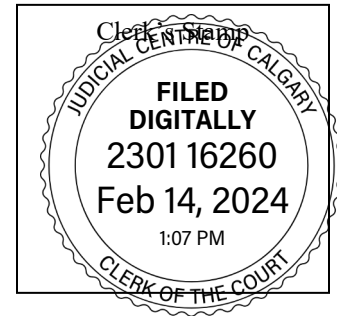


COURT FILE NUMBER 2301-16260
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
**IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, as amended**



**AND IN THE MATTER OF A PLAN OF
COMPROMISE OR ARRANGEMENT OF
FREE REIN RESOURCES LTD.**

APPLICANT **INVICO DIVERSIFIED INCOME LIMITED
PARTNERSHIP by its general partner
INVICO DIVERSIFIED INCOME
MANAGING GP INC.**

DOCUMENT **APPLICATION FOR STAY EXTENSION by
INVICO DIVERSIFIED INCOME LIMITED
PARTNERSHIP by its general partner
INVICO DIVERSIFIED INCOME
MANAGING GP INC.**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **FASKEN MARTINEAU DUMOULIN LLP**
#3400 – 350 7th Avenue SW
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Attention: Robyn Gurofsky / Anthony Mersich
Telephone: (403) 261 9469 / (587) 233 4124
Email: rgurofsky@fasken.com / amersich@fasken.com
File Number 324505.00011

NOTICE TO SERVICE LIST ATTACHED HERETO AS SCHEDULE "A"

This application is made in respect of Free Rein Resources Ltd. You are a respondent or interested party.

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 February 23, 2024

Time 2:00 p.m. (Calgary Time)
Where In Person or via Webex
<https://albertacourts.webex.com/meet/virtual.courtroom60>
Before Whom The Honourable Justice M. Hollins

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. Invico Diversified Income Limited Partnership (“**Invico**”) seeks an Order substantially in the form attached hereto as **Schedule “B”** (the “**Stay Extension Order**”), to extend the Stay Period as defined in the Amended and Restated Initial Order granted in these proceedings on December 7, 2023 (the “**ARIO**”) from March 15, 2024 to April 30, 2024.
2. Such further and other relief as this Honourable Court may grant.

Grounds for making this application:

Procedural Background

3. Invico is Free Rein’s senior secured creditor. Free Rein is currently indebted to Invico in excess of \$6,700,000.
4. Free Rein Resources Ltd. (“**Free Rein**”) commenced its court-supervised restructuring proceedings on June 12, 2023 by filing a Notice of Intention to File a Proposal pursuant to section 50.4 of the *Bankruptcy and Insolvency Act*, 1985, c B-3 (the “**NOI Proceeding**”). FTI Canada Consulting Inc. (“**FTI**”) was appointed as Free Rein’s proposal trustee (in such capacity, the “**Proposal Trustee**”).
5. In the NOI Proceeding, Free Rein commenced a sale and investment solicitation process (“**SISP**”) in respect of its assets and business in late-August of 2023. As part of the SISP, Invico submitted a stalking horse term sheet (the “**Stalking Horse Term Sheet**”) that contemplated Invico acquiring all of Free Rein’s oil and gas assets either by way of asset purchase or by share transaction. The SISP was administered and supervised by the Proposal Trustee.
6. The Phase 2 Bid Deadline for the SISP closed on November 6, 2023. Two formal offers were received outside of the Stalking Horse Term Sheet.
7. On November 15, 2023, just over a week after the Phase 2 Bid Deadline, Tidewater, being the owner of the gas plant that processed all of Free Rein’s natural gas production (the “**Gas Plant**”), notified Free Rein that it would be shutting down the Gas Plant as of November 30, 2023 and would be unable to accept Free Rein’s production at the Gas Plant after November 30, 2023. Tidewater advised that it anticipated issuing “force majeure” notices to Free Rein under the Gas Handling Agreement and the Emulsion Handling Agreement (the “**Force Majeure Notice**”).
8. As a result of the Gas Plant shut down, Free Rein was forced to shut in all of its producing wells. On or about November 18, 2023, the Proposal Trustee advised all parties that had submitted offers by the Phase 2 Bid Deadlines of the anticipated Force Majeure Notice and the Gas Plant’s impending shut-down. The parties that had submitted offers did not advance their offers and no qualified bids were thereafter received.

