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*Attorneys for FTI Consulting Canada Inc., Solely in its Capacity  
 as Receiver for US Oil Sands Inc. and US Oil Sands (Utah) Inc.*

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**IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

<p>In re:</p> <p>US OIL SANDS INC.,</p> <p style="text-align: center;">Debtor in a Foreign Proceeding.</p>	<p>Case No. [ _____ ]</p> <p>Chapter 15</p> <p>Judge</p> <p>[ _____ ]</p>
<p>In re:</p> <p>US OIL SANDS (UTAH) INC.,</p> <p style="text-align: center;">Debtor in a Foreign Proceeding.</p>	<p>Case No. [ _____ ]</p> <p>Chapter 15</p> <p>Judge</p> <p>[ _____ ]</p>

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**DECLARATION OF DERYCK HELKAA IN SUPPORT  
 OF RECEIVER’S MOTION FOR JOINT ADMINISTRATION**

1. My name is Deryck Helkaa and I am a Senior Managing Director of FTI Consulting Canada Inc. with an office in Calgary, Alberta, Canada.

2. FTI Consulting Canada Inc. has been appointed as the receiver and manager (the “Receiver”) of the assets, properties, and undertakings of US Oil Sands Inc. and US Oil Sands (Utah) Inc. (collectively, the “Chapter 15 Debtors”), under the Canadian Bankruptcy and

Insolvency Act (the “**CBIA**”) based upon the *Receivership Order* dated September 14, 2017 (the “**Receivership Order**”), entered by the Court of Queen’s Bench of Alberta in a proceeding brought before it (the “**Canadian Proceeding**”). A true and correct copy of the Receivership Order is attached as Exhibit A to the *Chapter 15 Petition for Recognition of a Foreign Proceeding* filed in each of the above-referenced Chapter 15 cases (collectively, the “**Chapter 15 Petitions**”).

3. I earned a Bachelor of Arts (Economics) degree from the University of Western Ontario.

4. I have more than 20 years of restructuring experience providing financial advice to receivers, debtor companies, shareholders, and management in both formal and out-of-court restructurings.

5. I am a licensed trustee in bankruptcy, a chartered insolvency and restructuring professional, and a chartered accountant in Canada. In addition, I am a member of the (a) Canadian Association of Insolvency and Restructuring Professionals, (b) Insolvency Institute of Canada, and (c) Turnaround Management Association. I also am the past President of the Turnaround Management Association’s Northwest Chapter (Alberta, British Columbia, Washington, and Oregon).

6. I have diverse industry experience with a primary focus on oil and gas, including companies operating in exploration and production, midstream, and oilfield services sectors. I have been involved in numerous formal and informal restructuring transactions, receiverships and consulting engagements in the oil and gas, manufacturing, real estate, and various other industries. I have experience with and have participated in multiple cross-border restructurings, including acting as the foreign representative for Argent Energy and Tuscany International Drilling.

7. Prior to joining FTI Consulting, I was a partner in the Transaction and Advisory Services group at Ernst & Young.

8. Except as otherwise indicated, all statements set forth in this Declaration are based upon: (a) my personal knowledge; (b) documents and other information prepared or collected by other members of the Chapter 15 Debtors' management, their employees, or their professionals; (c) documents and other information prepared or collected by the Receiver's management, its employees, or its professionals; (d) my review of relevant documents; and/or (e) my opinion based upon my experience and knowledge of the Chapter 15 Debtors' operations and financial condition. If I were called upon to testify, I could and would testify competently to the facts set forth herein based upon my personal knowledge, review of documents, and/or opinion.

9. I am authorized on behalf of FTI Consulting Canada Inc. to submit this declaration (this "**Declaration**") in support of the *Receiver's Motion for Joint Administration* filed with this Court ("**Joint Administration Motion**").

#### **The Chapter 15 Debtors and Their Business**

10. The Chapter 15 Debtors comprise a group of Canadian-based companies that have been placed into a receivership proceeding under the CBIA in Calgary, Alberta, Canada. The Chapter 15 Debtors are headquartered in Calgary, Alberta, Canada.

11. US Oil Sands Inc. is a Canadian corporation that was publicly traded on the TSX Venture Exchange prior to being delisted effective June 29, 2017. US Oil Sands Inc. continues to be a reporting issuer under Canadian securities laws and is subject to Canadian continuous disclosure requirements. US Oil Sands Inc., in turn, owns all of the issued stock of US Oil Sands (Utah) Inc. Both Chapter 15 Debtors are subject to the Receivership Order entered by the court in the Canadian Proceeding.

