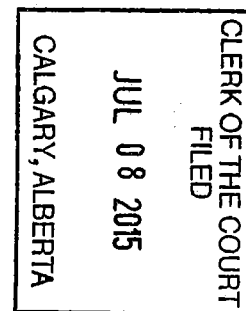


Clerk's stamp:

COURT FILE NUMBER **1501-06552**  
COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE **CALGARY**  
PLAINTIFF **ROBERT MARTIN FRIEDLAND**  
DEFENDANTS **IVANHOE ENERGY INC.**  
DOCUMENT **APPLICATION (Approval of SISP Procedures)**  
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **BLAKE, CASSELS & GRAYDON LLP  
3500, 855 – 2<sup>nd</sup> Street S.W.  
Calgary, AB T2P 4J8  
Attn: Kelly J. Bourassa/James Reid  
Telephone: 403-260-9697/403-260-9731  
Facsimile: 403-260-9700  
File: 72396/16  
Email: [kelly.bourassa@blakes.com](mailto:kelly.bourassa@blakes.com)  
[james.reid@blakes.com](mailto:james.reid@blakes.com)**



**NOTICE TO DEFENDANT**

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: July 13, 2015  
Time: 11:00 a.m.  
Where: Calgary Courts Centre  
Before Whom: Madam Justice G.A. Campbell

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. KPMG Inc., in its capacity as receiver (the "**Receiver**") of Ivanhoe Energy Inc. ("**Ivanhoe**") is seeking an Order substantially in the form attached hereto as Schedule "**A**":
  - (a) abridging the time for service of this application (the "**Application**") and declaring this motion properly returnable today, if necessary, and further service of the

Application, other than to those listed on the Service List attached hereto as Schedule "B" is hereby dispensed with;

- (b) approving the proposed sale and investment solicitation process procedures (the "**SISP Procedures**") substantially in the form attached as Appendix E to the first report of the Receiver dated July 8, 2015 (the "**First Report**");
- (c) authorizing the Receiver to perform all of its obligations under the SISP Procedures and to do such things that are reasonably necessary to give full effect to the SISP Procedures;
- (d) approving the actions, conduct and activities of the Receiver to date, as outlined in the First Report; and
- (e) such further and other relief as counsel may advise and this Honourable Court may permit.

**Grounds for making this application:**

2. On June 16, 2015 this Honourable Court granted a receivership order (the "**Receivership Order**") appointing KPMG Inc. as receiver over all of Ivanhoe's current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (the "**Property**").
3. Pursuant to paragraph 3(j) of the Receivership Order, the Receiver is authorized to market any or all of the Property, including advertising and soliciting offers in respect of the Property or any parts thereof and negotiating such terms and conditions of sale as the Receiver deems appropriate.
4. The Receiver is of the view that the proposed SISP Procedures expose Ivanhoe's assets to the market for a reasonable time, is transparent and is designed to obtain the highest and best value for the Property in the circumstances.
5. The Receiver has consulted with the Proposal Trustee and its counsel, as well as counsel to Robert Martin Friedland in respect of the proposed SISP Procedures.

**Material or evidence to be relied on:**

6. The materials upon which the Receiver intends to rely include the following:
  - (a) the Receivership Order, as amended by the amended receivership order dated June 17, 2015;
  - (b) the First Report of the Receiver dated July 8, 2015, filed; and
  - (c) such further and other material as counsel for the Receiver may advise and this Honourable Court may permit.

**Applicable Acts and Regulations:**

7. The Receiver will rely upon and refer to the following during the making of the Application:
  - (a) the provisions of the *Bankruptcy & Insolvency Act*, RSC 1985, c B-3, as amended; and
  - (b) the *Alberta Rules of Court*.

**How the application is proposed to be heard or considered:**

8. In person before the Honourable Madam Justice D.R. Campbell on the 13<sup>th</sup> day of July, 2015 at 11:00 a.m.

**WARNING**

If you do not come to Court either in person or by your lawyer, the Court may give the applicant 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"

Clerk's stamp:

COURT FILE NUMBER                   **1501-06552**

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE                   **CALGARY**

PLAINTIFF                           **ROBERT MARTIN FRIEDLAND**

DEFENDANTS                       **IVANHOE ENERGY INC.**

DOCUMENT                         **ORDER (APPROVAL OF SISP PROCEDURES)**

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS DOCUMENT   **BLAKE, CASSELS & GRAYDON LLP**  
**3500, 855 – 2<sup>nd</sup> Street S.W.**  
**Calgary, AB T2P 4J8**  
**Attn: Kelly J. Bourassa/James Reid**  
**Telephone: 403-260-9697/403-260-9731**  
**Facsimile: 403-260-9700**  
**File: 72396/16**  
**Email: kelly.bourassa@blakes.com**  
**james.reid@blakes.com**