9. Invico is the only remaining party willing to transact with Free Rein and seeks to proceed with a transaction based on terms similar to those in the Stalking Horse Term Sheet, with some modifications (the “**Transaction**”).
10. In order to provide Invico with sufficient time to conduct due diligence and to prepare definitive documents to consummate the Transaction, on December 7, 2023, Invico applied to have the NOI Proceedings continued under the *Companies Creditors Arrangement Act*, RSC 19985, c C-36 (the “**CCAA**”, and such application being the “**Continuation Application**”).
11. At the Continuation Application, the Honourable Justice Nielsen granted an Initial Order and an Amended and Restated Initial Order (“**ARIO**”) which provided the relief sought by Invico, which included appointing FTI as Monitor with enhanced powers, and providing for a Stay Period until January 31, 2024. Subsequently, Invico obtained a further extension of the Stay Period to March 15, 2024 to allow Invico to conduct further due diligence in respect of the Transaction, review and analyze certain contracts and prepare transaction documents.

Extension of the Stay Period

12. Invico and Free Rein have acted in good faith and with due diligence. Since the continuation of these proceedings under the CCAA, Invico has been conducting various due diligence in respect of the Transaction, and on February 23, 2024, in parallel with this application, seeks approval of a transaction, as more particularly outlined in the Affidavit #3 of Chris Wutzke, filed on February 7, 2024 (the “**Wutzke Affidavit #3**”).
13. Invico and Free Rein will require a short period of time to close the transaction, if approved, and the Monitor will require some additional time to administer the Residual Trust and deal with related administrative issues.
14. The proposed extension of the Stay Period is in the best interest of Free Rein and its stakeholders, including Invico and is necessary to facilitate the closing of the Transaction, if approved, and administration of the estate.

Material or evidence to be relied on:

15. The Wutzke Affidavit #3, filed February 7, 2024;
16. The prior affidavits of Chris Wutzke filed herein;
17. The Second Report of the Monitor, to be filed; and
18. Such further and other evidence as counsel may advise an this Honourable Court may permit.

Applicable rules:

19. *Alberta Rules of Court*.

Applicable Acts and regulations:

20. The CCAA and this Court’s equitable and statutory jurisdiction thereunder; and
21. Such further authority as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

22. None.

How the application is proposed to be heard or considered:

23. Via WebEx before the Honourable Justice M. Hollins.

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 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.

SCHEDULE "A"
SERVICE LIST

broSchedule "A"

COURT FILE NUMBER **2301-16260**

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF FREE REIN RESOURCES LTD.

APPLICANT INVICO DIVERSIFIED INCOME LIMITED PARTNERSHIP

RESPONDENT FREE REIN RESOURCES LTD.

