

IN THE COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL DISTRICT OF CALGARY

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

AND IN THE MATTER OF
CARIBOU RESOURCES CORP.

SECOND REPORT OF THE COURT-APPOINTED MONITOR

DELOITTE & TOUCHE INC.

April 27, 2007

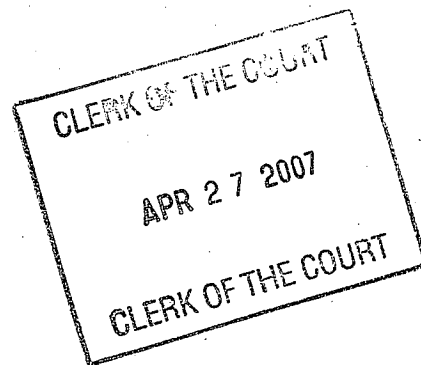


TABLE OF CONTENTS

INTRODUCTION AND BACKGROUND	1
Introduction	1
Notice to Reader.....	1
Background	1
SALES PROCESS	2
Valuation of Petroleum and Natural Gas Properties	2
Scotia Waterous Process	2
OPERATIONS.....	4
Weekly Cash Flow Forecast Statements	4
Payment of Pre-CCAA Liabilities.....	5
CLAIMS PROCESS.....	6
PRIORITY CLAIMS	9
CLAIMS SUBORDINATE TO BROOKFIELD'S CLAIM	10
CCAA PRIORITY CHARGES.....	10
OTHER.....	11

SCHEDULES

Schedule 1	Net Present Value of Proved and Probable Reserves
Schedule 2	Evaluation of Undeveloped Property
Schedule 3	Brookfield Binding Offer
Schedule 4	Revised Cash Flow Forecast for the Period Ending June 1, 2007
Schedule 5	Statement of Cash Receipts and Cash Disbursements for the Interim Period January 31, 2007 to April 20, 2007
Schedule 6	Notice to Creditors of Claims Process
Schedule 7	Advertisement

INTRODUCTION AND BACKGROUND

Introduction

1. On January 30, 2007, Caribou Resources Corp. ("Caribou" or the "Company") filed for protection under the *Companies' Creditors Arrangement Act* ("CCAA") and obtained an order from the Court of Queen's Bench of Alberta (the "CCAA Order") under which all proceedings against Caribou were stayed for an initial period to February 28, 2007 (the "Stay Period"). The CCAA Order appointed Deloitte & Touche Inc. as Monitor of Caribou (the "Monitor").
2. On February 22, 2007, the Company obtained a further order of the Court (the "Stay Extension Order") extending the Stay Period for a period of 70 days to 5:00 p.m. Calgary time on May 3, 2007.

Notice to Reader

3. This report constitutes the Second Report to the Court and should be read in conjunction with the First Report to the Court dated February 19, 2007.
4. This report is not and should not be construed as an endorsement, comment or recommendation to any creditor, prospective investor, or to any person to advance credit or provide goods and services and/or to continue to provide goods and services or to lend monies to Caribou.
5. Capitalized terms utilized herein and not otherwise defined have the same meaning as in the CCAA Order.

Background

6. Caribou is an Alberta corporation carrying on business in the province of Alberta. The Company was created on January 23, 2004 through the acquisition/amalgamation of Rimron Resources Inc., New Earth Exploration Ltd., and Rainmaker Ventures Ltd. In October 2004, Caribou acquired Shaker Resources Inc.
7. Caribou is a full cycle exploration and development company primarily focused on exploring for natural gas and oil in Central and Northern Alberta. The Company maintains its head and registered offices in the city of Calgary, Alberta.
8. Caribou owns and operates significant oil and gas facilities and infrastructure in Central and Northern Alberta including a gas plant and an oil processing facility. In addition, Caribou holds interests in producing oil and gas wells.

SALES PROCESS

Valuation of Petroleum and Natural Gas Properties

9. The primary assets of the Company are its interests in petroleum and natural gas properties and facilities. The Company retained McDaniel & Associates Consultants Ltd. to prepare an engineering report as at December 31, 2006 (the "McDaniel Report").

10. The McDaniel Report was issued on March 28, 2007.

11. An excerpt of the McDaniel Report summarizing the Company's net present value of its reserves is attached as Schedule 1. The McDaniel Report estimates that the net present value of Caribou's proved and probable reserves was approximately \$47.6 million based on a 10% discount rate. The decrease in value of the Company's petroleum and natural gas properties from December 31, 2005 to December 31, 2006 is largely attributable to increased operating costs, a decrease in gas prices, and less than forecasted performance results.

12. The Company retained Seaton-Jordan & Associates Ltd. to prepare an evaluation of its non-reserve oil and gas properties as at January 31, 2007. Their evaluation estimates a fair market value of approximately \$12.9 million with respect to the Company's undeveloped land. A summary of the evaluation is attached as Schedule 2.

Scotia Waterous Process

13. On January 5, 2007, the Company retained Scotia Waterous Inc. ("Scotia Waterous") to affect either a merger or sale of the Company's assets or capital stock, or to locate financing. The Scotia Waterous engagement was amended on February 6, 2007 to reflect the necessity of obtaining Court approval for any transaction during the post-CCAA period.