**DATE ON WHICH ORDER WAS PRONOUNCED:** July 13, 2015

**LOCATION WHERE ORDER WAS PRONOUNCED:** Calgary Courts Centre

**NAME OF JUSTICE WHO MADE THIS ORDER:** Madam Justice G.A. Campbell

**UPON** the application of KPMG Inc., in its capacity as receiver (the "**Receiver**") of Ivanhoe Energy Inc. ("**Ivanhoe**"); **AND UPON** having read the application (the "**Application**") for the approval of sale and investor solicitation process procedures, the Receiver's First Report dated July 8, 2015 (the "**First Report**"); **AND UPON** having read the Affidavit of Service of [**Carol Benish**] sworn July [●], 2015; **AND UPON** hearing counsel for the Receiver, the Proposal Trustee, the Plaintiff and any other parties present;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

***Service***

1. Service of the Application and materials in support thereof is hereby abridged, if necessary, so that the Application is properly returnable today and further service of the Application upon any party not served is hereby dispensed with.

***Approval of SISP Procedure***

2. The sale and investor solicitation process procedures attached as Schedule "A" hereto (the "**SISP Procedures**"), are hereby approved and accepted and the Receiver is hereby authorized and directed to implement the SISP Procedures as described in the terms thereof and do all such things as are reasonably necessary to conduct and give full effect to the SISP Procedures.

3. The actions, conduct and activities of the Receiver to date as outlined in the First Report are hereby authorized and approved.

---

J.C.Q.B.A.

Schedule "B"

COURT FILE NUMBER 1501-06552  
 COURT COURT OF QUEEN'S BENCH OF ALBERTA  
 JUDICIAL DISTRICT CALGARY  
 PLAINTIFF ROBERT MARTIN FRIEDLAND  
 DEFENDANT IVANHOE ENERGY INC.

**SERVICE LIST**

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<b>STIKEMAN ELLIOTT LLP</b> 4300, 888 – 3rd Street SW Calgary, AB T2P 5C5  <b>GEOFFREY HOLUB</b> E-mail: <a href="mailto:gholub@stikeman.com">gholub@stikeman.com</a>  <b>STIKEMAN ELLIOTT LLP</b> 5300, 199 Bay Street Toronto, ON M5L 1B9  <b>ASHLEY TAYLOR</b> E-mail: <a href="mailto:ataylor@stikeman.com">ataylor@stikeman.com</a>  <b>YANNICK KATIRAI</b> E-mail: <a href="mailto:ykatirai@stikeman.com">ykatirai@stikeman.com</a>	  (403) 266-9022  (416) 869-5236  (416) 869-5556	(403) 266-9034	Robert Martin Friedland
<b>ERNST &amp; YOUNG LLP</b> 1000, 440 – 2nd Ave SW Calgary, AB T2P 5E9		(403) 206-5075	Trustee in Bankruptcy of Ivanhoe Energy Inc.

<b>NEIL NARFASON</b> E-mail: <a href="mailto:neil.narfason@ca.ey.com">neil.narfason@ca.ey.com</a>	(403) 206-5067		
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<b>GOWLING LAFLEUR HENDERSON LLP</b> 1600, 421 – 7 Ave SW Calgary, AB T2P 4K9		(403) 695-3538	Trustee in Bankruptcy
<b>THOMAS CUMMING</b> E-mail: <a href="mailto:tom.cumming@gowlings.com">tom.cumming@gowlings.com</a>	(403) 298-1938		
<b>OSLER, HOSKIN &amp; HARCOURT LLP</b> 2500, 450 – 1 <sup>st</sup> Street SW Calgary, AB T2P 5H1		(403) 260-7024	Talisman Energy Inc.
<b>A. ROBERT ANDERSON</b> E-mail: <a href="mailto:randerson@osler.com">randerson@osler.com</a>	(403) 260-7004		
<b>DLA PIPER</b> 1000, 250 – 2 <sup>nd</sup> Street SW Calgary, AB T2P 0C1		(403) 776-8864	Southwest Research Institute
<b>BRIAN DAVISON</b> E-mail: <a href="mailto:brian.davison@dlapiper.com">brian.davison@dlapiper.com</a>	(403) 294-3590		
<b>GOODMANS LLP</b> 3400, 333 Bay Street Toronto, ON M5H 2S7			Goodmans LLP
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