DOCUMENT **SERVICE LIST**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

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File No. 324505.00011

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<p>Newgrange Energy Inc. 3900, 350 – 7th Avenue SW Calgary, AB T2P 3N9</p> <p>Attention: Terry McCallum Email: trmccallum@gmail.com</p>	<p>Inns Law Suite 835, 333 – 5th Avenue SW Calgary, AB T2P 3B6</p> <p>Attention: Byron Nelson Email: byron@innslaw.ca</p> <p><i>Counsel to Newgrange Energy Inc.</i></p>
<p>Tartan Energy Technology (Shanghai) Ltd. Room 1807, Building 1 No. 497, Zhengli Road, Yangpu District Shanghai, PRC 200433</p> <p>Tartan Energy Group Inc. Suite 1520, 101 – 6 Ave SW Calgary, AB T2P 3P4</p> <p>Email: tlau@tartansh.com</p> <p>PPR Registration No.: 21081210023 21081210096</p>	<p>FTI Consulting Canada Inc. Suite 1610 520 5 Ave SW Calgary, AB T2P 3R7</p> <p>Attention: Dustin Olver Brett Wilson</p> <p>Email: dustin.olver@fticonsulting.com brett.wilson@fticonsulting.com</p> <p><i>Monitor</i></p>
<p>Inviso Diversified Income Limited Partnership 600, 209 – 8 Ave SW Calgary, AB T2P 1B8</p> <p>Attention: Chris Wutzke Allison Taylor Email: cwutzke@invicocapital.com E amtaylor@invicocapital.com</p> <p>PPR Registration No: 22092001258 22092001277</p>	<p>ATB Financial – Collateral Management 3699 – 63rd Ave NE Calgary, AB T3J 0G7 Phone #: 403 974 3565 Fax #: 403 974 5288</p> <p>Email: pprnotices@atb.com</p> <p>PPR Registration No.: 19051327522</p>
<p>Cassels Brock & Blackwell LLP Suite 3810, Bankers Hall West 888 3rd Street SW Calgary, AB T2P 5C5</p> <p>Attention: Jeffrey Oliver Kara Davis Danielle Marechal Email: joliver@cassels.com kdavis@cassels.com dmarechal@cassels.com</p> <p><i>Counsel to FTI Consulting Canada Inc.</i></p>	<p>Inviso Diversified Income Managing GP Inc. 600, 209 – 8 Ave SW Calgary, AB T2P 1B8</p> <p>Attention: Chris Wutzke Allison Taylor Email: cwutzke@invicocapital.com amtaylor@invicocapital.com</p> <p>PPR Registration No: 22092001258 22092001277</p>

<p>Dunphy Best Blocksom LLP 800, 517 10th Avenue SW Calgary AB T2R 0A8</p> <p>Attention: Christopher Dormer Email: dormer@dbblaw.com</p> <p><i>Counsel to Jeanelle George and Anne-Marie Melby, Plaintiffs in Action no. ABKB 2301-10103</i></p>	<p>Bishop & McKenzie LLP 2200, 555 – 4 Ave SW Calgary, AB T2P 3E7</p> <p>Attention: Anthony Dekens Email: adekens@bmlp.ca</p> <p><i>Counsel to Legacy Disposal Facility Ltd., in relation to its Joint Venture Agreement with Free Rein Resources Ltd.</i></p>
<p>Skyline Legal Group LLP Suite 601, 1701 Centre Street NW Calgary, AB T2E 7Y2</p> <p>Attention: George Huang Email: ghuang@skylinelegal.ca</p> <p><i>Counsel to Tartan Energy Technology (Shanghai) Ltd. and Tartan Energy Group Inc.</i></p>	<p>Miles Davison LLP 900, 517 – 10th Avenue S.W. Calgary, Alberta T2R 0A8</p> <p>Attention: Ward Mather Email: wmather@milesdavison.com</p> <p><i>Counsel to Capital Now Ventures Inc.</i></p>
<p>Step Energy Services Ltd. c/o Field LLP 400, 444 7 AVE SW Calgary AB T2P 0X8</p> <p>Attention: Matthew Vernon Email: mvernon@fieldlaw.com</p> <p><i>Potential Creditor</i></p>	<p>CWC Energy Services Corp. c/o Burron Law 20 Windhorse Bay Calgary, AB T3Z0B4</p> <p><i>Potential Creditor</i></p>
<p>Gowling WLG (Canada) LLP Suite 1600, 421 7th Avenue SW Calgary AB T2P 4K9</p> <p>Attention: Stephen Kroeger Tom Cumming Adriana Da Silva Bellini Email: stephen.kroeger@gowlingwlg.com Tom.Cumming@gowlingwlg.com Adriana.DaSilvaBellini@gowlingwlg.com</p> <p><i>Counsel to MAGA Energy Ltd.</i></p>	<p>Codeco-Vanoco Engineering Inc. c/o Field LLP 444 7 Ave SW Suite 400 Calgary, AB T2P 0X8</p> <p>Attention: Anthony Burden Email: aburden@fieldlaw.com</p> <p><i>Potential Creditor</i></p>