14. Scotia Waterous sent an introductory letter to more than 1,100 companies throughout Canada, the United States and internationally. Of these parties, 16 companies requested and received an information memorandum, 36 companies executed a confidentiality agreement, and 31 companies viewed the data room. In addition, the Company was requested by and made presentations to three of these Companies.

15. The offer to purchase bid date was extended from April 10, 2007 to April 17, 2007 as a result of the delay in the release of the McDaniel Report.

16. The Company received nine different non-binding offers to purchase prior to the closing of the bid date. Such offers included offers for particular assets or asset parcels, and one *en bloc* submission for substantially all of the assets associated with the Company's operations.

17. The Company and the Monitor have been contacted by shareholder groups and others who have expressed interest in providing a solution to the Company's current financial situation. The Company had recommended to these parties that they respond with their proposals by April 17, 2007. No proposals, offers for the purchase of the shares of the Company or to fund a plan of arrangement were received from these parties. However, an expression of interest dated April 17, 2007 from legal counsel for one of these parties was received. As at the time of writing this report, no binding offer or even a letter of intent has been submitted by any of the shareholder groups or other parties.

18. The highest and best non-binding offer received was an *en bloc* submission made by the Company's primary secured creditor, Brookfield Bridge Lending Fund Inc. ("Brookfield").

19. The remaining eight offers were for individual properties. None of these eight offers, either alone or any combination thereof, was equal to or superior to the Brookfield offer.

20. Scotia Waterous, the Company and the Monitor analyzed and summarized all of the non-binding offers received. This analysis of the offers received and the details of the non-binding offers received will be outlined in the Confidential Supplementary Report of the Court-Appointed Monitor dated April 27, 2007, which will be submitted to this Honourable Court on the return of the Notice of Motion. We will request that this Honourable Court seal the Confidential Supplementary Report of the Court-Appointed Monitor dated April 27, 2007 in order to avoid the negative impact that the dissemination of confidential information would have if the recommended transaction with Brookfield fails to close, for any reason. Publication of the Brookfield purchase price and other bid prices with respect to the assets that form part of the subject matter of the offers would, in our view, undermine the fairness of any resumption of the sales process that may be required if the recommended transaction does not close. In addition, Brookfield has requested that the non-binding bids not be made public.

21. On April 25, 2007, Brookfield submitted a binding offer to purchase all of the assets of the Company (the "Brookfield Binding Offer"). A copy of the Brookfield Binding Offer is attached as Schedule 3.

22. Acceptance of the Brookfield Binding Offer would not result in any available funds for distribution to the creditors subordinate to Brookfield (including unsecured creditors) or any value for shareholders.

23. The Monitor is satisfied that the sales process has been conducted in a proper and sufficient fashion.

24. The Monitor recommends that, subject to a superior offer being submitted prior to May 3, 2007, the Court approve the Brookfield Binding Offer.

OPERATIONS

25. The Company has continued operations on a business as usual basis. Results of the Company's operations since January 30, 2007 are discussed below in the cash flow forecast section of this report.

26. Subsequent to the CCAA, two joint venture partners refused to pay post-CCAA amounts due to the Company. The Company issued demands with respect to these account receivable amounts in order to be in a position to enforce its right to an operators' lien.

27. On April 26, 2007 we were informed that Gibson Energy Partnership ("Gibson") had offset approximately \$107,000 from March 2007 revenues due to Caribou representing the amount of pre-CCAA debt claimed by Gibson. The appropriate course of action has not yet been determined.

Weekly Cash Flow Forecast Statements

28. The Company revised its cash flow forecast statements to reflect timing and permanent differences of payments and receipts or other known required adjustments. Revised weekly cash flow forecast statements for the period ending June 1, 2007 are attached as Schedule 4.

29. The significant assumptions used in preparing the weekly cash flow forecast are summarized as follows:

- Revenue is estimated based on maintained production volumes under existing hedging contracts;
- Payment of all amounts secured by the Post-Petition Trade Creditors' Charge; and
- Field supplies and services expenses include estimated COD charges and/or pre-payments.

30. A summary of the Company's cash flow forecast for the period ending June 1, 2007 is provided below:

Caribou Resources Corp. - CCAA	
Revised Cash Flow Forecast for the Period Ending June 1, 2007	
Opening Cash Position	\$ 2,338,706
Estimated Receipts	3,567,582
Estimated Disbursements	3,175,116
Closing Cash Position	<u>\$ 2,731,172</u>

31. Caribou anticipates that, based on current assumptions, there will be sufficient cash flow to meet its on-going expenses and pay the costs of operations during the period to June 1, 2007. The Company continues to rely on its cash reserves in order to meet any unforeseen expenses.

32. The actual net cash flow for the Company for the period from January 30, 2007 to April 20, 2007 is summarized as follows:

		Period Ending April 20, 2007		
		Forecast	Actual	Variance
Opening Cash Position	\$	2,134,339	\$ 2,134,339	\$ -
Receipts		4,211,111	4,510,672	299,561
Disbursements		4,327,150	4,306,305	(20,846)
Contingencies		649,073	-	(649,073)
Net Cash Flow		<u>(765,112)</u>	<u>204,367</u>	<u>969,479</u>
Closing Cash Position	\$	<u>1,369,227</u>	\$ <u>2,338,706</u>	\$ <u>969,479</u>

33. A Statement of Cash Receipts and Cash Disbursements for the interim period January 31, 2007 to April 20, 2007 is attached as Schedule 5.