12. The Chapter 15 Debtors' business focused on environmentally sustainable heavy oil (bitumen) production of oil sands. All directors of the Chapter 15 Debtors resigned prior to entry of the Receivership Order. The Chapter 15 Debtors do, however, currently have six employees, of which four are senior management located in Canada, one is an operational staff member securing the Chapter 15 Debtors' facility in Grand Prairie, Alberta, Canada, and the final employee is an operational staff member that secures the Chapter 15 Debtors' moth-balled facility in eastern Utah.

13. The Chapter 15 Debtors' business focused on pursuing oil sand production by using a unique, patented, and environmentally friendly extraction process. The Chapter 15 Debtors' initial commercial project is located in Uintah and Grand Counties, Utah, where they have a 100% interest in bitumen leases covering approximately 32,000 acres of land, the largest commercial oil sands position in the United States. The processing facility was completed in 2016, at which time limited mining operations began. While some amount of bitumen has been mined, no oil has yet been sold. The Chapter 15 Debtors expected first-oil during 2017, however, after experiencing cash flow challenges, they ceased all mining operations more than a month before the filing of these Chapter 15 cases.

#### **Joint Administration Motion**

14. To minimize the immediate adverse effects on the filing for Chapter 15 protection and to enhance the Chapter 15 Debtors' prospects of an orderly liquidation, the Receiver is requesting certain "first-day" relief in the Joint Administration Motion. I am familiar with the request for such relief and I believe that the relief sought: (a) is necessary to enable the Chapter 15 Debtors to operate in Chapter 15 with minimum disruption or loss of productivity or value; (b) is critical to the Chapter 15 Debtors' ability to successfully prosecute the Canadian Proceeding

and these Chapter 15 Cases; and (c) best serves the Chapter 15 Debtors' cases and the interests of the creditors.

15. I believe that joint administration of these Chapter 15 Debtors' cases will facilitate the coordinated administration of their cases. Furthermore, I understand that joint administration of these Chapter 15 Debtors' cases is appropriate because the Chapter 15 Debtors intend to file with this Court such motions and applications reasonably necessary to effect a smooth process for the Chapter 15 Debtors during the bankruptcy. Moreover, the assets and operations of the respective Chapter 15 Debtors are intertwined. As such, the joint administration of these cases, including the combining of notices to creditors of the respective cases, as well as the notices and hearings of all matters at the same time, will promote the economical, efficient, and convenient administration of the Chapter 15 Debtors' cases. With multiple debtors, each with its own case docket, the failure to jointly administer these cases would result in duplicative pleadings repeatedly being filed. I believe that such duplication of substantially identical documents would be wasteful and would unnecessarily burden the Clerk of the Court.

16. Joint administration will permit the Clerk to use a single general docket for these Chapter 15 Debtors' cases and to combine notices to creditors and other parties-in-interest of the Chapter 15 Debtors' respective cases. Joint administration will also protect parties-in-interest by ensuring that such parties-in-interest in each of the Chapter 15 Debtors' respective Chapter 15 cases will be apprised of the various matters before the Court in these Chapter 15 cases.

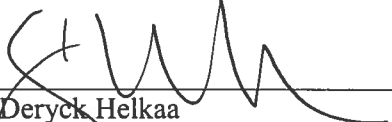
17. The rights of the respective creditors of each of the Chapter 15 Debtors will not be adversely affected by joint administration of these Chapter 15 cases inasmuch as the relief sought is purely procedural and is in no way intended to affect substantive rights.

18. Each creditor and party-in-interest will maintain whatever rights it has against the particular Chapter 15 Debtor against which it allegedly has a claim or right. Indeed, the rights of all creditors will be enhanced by the reduction in costs resulting from joint administration. The Court will also be relieved of the burden of entering duplicative orders and keeping duplicative files.

19. I believe the relief requested in the Joint Administration Motion is appropriate to achieve those goals, and that the circumstances weigh heavily in favor of scheduling a hearing on such motion immediately, granting the relief requested therein, and granting such other relief as the circumstances may require to help the Chapter 15 Debtors achieve an orderly liquidation in these cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Executed: November 7, 2017

  
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Deryck Helkaa  
Senior Managing Director  
FTI Consulting Canada Inc.,  
Solely in its Capacity as Receiver for US Oil  
Sands Inc. and US Oil Sands (Utah) Inc.

**CERTIFICATE OF SERVICE**

The undersigned certifies that true and correct copies of the foregoing *Declaration of Deryck Helkaa in Support of Receiver's Motion for Joint Administration* were forwarded (1) to the parties receiving ECF notifications in this case and (2) via first-class United States mail on November 7, 2017, to the parties-in-interest set forth on the attached Service List.

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Bryan L. Elwood

**Service List**