<p>PrairieSky Royalty Ltd. 1700, 350 – 7 Avenue SW Calgary, AB T2P 3N9</p> <p>Attention: James Nixon Email: james.nixon@prairiesky.com landcomplianceinquiries@prairiesky.com</p>	<p>Canadian Natural Resources Limited 2100, 855 – 2 Street S.W. Calgary, AB T2P 4J8</p> <p>Attention: Jelena Molnar Email: Jelena.Molnar@cnrl.com</p>
<p>Blake, Cassels & Graydon LLP 855 – 2 Street SW, Suite 3500 Calgary AB T2P 4J8</p> <p>Attention: Kelly J. Bourassa Jessica MacKinnon Email: kelly.bourassa@blakes.com jessica.mackinnon@blakes.com</p> <p><i>Counsel to China Construction Bank Toronto Branch</i></p>	<p>Dunphy Best Blocksom LLP 800, 517 10th Avenue SW Calgary AB T2R 0A8</p> <p>Attention: Beth P. Younggren Email: byounggren@dbblaw.com</p> <p><i>Counsel to Puravida Exploration Inc. and 1591195 Alberta Ltd.</i></p>
<p>Caron & Partners LLP Fifth Avenue Place – West Tower 2120, 237 – 4th Avenue, S.W. Calgary, Alberta T2P 4K3</p> <p>Attention: Dean Hutchison Email: dhutchison@caronpartners.com</p> <p><i>Counsel to GWL Realty Advisors Inc</i></p>	<p>OptiMax Drilling Solutions Inc. Suite 1900, 407 – 2nd Street SW Calgary, AB T2P 2Y3</p> <p>Attention: Peggy Sullivan Email: psullivan@optimaxdrilling.com</p>
<p>Alberta Energy Regulator Suite 1000, 250 – 5 Street SW Calgary, AB T2P 0R4 Email: insolvency@aer.ca</p> <p>Attention: Maria Lavelle George Wong Email: maria.lavelle@aer.ca George.Wong@aer.ca</p>	<p>Canada Revenue Agency Surrey National Verification and Collections Centre 9755 King George Boulevard Surrey BC V3T 5E1</p> <p>Fax (toll-free): 1-833-697-2390</p>
<p>Parkland County 53109A Hwy 779 Parkland County, AB T7Z 1R1 Email: hello@parklandcounty.com</p>	<p>Government of Alberta Alberta Energy and Minerals Energy Legal Team 9th Floor, North Petroleum Plaza 9945 – 108 Street Edmonton, AB T5K 2G6</p> <p>Attention: Coleman Brinker Email: Coleman.Brinker@gov.ab.ca</p>

<p>Tidewater Midstream and Infrastructure Ltd. 900, 222 3rd Avenue SW Calgary, AB T2P 0B4</p> <p>Attention: Jason Kulsky Email: jkulsky@tidewatermidstream.com</p>	<p>Leduc County 101-1101 5 St Nisku, AB T9E 2X3 Email: tax@leduc-county.com</p>
<p>Trevor Dublonko 724 Coach Bluff Cres SW Calgary, AB T3H 1A8</p> <p>Email: trevor@freereinres.com</p> <p><i>Shareholder</i></p>	<p>Don Dewar and Jodie Dewar 58 Sir George Stouffville, ON L4A 1 P7</p> <p>Email: jodid@rogers.com</p> <p><i>Shareholders</i></p>
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<p>Tyler Klatt 3 Springbank Meadows Calgary, AB T3Z 2 L8</p> <p><i>Shareholder</i></p>	<p>Chris Jakubowsky Calgary, AB</p> <p>Email: sundogoilfield@hotmail.com</p> <p><i>Shareholder</i></p>
<p>Terry McCallum 2604 - 901 10th Ave SW Calgary, AB T3H 2L8</p> <p>Email: trmccallum@gmail.com</p> <p><i>Shareholder</i></p>	<p>Glenda Krabben 1097 Lake Placid Drive SE Calgary, AB T2J 5A2</p> <p>Email: Peter.Krabben@packersplus.com</p> <p><i>Shareholder</i></p>