Payment of Pre-CCAA Liabilities

34. In accordance with paragraph 17(a) of the CCAA Order, the Company paid a pre-CCAA amount of approximately \$3,800 with respect to the Canada Revenue Agency ("CRA") audit of the Company's payroll account.

35. In accordance with paragraph 17(c) of the CCAA Order, the Company paid pre-CCAA amounts relating to goods and services taxes collected in January 2007 totaling approximately \$28,000.

36. In accordance with paragraph 18(b) of the CCAA Order, the Company paid various pre-CCAA amounts totaling approximately \$316 comprised of employee benefit amounts and amounts reimbursed to employees with respect to out-of-pocket expenses.

37. In accordance with paragraph 18 of the CCAA Order, certain other pre-CCAA liabilities were paid by the Company, with our approval, subsequent to the date of the CCAA Order. These items are discussed below:

- The Company paid various corporate contractors amounts totaling approximately \$10,100. These corporate contractors provided services to the Company as if they were individual contractors and the majority of these corporate contractors were field contractors and were necessary to continue the Company's operations;

- The Company paid \$15,000 to CRA with respect to a late-filing penalty related to the flow-through share issuance in 2006;
- The Company paid approximately \$3,000 with respect to its legal counsel's pre-CCAA accounts;
- The Company paid amounts totaling approximately \$51,000 related to December 2006 freehold royalties; and
- The Company paid amounts totaling approximately \$22,200 related to pre-CCAA freehold mineral taxes.

38. Contrary to paragraph 18 of the CCAA Order, certain other pre-CCAA liabilities were paid by the Company, without our approval, subsequent to the date of the CCAA Order. These items are discussed below:

- The Company advises us that it inadvertently paid various administrative accounts (i.e. registry office charges, telephone bills, couriers, and TSX venture exchange). These miscellaneous payments totaled approximately \$1,800; and
- On or about March 9, 2007, the Company advises us that it inadvertently paid \$5,649.80 to Newalta representing payment of pre-CCAA amounts. The cheque was cashed on March 12, 2007. We understand that the Company was to send correspondence to Newalta to advise that the payment was issued in error and to request the return of these funds. To date, the funds have not yet been returned to the Company.

39. As noted in the Monitor's First Report, the Company proposed to pay the December 2006 and January 2007 pre-CCAA amounts relating to gross over-riding royalties and joint venture partners. After consideration it was decided that these amounts were unsecured claims against the Company and therefore they would be treated the same as other unsecured creditors.

CLAIMS PROCESS

40. The claims process was outlined in the Claims Procedure Order granted February 22, 2007.

41. In accordance with Paragraph 5(a)(i) of the Claims Procedure Order, we mailed a copy of the Notice to Creditors by regular mail on or before February 28, 2007, to each known creditor of Caribou. A copy of the Notice to Creditors is attached hereto as Schedule 6.

42. A copy of the Claims Procedure Order and the Notice of Claim form was posted on the Monitor's website on or about February 27, 2007 in accordance with Paragraph 5(a)(ii) of the Claims Procedure Order.

43. In accordance with Paragraph 5(a)(iii) of the Claims Procedure Order, the Notice to Creditors was published in an advertisement on March 8 and 13, 2007 in the Grande Prairie Herald Tribune, the Calgary

Herald, and the Edmonton Journal. The Notice to Creditors was published in an advertisement on March 7 and 14, 2007 in the High Level Gazette Echo. A copy of the advertisement is attached hereto as Schedule 7.

44. As at the Claims Bar Date (5:00 p.m. Calgary time, March 30, 2007) we received 253 Notices of Claim, summarized as follows:

Caribou Resources Corp. - CCAA			
Summary of Claims Process			
	Number of Claims		Amount Claimed
Creditor			
Secured	11	\$	33,880,574
Lien Claimant	6		2,658,650
Royalty	2		Unknown
Joint Venture	2		316,526
Contingent	0		-
Unsecured	232		18,399,987
Shareholder	0		-
Total Claims	253	\$	55,255,738

45. On or about the Claims Bar Date, we became aware of various creditors that were not notified of the claims process as a result of mailings returned by Canada Post as undeliverable and/or an incomplete mailing list. On April 10, 2007, the Court granted a Supplemental Claims Procedure Order to allow these certain creditors to submit a Supplemental Notice of Claim within seven business days of receipt of the Supplemental Notice of Claim. As at April 25, 2007, we have received five Supplemental Notices of Claim.

46. As at April 25, 2007, Caribou has reconciled 216 claims representing approximately \$43.6 million of Claims received.

47. We issued 155 acceptance letters representing approximately \$4.3 million of Claims received.

48. We issued 23 Notices of Revision or Disallowance representing approximately \$1.7 million of Claims received. We have not completed this process for the reasons set out in paragraphs 60 and 61 below.

49. We disallowed all interest and service charges included in the Claim unless the Company and the creditor had entered into a written agreement pertaining to same prior to the CCAA.

50. In accordance with the Claims Procedure Order, if a creditor disputed the Notice of Revision or Disallowance, the creditors must file a Notice of Motion and Affidavit within fourteen days from the date of the Notice of Revision or Disallowance. As at the time of the writing of this report, the Company has

received two Notices of Objection. In addition, one party has sent us correspondence to indicate that it is their intention to file a Notice of Objection.

