY AND INSTRUCTIONS FOR AFFECTED NOTEHOLDERS IN THE MATTER OF THE PROPOSED PLAN OF COMPROMISE AND ARRANGEMENT OF ENERGOLD DRILLING CORP., CROS-MAN DIRECT UNDERGROUND LTD., EGD SERVICES LTD., BERTRAM DRILLING CORP. AND OMNITERRA INTERNATIONAL DRILLING INC.

#### MEETINGS OF AFFECTED NOTEHOLDERS

to be held pursuant to an Order of the British Columbia Supreme Court (the "**Court**") made on December 19, 2019 (the "**Meeting Order**") in connection with the Plan of Compromise and Arrangement of Energold Drilling Corp., Cros-Man Direct Underground Ltd., EGD Services Ltd., Bertram Drilling Corp. and Omniterra International Drilling Inc. (the "**Petitioners**") dated December 19, 2019 (as amended, restated, modified and/or supplemented from time to time, the "**Plan**")

on January 13, 2020 at 2:00 p.m. (Vancouver time) at

Cassels Brock & Blackwell LLP  
Suite 2200, 885 West Georgia Street  
Vancouver, British Columbia

and at any adjournment, postponement or other rescheduling thereof (the "**Creditors' Meeting**").

PLEASE COMPLETE, SIGN AND DATE THIS PROXY AND RETURN IT TO THE MONITOR, FTI CONSULTING CANADA INC. BY 12:00 P.M. NOON (VANCOUVER TIME) ON JANUARY 13, 2020, OR 24 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS) PRIOR TO ANY ADJOURNED, POSTPONED OR RESCHEDULED CREDITORS' MEETING (THE "**PROXY DEADLINE**"). PLEASE RETURN OR DEPOSIT YOUR ORIGINAL PROXY SO THAT IT IS ACTUALLY RECEIVED BY THE MONITOR OR THE CHAIR ON OR BEFORE THE PROXY DEADLINE.

Please use this Proxy form if you do not wish to attend the Creditors' Meeting(s) to vote in person but wish to appoint a proxyholder to attend the Creditors' Meeting(s), vote your Affected Noteholder Claim to accept or reject the Plan and otherwise act for and on your behalf at the Creditors' Meeting(s) and any adjournment(s), postponement(s) or rescheduling(s) thereof.

The Plan is included in the Information Package delivered by the Agent to all Affected Noteholders, copies of which you have received. All capitalized terms used but not defined in this Proxy shall have the meanings ascribed to such terms in the Plan.

You should review the Plan before you vote. In addition, on December 19, the Court issued the Meeting Order establishing certain procedures for the conduct of the

Creditors' Meeting, a copy of which is included in the Information Package. The Meeting Order contains important information regarding the voting process. Please read the Meeting Order and the instructions sent with this Proxy prior to submitting this Proxy.

If the Plan is approved by the Required Majority, is sanctioned by the Court and is implemented, it will be binding on you whether or not you vote.

### **APPOINTMENT OF PROXYHOLDER AND VOTE**

By checking one of the two boxes below, the undersigned Affected Noteholder hereby revokes all proxies previously given and nominates, constitutes and appoints either (if no box is checked, the *Monitor will act as your proxyholder*):

- \_\_\_\_\_, or
- a representative of FTI Consulting Canada Inc. in its capacity as Monitor Energold Drilling Corp., Cros-Man Direct Underground Ltd., EGD Services Ltd., Bertram Drilling Corp. and Omniterra International Drilling Inc.

as proxyholder, with full power of substitution, to attend, vote and otherwise act for and on behalf of the undersigned at the Creditors' Meeting and at adjournment(s), postponement(s) and rescheduling(s) thereof, and to vote the amount of the Affected Creditors Claim. Without limiting the generality of the power hereby conferred, the person named as proxyholder is specifically directed to vote as shown below. The person named as proxyholder is also directed to vote at the proxyholder's discretion and otherwise act for and on behalf of the undersigned with respect to any amendments or variations to the Plan and to any matters that may come before the applicable Creditors' Meeting(s) or at any adjournment, postponement or rescheduling thereof and to vote the amount of the Affected Noteholder Claim as follows (*mark only one*):

- Vote FOR the approval of the Plan, or
- Vote AGAINST the approval of the Plan

Please note that if no specification is made above, the Affected Noteholder will be deemed to have voted FOR approval of the Plan at the Creditors' Meeting(s) provided unless the Affected Noteholder otherwise exercises its right to vote at the Creditors' Meeting(s).

DATED at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_

AFFECTED NOTEHOLDER'S SIGNATURE:

\_\_\_\_\_  
(Print Legal Name of Affected Noteholder)

\_\_\_\_\_  
(Print Legal Name of Assignee, if applicable)

\_\_\_\_\_  
(Signature of the Affected Noteholder/Assignee or an  
Authorized Signing Officer of the Affected Noteholder/Assignee)

\_\_\_\_\_  
(Print Name and Title of Authorized Signing Officer of the  
Affected Noteholder/Assignee, if applicable)

\_\_\_\_\_  
(Mailing Address of the Affected Noteholder/Assignee)

\_\_\_\_\_  
(Telephone Number and Email of the Affected Noteholder/Assignee or Authorized  
Signing Officer of the Affected Noteholder/Assignee)

YOUR PROXY MUST BE RECEIVED BY THE MONITOR AT THE EMAIL ADDRESS LISTED BELOW OR BEFORE THE PROXY DEADLINE.