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<p>Kieran Tether 6655 Gamba Drive Richmond, BC V7C 2G4</p> <p>Email: kieran.tether@gmail.com</p> <p><i>Shareholder</i></p>	<p>Claus Sitzler 52 Mt Alberta Green SE Calgary, AB T2Z 3G8</p> <p>Email: csitzler@telus.net</p> <p><i>Shareholder</i></p>
<p>Joseph Toronyi 1110 Nicholson Street Victoria, BC V8X 3L6</p> <p>Email: Joseph.Toronyi@macengineering.ca</p> <p><i>Shareholder</i></p>	<p>Tether Family Trust c/o Gary Tether 54 West Mitford Crescent Cochrane, AB T4C 1L2</p> <p><i>Shareholder</i></p>
<p>Ken Wilson 8835 48 Ave NW Calgary, AB T3B 2B4</p> <p>Email: Ken.Wilson@megenergy.com</p> <p><i>Shareholder</i></p>	

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Steve.Heffernan@macautoinc.com; thirst@cgf.com; sundogoilfield@hotmail.com;
Peter.Krabben@packersplus.com; cindymccallum11@gmail.com; crahbek@macengineering.ca;
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CRA: 1-833-697-2390

Courier:

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c/o Burron Law
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Calgary, AB T3Z0B4

Tyler Klatt

3 Springbank Meadows
Calgary, AB T3Z 2 L8

Rod Monden

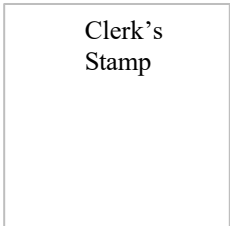
53 Arbour Vista Rd NW
Calgary, AB T3G 4N9

Tether Family Trust

c/o Gary Tether
54 West Mitford Crescent
Cochrane, AB T4C 1L2

SCHEDULE "B"
ORDER

COURT FILE NUMBER **2301-16260**
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PROCEEDING IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as amended



AND IN THE MATTER OF A PLAN OF COMPROMISE
OR ARRANGEMENT OF FREE REIN RESOURCES LTD.

APPLICANT INVICO DIVERSIFIED INCOME LIMITED PARTNERSHIP
by its general partner INVICO DIVERSIFIED INCOME
MANAGING GP INC.

RESPONDENT FREE REIN RESOURCES LTD.

DOCUMENT **ORDER - STAY EXTENSION**

ADDRESS FOR
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CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

Fasken Martineau DuMoulin LLP

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Telephone: (403) 261 9469 / (587) 233 4124
Email: rgurofsky@fasken.com / amersich@fasken.com
File Number 324505.00011

DATE ON WHICH ORDER WAS PRONOUNCED: February 23, 2024

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice M. Hollins

UPON THE APPLICATION of Invico Diversified Income Limited Partnership (the "**Applicant**" or "**Invico**" or the "**Purchaser**"), secured creditor of Free Rein Resources Ltd. ("**Free Rein**"), for an order, *inter alia*, extending the Stay Period as defined in the Amended and Restated Initial Order granted in these proceedings on December 7, 2023 (the "**ARIO**"); **AND UPON** having read the Affidavit of Chris Wutzke filed on February 7, 2024 and the Affidavit of

Service of Kim Picard, filed _____; **AND UPON** reading the first report of the Monitor dated January 17, 2024 and the second report of the Monitor dated _____; **AND UPON HEARING** from counsel for Invico, counsel for Free Rein, counsel for the Monitor, and such other parties present, **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 this Application is properly returnable today.

STAY EXTENSION

2. The Stay Period (as defined in the ARIO) shall be and is hereby extended to and including 11:59 p.m. on April 30, 2024, and all other terms of ARIO shall remain in full force and effect, unamended, except as may be required to give effect to this paragraph.

Justice of the Court of King's Bench of Alberta