51. Subsequent to the Claims Bar Date, we received eight Notices of Claim (other than the Supplemental Notices of Claim) totaling approximately \$178,000, summarized as follows:

Caribou Resources Corp. - CCAA	
Summary of Claims Received Subsequent to Claims Bar Date	
	Amount per Notice of Claim
Creditor	
Argo Sales Ltd.	\$ 4,401.92
Can-Am Geomatics	98,944.40
Core Laboratories Canada Ltd.	13,827.82
Ivrnet Inc.	1,011.85
Pioneer Environmental Services	6,175.25
FI Oilfield Services Ltd.	584.27
Weatherford Canada Partnership	52,378.22
West Direct Express Ltd.	504.15
Total	\$ 177,827.88

52. The Notices of Claim received subsequent to the Claims Bar Date (other than the Supplemental Notices of Claim) were disallowed with the exception of two that have not yet been disallowed.

PRIORITY CLAIMS

53. Eighteen secured claims totaling approximately \$36.3 million were filed. A summary of these secured claims is found in the table below:

Caribou Resources Corp. - CCAA Summary of Secured Claims		
	Secured Claim Amount	Subtotals
Brookfield		
Financing Charge		\$ 28,157,191.78
Legal Fees		19,849.75
Paramount Resources Ltd.		4,855,495.64
<i>Builders Liens</i>		
Parkland Pipeline Contractors Ltd.	\$ 1,610,064.10	
Big Country Energy	918,476.22	
Bears paw Petroleum Ltd.	180,028.99	
AltaGas Ltd.	133,613.64	
Roll'n Oilfield Industries Ltd.	60,981.80	
Concise Design	51,359.69	
TS&M Technical Sales & Maintenance Co.	38,492.67	
BJ Services Company Canada	21,222.20	
Santec Tool Services Ltd.	14,966.14	
Precision Rentals	9,413.48	3,038,618.93
Petroflow Energy Ltd. - Trust Claim		94,444.42
Minister of Energy		69,137.92
<i>Claims with Asset Registration as Security</i>		
Concept Compression Corp.		28,041.24
Platinum Energy Services Corp.		10,483.74
Priority Projects Ltd.		1,831.07
		<u>\$ 36,275,094.49</u>

54. Brookfield filed a claim with respect to its secured demand loan payable on March 30, 2007. Currently, this loan is fully advanced. Caribou's books and records indicate that the January 2007 interest portion of this claim (\$157,192) was paid and that as at the Claims Bar Date Brookfield's secured claim totaled \$28 million plus legal fees of approximately \$20,000. At this time, an opinion of the validity of Brookfield's security has not been sought.

55. Paramount Resources Ltd. ("Paramount") filed a claim in the amount of approximately \$4.8 million. As noted in the Monitor's First Report, Paramount claims an operators' lien. Caribou has advised us that they have worked with Paramount to attempt to resolve the amount of this claim and believe that the agreed upon amount will approximate \$2.7 million.

56. Ten other builders' lien claims were filed by the Claims Bar Date totaling approximately \$3 million. The Company's preliminary review has identified payments totaling approximately \$771,000 to a single

claimant prior to the filing of the CCAA, resulting in a reduction of potential secured lien claims to \$2.2 million. Of these remaining claims, we have identified two claims totaling approximately \$188,000 where the security does not initially appear to be valid. Furthermore, of the remaining balance, a subordination agreement exists which appears to subordinate approximately \$840,000 of these secured claims to the amounts owing by Caribou to Brookfield. Therefore, our initial review indicates that approximately \$1.2 million of these claims may hold valid security in priority to Brookfield.

57. A single trust claim was filed by Petroflow Energy Ltd. ("Petroflow") in the approximate amount of \$94,000 and has been disallowed as a trust claim but accepted as an unsecured claim. As stated in paragraph 50 above, Petroflow has filed a Notice of Motion to dispute our disallowance of their claim.

58. A single claim for \$3.5 million was filed by the Minister of Energy (the "Minister"), of which approximately \$69,000 was claimed as being secured. The security held by the Minister is the deposit that had been paid by Caribou. Caribou advises that they do not believe that any amounts are owed to the Minister with respect to Crown royalties. An audit has been requested and, to date, this matter remains outstanding.

59. Three additional claims totaling approximately \$40,000 were filed with respect to claims against certain personal property that is currently being rented by Caribou. Our initial review indicates that these do not constitute valid secured claims.

CLAIMS SUBORDINATE TO BROOKFIELD'S CLAIM

60. Based on the Brookfield Binding Offer, no secured creditors ranking behind Brookfield, unsecured creditors or shareholders, will realize any payment from the acceptance of the Brookfield Binding Offer. We believe that, in the circumstances and at this time, no further time and effort should be expended on fulfilling the Claims Procedure Order stakeholder.

61. We are applying to the Court on April 30, 2007, to have the deadline for Notices of Revision or Disallowance extended indefinitely, subject to further Court Order.

CCAA PRIORITY CHARGES

62. Pursuant to paragraph 35 of the CCAA Order, the Monitor, counsel to the Monitor and counsel to the Company, are granted a lien against the Company's assets (the "Administration Charge") having priority over the Brookfield security.

63. The Company has been paying the fees of its legal counsel, the Monitor, and the Monitor's legal counsel as the invoices are rendered. At the date of this report, there are no outstanding invoices that relate to the Administration Charge.