FTICONCONSULTING CANADA INC.  
MONITOR OF ENERGOLD DRILLING CORP., CROS-MAN DIRECT UNDERGROUND LTD., EGD SERVICES LTD., BERTRAM DRILLING CORP. AND OMNITERRA INTERNATIONAL DRILLING INC.

Attention: Mike Clark  
Email: [Mike.Clark@fticonsulting.com](mailto:Mike.Clark@fticonsulting.com)

IF YOU HAVE ANY QUESTIONS REGARDING THIS PROXY OR THE VOTING PROCEDURES, OR IF YOU NEED AN ADDITIONAL COPY OR ADDITIONAL COPIES OF THE ENCLOSED MATERIALS, PLEASE CONTACT THE MONITOR AT [Mike.Clark@fticonsulting.com](mailto:Mike.Clark@fticonsulting.com) OR VISIT THE MONITOR'S WEBSITE AT <http://cfcanada.fticonsulting.com/Energold>.

## INSTRUCTIONS FOR COMPLETION OF PROXY FOR AFFECTED NOTEHOLDERS

1. All capitalized terms used but not defined in this Proxy shall have the meanings ascribed to such terms in the Plan of Compromise and Arrangement of Energold Drilling Corp., Cros-Man Direct Underground Ltd., EGD Services Ltd., Bertram Drilling Corp. and Omniterra International Drilling Inc.(the "**Petitioners**") dated December 19, 2019 (the "**Plan**"), a copy of which you have received.
2. The aggregate amount of your Claim in respect of which you are entitled to vote shall be your Affected Noteholder Claim, the amount as set out in the books and records of the Agent, in accordance with the Meeting Order.
4. Check the appropriate box to vote for or against the Plan. **If you do not check either box, you will be deemed to have voted FOR approval of the Plan provided you do not otherwise exercise your right to vote at the Creditors' Meeting(s).**
5. Each Affected Noteholder who has a right to vote at the Creditors' Meeting(s) has the right to appoint a person (who need not be an Affected Noteholder) to attend, act and vote for and on behalf of the Affected Noteholder and such right may be exercised by inserting in the space provided the name of the person to be appointed, or to select a representative of the Monitor as its proxyholder. If no proxyholder is selected, the Affected Noteholder will be deemed to have appointed any officer of FTI Consulting Canada Inc., in its capacity as Monitor, or such other person as FTI Consulting Canada Inc. may designate, as proxyholder of the Affected Noteholder, with power of substitution, to attend on behalf of and act for the Affected Noteholder at the applicable Creditors' Meeting to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling thereof.
6. Please read and follow these instructions carefully. Your completed Proxy must actually be received (i) by the Monitor at FTI Consulting Canada Inc., Monitor of Energold Drilling Corp., Cros-Man Direct Underground Ltd., EGD Services Ltd., Bertram Drilling Corp. and Omniterra International Drilling Inc. (Attention: Mike Clark), e-mail: [Mike.Clark@fticonsulting.com](mailto:Mike.Clark@fticonsulting.com) prior to 12:00 p.m. noon (Vancouver time) on January 13, 2020 or 24 hours (excluding Saturdays, Sundays and statutory holidays) which is the Proxy Deadline, prior to the time of any adjournment, postponement or rescheduling of the Creditors' Meeting(s) or (ii) by the Chair at the Creditors' Meeting(s) (or any adjournment, postponement or rescheduling thereof) immediately prior to the vote at the time specified by the Chair (the "**Proxy Deadline**"). If your Proxy is not received by the Proxy Deadline, unless such time is extended, your Proxy will not be counted.
7. Sign the Proxy - your original signature is required on the Proxy to appoint a proxyholder and vote at the Creditors' Meeting(s). If you are completing the

proxy as a duly authorized representative of a corporation or other entity, indicate your relationship with such corporation or other entity and the capacity in which you are signing, and if subsequently requested, provide proof of your authorization to so sign. In addition, please provide your name, mailing address, telephone number and email address.

8. If you need additional Proxies, please immediately contact the Monitor.
9. If multiple Proxies are received from the same person with respect to the same Claims prior to the Proxy Deadline, the latest dated, validly executed Proxy timely received will supersede and revoke any earlier received Proxy. However, if a holder of Affected Noteholder Claims casts Proxies received by the Monitor dated with the same date, but which are voted inconsistently, such Proxies will not be counted. If a Proxy is not dated in the space provided, it shall be deemed dated as of the date it is received by the Monitor.
10. If an Affected Noteholder validly submits a Proxy to the Monitor and subsequently attends the Creditors' Meeting(s) and votes in person inconsistently, such Affected Noteholder's vote at the Creditors' Meeting(s) will supersede and revoke the earlier received Proxy.
11. Proxies may be accepted for purposes of an adjourned, postponed or other rescheduled Creditors' Meeting if received by the Monitor by the Proxy Deadline.
12. Any Proxy that is illegible or contains insufficient information to permit the identification of the claimant will not be counted.
13. After the Proxy Deadline, no Proxy may be withdrawn or modified, except by an Affected Noteholder voting in person at the Creditors' Meeting(s), without the prior consent of the Monitor, the Agent and the Petitioners.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS PROXY OR THE VOTING PROCEDURES, OR IF YOU NEED AN ADDITIONAL COPY OR ADDITIONAL COPIES OF THE ENCLOSED MATERIALS, PLEASE CONTACT THE MONITOR AT [Mike.Clark@fticonsulting.com](mailto:Mike.Clark@fticonsulting.com) OR VISIT THE MONITOR'S WEBSITE AT <http://cfcanada.fticonsulting.com/Energold>.**