64. Pursuant to paragraph 28 of the CCAA Order, the Company's Directors and Responsible Persons are granted a lien against the Company's assets (the "D&O Charge") subsequent to the Administration Charge but in priority to the Brookfield security.

65. As at the date of this report, we are not aware of any claims with respect to the D&O Charge.

66. Pursuant to paragraphs 36 to 40 of the CCAA Order, Management and the Employees are entitled to lien against the Company's assets with respect to security for payment of amount that may become due under the Retention Plans (the "Retention Plans Charge"). The Retention Plans Charge is subordinate to the Administration Charge and D&O Charge but in priority to the Brookfield security.

67. The amount due pursuant to the Retention Plans Charge is estimated at a maximum of \$198,000. The amount of the Retention Plans Charge may vary depending on several factors including the closing date of the sale of assets and the method of realization.

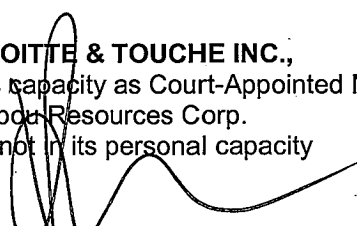
68. Pursuant to paragraph 42 of the CCAA Order, trade creditors that continue to provide goods and services after the date of the CCAA Order ("Post-Petition Trade Creditors"), are granted a secured interest in the Company's assets in the aggregate and maximum amount of \$750,000 (the "Post-Petition Trade Creditors Charge"). The Post-Petition Trade Creditors Charge ranks subsequent to the Administration Charge, the D&O Charge, the Retention Plans Charge, and to the claims of all secured creditors but in priority to the claims of unsecured creditors.

69. As at April 30, 2007, the Company did not have outstanding Post-Petition Trade Creditors Charges exceeding the amount authorized by the CCAA Order.

OTHER

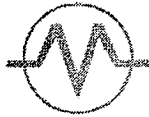
70. We require no further advice, direction or assistance from the Court at this time other than as referred to in paragraph 61 above.

DELOITTE & TOUCHE INC.,
in its capacity as Court-Appointed Monitor of
Caribou Resources Corp.
and not in its personal capacity



Victor P. Kroeger, CA · CIRP, CFE
Senior Vice-President

TAB 1



Principals

P. A. Welch P. Eng.

G. M. Heath P. Eng.

B. H. Emslie P. Eng.

R. F. Ott P. Geol.

C. B. Kowalski P. Eng.

B. J. Wurster P. Eng.

April 5, 2007

Caribou Resources Corp.
1545, 101 – 6th Avenue S.W.
Calgary, Alberta
T2P 3P4

Attention: The Board of Directors of Caribou Resources Corp.

Re: **Form 51-101F2**
Report on Reserves Data by an Independent Qualified Reserves Evaluator
of Caribou Resources Corp. (the “Company”)

To the Board of Directors of Caribou Resources Corp. (the “Company”):

1. We have evaluated the Company’s reserves data as at December 31, 2006. The reserves data consists of the following:
 - (a) proved and proved plus probable oil and gas reserves estimated as at December 31, 2006 using forecast prices and costs and the related estimated future net revenue; and
 - (b) proved and proved plus probable oil and gas reserves estimated as at December 31, 2006 using constant prices and costs and the related estimated future net revenue.
2. The reserves data are the responsibility of the Company’s management. Our responsibility is to express an opinion on the reserves data based on our evaluation.

We carried out our evaluation in accordance with standards set out in the Canadian Oil and Gas Evaluation Handbook (the “COGE Handbook”) prepared jointly by the Society of Petroleum Evaluation Engineers (Calgary Chapter) and the Canadian Institute of Mining, Metallurgy & Petroleum (Petroleum Society).
3. Those standards require that we plan and perform an evaluation to obtain reasonable assurance as to whether the reserves data are free of material misstatement. An evaluation also includes assessing whether the reserves data are in accordance with principles and definitions presented in the COGE Handbook.

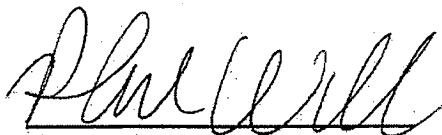
4. The following table sets forth the estimated future net revenue (before deduction of income taxes) attributed to proved plus probable reserves, estimated using forecast prices and costs and calculated using a discount rate of 10 percent, included in the reserves data of the Company evaluated by us, for the year ended December 31, 2006, and identifies the respective portions thereof that we have evaluated, audited and reviewed and reported on to the Company's management:

Preparation Date of Evaluation Report	Location of Reserves	Net Present Value of Future Net Revenue \$M (before income taxes, 10% discount rate)			
		Audited	Evaluated	Reviewed	Total
April 5, 2007	Canada	-	47,630	-	47,630

5. In our opinion, the reserves data evaluated by us have, in all material respects, been determined and are in accordance with the COGE Handbook.
6. We have no responsibility to update our report for events and circumstances occurring after the preparation date.
7. Because the reserves data are based on judgments regarding future events, actual results will vary and the variations may be material.

Executed as to our report referred to above:

MCDANIEL & ASSOCIATES CONSULTANTS LTD.



P.A. Welch, P. Eng.
President & Managing Director

Calgary, Alberta

TAB 2

SEATON – JORDAN & ASSOCIATES LTD.

MINERAL MANAGEMENT CONSULTANTS

March 16, 2007

CARIBOU RESOURCES CORP.

1545, 101 – 6th Avenue S.W.

Calgary, Alberta

T2P 3P4

Gentlemen:

At your request we have evaluated **CARIBOU RESOURCES CORP.** non-reserve oil and gas properties as at January 31, 2007. Our evaluation represents what we believe to be the fair value at the present time. Fair value is defined as the price which we as independent consultants, given the conditions existing at January 31, 2007, feel could reasonably be expected to be received for these properties.

The fair value is determined based on the following factors:

1. the acquisition cost, provided that there have been no material changes in the unproved property, the surrounding properties, or the general oil and gas climate since the acquisition;
2. recent sales by others of interests in the same unproved property;
3. terms and conditions, expressed in monetary terms, of recent farm-in agreements;
4. terms and conditions, expressed in monetary terms, of recent work commitments related to the unproved property;
5. recent sales of similar properties in the same general area.

This complies with the Securities Commission Standards of Disclosure as described in paragraph (a), subsection (2), Section 5.10 of **National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities**.

The following is our assessment of the fair value for all **CARIBOU RESOURCES CORP.** non-reserve oil and gas properties.

EFFECTIVE JANUARY 31, 2007

AREA	GROSS ACRES	NET ACRES	VALUE \$
Alberta	193,577.8010	178,628.2390	\$12,861,256
Totals	193,577.8010	178,628.2390	\$12,861,256

CARIBOU RESOURCES CORP.

Page 2

March 16, 2007

Net Acres represents the aggregate working interest which **CARIBOU RESOURCES CORP.** holds in the gross Acres after deducting the working interest held by unrelated parties.

Yours truly,

SEATON-JORDAN & ASSOCIATES LTD.



D. R. Jordan
President

DRJ*kz

TAB 3

OFFER TO PURCHASE

April 25, 2007

CARIBOU RESOURCES CORP.
c/o Blake Cassels & Graydon LLP
Barristers & Solicitors
Suite 3500, Bankers Hall East
855 - 2nd Street SW
Calgary, AB T2P 4J8

Attention: Christa Nicholson

**Re: Offer to Purchase:
Caribou Resources Corp. ("Caribou") Assets**

Brookfield Bridge Lending Fund Inc. ("Purchaser") (for itself or for a subsidiary or affiliate) does hereby offer to purchase all of the assets of Caribou from Caribou, its Court appointed Monitor, Interim Receiver, Receiver or Trustee (as may be appointed) on the terms as set out below.

"Assets" means all of the rights, title and interest of Caribou in and to its undertaking, property and assets of whatsoever nature and kind, legal and equitable, tangible and intangible, including without limitation:

- (a) all oil and gas properties, tangibles, attributes and interests including, but not limited to, all assets described in the Caribou Data Room maintained by Scotia Waterous Inc.;
- (b) all deposits, receivables, accounts and cash on hand;
- (c) all leasehold rights and interests to assets or premises;
- (d) all leases, leasehold improvements, furniture and fixtures, vehicles, computer equipment and any other asset.

"Purchase Price" means the total of all claims in priority to the Purchaser's secured claim as against any of the Assets plus the outstanding secured debt owing to the Purchaser (approximately \$29,000,000 inclusive of accrued interest and fees) less \$500,000 which amount shall remain outstanding and owing to the purchaser following closing.

The Purchaser hereby offers to purchase the Assets for the Purchase Price.

The Purchase Price shall be paid by:

- (a) firstly, payment or assumption of debt of any creditors of the Corporations with priority claims over any of the Assets in priority to the Purchaser;
- (b) secondly, in partial reduction of the Purchaser's secured claims as against the Assets to the reduced sum of \$500,000.

Prior to closing, the Purchaser reserves the right to remove any of the Assets (or any of the corporation's interests therein) from the agreement allowing those assets or interests to be assigned to any priority creditor. Any such removal of assets shall not affect the Purchase Price.

The Purchaser will assume any crown liability for royalty payments or otherwise with respect to any Assets acquired, and shall correspondingly obtain any security or other deposits posted with Alberta Energy in connection with the Assets, AEUB or other governmental departments in existence as at the Offer date.

There shall be no Material Adverse Change in the Assets between the Offer date and closing.

The effective date of the asset transfer under the Offer is April 1, 2007.

Caribou and the Purchaser shall agree to make a joint successor election under the Income Tax Act with respect to any oil and gas properties transferred.

The Purchase Price shall be allocated as follows (subject to adjustment by agreement):

Resource Properties (COGPE)	70%
Resource Tangibles (UCC)	15%
Cash, Receivables and Miscellaneous Assets	15%

Caribou, or its insolvency representative, shall execute and provide all conveyancing documents and agreements customarily used in Alberta for transactions of this nature in an insolvency transaction.

On or before May 3, 2007, the Parties shall obtain an Order from the Court of Queen's Bench of Alberta (the "Court") either:

- (a) authorizing and directing Caribou to accept and implement this Offer;
- (b) expanding the authority of the Monitor ("Monitor") appointed in Court Action No. 0701-01113 to sell the Assets and authorizing and directing the Monitor to accept and implement this Offer; or
- (c) appointing an Interim Receiver, Receiver or Trustee (the "Receiver") over the assets and undertakings of Caribou, and authorizing or directing any such Receiver to accept and implement this Offer.

Closing shall occur on or before May 25, 2007.

Prior to closing, the parties shall obtain a further Order of the Court vesting ownership of and title to the Assets in the name of the Purchaser free and clear of all claims, charges, liens, actions and writs, in accordance with the terms and conditions of this Offer and subject only to the claims of priority creditors, in a form and substance satisfactory to the Purchaser, acting reasonably.

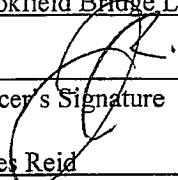
This Offer is not subject to any corporate or board approval, financing nor any due diligence conditions.

As noted above, the Purchaser reserves the right to assign the rights under this Offer to a

subsidiary or affiliate but the Purchaser will remain jointly liable to perform any obligation herein.

Yours truly,

Brookfield Bridge Lending Fund Inc.



Officer's Signature

James Reid

Officer's Printed Name

Managing Partner, Energy

770-7215

Telephone Number

jreid@brookfield.com

Email Address

The April 25, 2007 Offer to Purchase by Brookfield Bridge Lending Fund Inc. is accepted this _____ day of _____, 2007.

Caribou Resources Corp.

Per: _____
Authorized Signatory
[Officer and Director]
[Court appointed Monitor, Interim Receiver,
Receiver or Trustee]
(Delete any incorrect references)

Counsel to Purchaser (please copy any correspondence to)

Attention: Howard A. Gorman
Macleod Dixon LLP
Barristers & Solicitors
3700 Canterra Tower
400 - 3rd Ave. SW
Calgary, Alberta T2P 4H2
Telephone: (403) 267-8144
Email: howard.gorman@macleoddixon.com

c: Deloitte & Touche Inc., Attention: Victor P. Kroeger
c: Bennett Jones, Attention: Christopher D. Simard

TAB 4

Caribou Resources Corp. - CCAA

Revised Weekly Cash Flow Forecast for the Period Ending June 1, 2007

	Week Ending 27-Apr	Week Ending 4-May	Week Ending 11-May	Week Ending 18-May	Week Ending 25-May	Week Ending 1-Jun
Opening Cash Balance	\$ 2,338,706	\$ 3,148,859	\$ 2,688,487	\$ 2,344,108	\$ 2,125,608	\$ 3,321,383
Cash Receipts						
Oil & Gas Revenue	1,684,073	-	-	-	1,560,000	-
Collection of Receivables	50,000	-	-	-	250,000	-
Revenue from JV Partners	14,698	-	-	-	-	-
Interest Income	3,657	-	-	-	5,154	-
Total Cash Receipts	1,752,428	-	-	-	1,815,154	-
Cash Disbursements						
Crown Royalties						
Freehold Royalties				50,000		
GORR Royalties				10,000		
Field Staff	137,195		145,000		145,000	
Mineral/Surface Lease Payments	15,538				1,590	31,000
Compensatory Royalties		20,000				20,000
Field Supplies and Services	176,105	100,000	100,000	100,000	100,000	
Water (Power)	27,654	50,000				
Payroll	42,375		44,000		242,000	
Benefits	10,898		9,590			
Pattison Lease						
Photocopier Lease				870		
Insurance				30,000		
Bank Service Charges		200				200
Rent and Parking	24,973					25,000
Audit	27,454					
Envision Software Support	3,141					
Office Costs and Other	175,743				50,000	
CCAA Administration Charges	158,294					150,000
Interest Expense		207,123				214,027
GST Payable (Receivable)	20,000					
Revenue to JV Partners						
Land Acquisition/Maintenance		23,000				73,000
SubTotal	819,370	400,323	299,460	190,000	538,590	513,227
Contingencies	122,906	60,048	44,919	28,500	80,789	76,984
Total Cash Disbursements	942,276	460,371	344,379	218,500	619,379	590,211
Closing Cash Balance	\$ 3,148,859	\$ 2,688,487	\$ 2,344,108	\$ 2,125,608	\$ 3,321,383	\$ 2,731,172
Weekly increase (decrease)	810,153	(460,371)	(344,379)	(218,500)	1,195,775	(590,211)
G&A						
Operating costs						

TAB 5

Caribou Resources Corp. - CCAA
Statement of Cash Receipts and Cash Disbursements
For the Interim Period January 31, 2007 to April 20, 2007

Cash Receipts	
Sale of Assets	\$ 5,300
Oil & Gas Revenue	3,305,285
Collection of Receivables	1,154,676
Revenue from JV Partners	45,411
Interest Income	-
Total Cash Receipts	<u>4,510,672</u>
Cash Disbursements	
Crown Royalties	-
Freehold Royalties	84,487
GOR Royalties	-
Field Staff	776,951
Mineral/Surface Lease Payments	146,515
Compensatory Royalties	-
Field Supplies and Services	1,449,226
Valeo (Power)	80,925
Payroll	325,664
Benefits	26,369
Pattison Lease	1,285
Photocopier Lease	836
Insurance	130,693
Bank Service Charges	320
Rent and Parking	77,375
Audit	42,400
Envision Software Support	2,720
Office Costs and Other	107,224
CCAA Administration Charges	538,030
Interest Expense	407,372
GST Payable (Receivable)	28,140
Revenue to JV Partners	48,195
Land Acquisition/Maintenance	31,577
Total Cash Disbursements	<u>4,306,305</u>
Excess of Cash Receipts over Cash Disbursements	204,367
Opening Cash Balance	<u>2,134,339</u>
Closing Cash Balance	<u>\$ 2,338,706</u>

TAB 6

NOTICE TO THE CREDITORS OF CARIBOU RESOURCES CORP. ("Caribou") In the Matter of the *Companies' Creditors Arrangement Act* ("CCAA") and Caribou

On January 30, 2007 Caribou received protection under the CCAA from the Alberta Court of Queen's Bench (the "Court"). Deloitte & Touche Inc. was named Monitor ("Monitor"). The Monitor has agreed to assist Caribou to solicit claims from all creditors of Caribou for the purpose of determining the claims that will participate in the CCAA proceedings.

Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Claims Procedure Order granted in the CCAA proceedings on February 22, 2007.

Any creditor having a Claim against Caribou is required to file a Notice of Claim with the Monitor in the prescribed form in order to participate in any voting or distributions associated with the CCAA proceedings. Other than a Restructuring Claim, any creditor who chooses to file a Notice of Claim is required to provide whatever supporting documentation they may have, such as bills of lading, shipping receipts or transportation invoices in relation to the goods and/or services in support of their claim as at **January 30, 2007**. Any creditor who chooses to file a Notice of Claim for a Restructuring Claim is required to provide whatever supporting documentation they may have, such as bills of lading, shipping receipts or transportation invoices in relation to the goods and/or services in support of their claim and dated subsequent to **January 30, 2007**.

A Claims Bar Date (for Claims other than Restructuring Claims) of 5:00 pm Calgary time on Friday, March 30, 2007 has been set by the Court and a Restructuring Claims Bar Date will be set by further order of the Court for claims by creditors which arose after January 30, 2007 against Caribou. All Claims received by the Monitor or postmarked after the Claims Bar Date or the Restructuring Claims Bar Date, as applicable, will, unless otherwise ordered by the Court, be forever extinguished, barred and will not participate in any voting or distributions in the CCAA proceedings. All Claims must be made on or before the Claims Bar Date, or the Restructuring Claims Bar Date, as the case may be, as follows:

- (i) Claims of any nature, including unsecured, secured and contingent or unliquidated claims, against Caribou.
- (ii) All claims must be reduced to reflect the value of any equipment and/or other assets released by Caribou to the creditors whether by court order or otherwise.
- (iii) Where a creditor of Caribou is claiming an offset against all or a portion of amounts owing by Caribou, full particulars of the offset must be included.

All claims must be made in the prescribed "Notice of Claim" form together with the required supporting documentation and be received by the Monitor at Deloitte & Touche Inc., 3000, 700 - 2 Street SW, Calgary, AB, T2P 0S7, Attention: Lorry Descheneau, on or before the Claims Bar Date, namely **March 30, 2007**, or on or before the Restructuring Claims Bar Date, as applicable. This Notice to Creditors and the prescribed "Notice of Claim" form were sent to all known creditors by ordinary mail on or before February 28, 2007. The prescribed "Notice of Claim" form can be obtained by contacting the Monitor at (403) 267-0505 or caribou@deloitte.ca or can be downloaded from the Monitor's website at www.deloitte.ca under the Insolvency and Restructuring link.

Where the claim is disallowed in whole or in part, Caribou will issue a Notice of Revision or Disallowance ("Notice of Revision or Disallowance") indicating the reasons for the disallowance by no later than **April 30, 2007**, other than for a Restructuring Claim. Where a creditor wishes to object to a Notice of Revision or Disallowance, then within 14 days of receipt of a Notice of Revision or Disallowance, the creditor shall serve on Caribou's counsel, Blake, Cassels & Graydon LLP, 3500, 855 - 2 Street SW, Calgary, AB T2P 4J8, Attention: Christa Nicholson, and the Monitor at Deloitte & Touche Inc., 3000, 700 - 2 Street SW, Calgary, AB T2P 0S7, Attention: Lorry Descheneau, Fax: (403) 263-2390, a Notice of Motion returnable in the Court, Judicial District of Calgary, Action Number 0701-01113, such Notice of Motion to be returnable within seven (7) days of the date of its filing, together with an Affidavit in support seeking a determination of the revised or disallowed Claim. The said Notice of Motion may be adjourned by the agreement of the parties or the Court to a suitable hearing date.

TAB 7



**NOTICE TO THE CREDITORS OF CARIBOU RESOURCES CORP. ("Caribou")
In the Matter of the *Companies' Creditors Arrangement Act* ("CCAA") and Caribou**

On January 30, 2007 Caribou received protection under the CCAA from the Alberta Court of Queen's Bench, Judicial District of Calgary (the "Court"). Deloitte & Touche Inc. was named Monitor ("Monitor"). The Monitor has agreed to assist Caribou to solicit claims from all creditors of Caribou for the purpose of determining the claims that will participate in the CCAA proceedings.

Any creditor having a Claim against Caribou is required to file a Notice of Claim with the Monitor in the prescribed form in order to participate in any voting or distributions associated with the CCAA proceedings. A Claims Bar Date (for Claims other than Restructuring Claims) of 5:00 pm Calgary time on Friday, **March 30, 2007** has been set by the Court and a Restructuring Claims Bar Date will be set by further order of the Court. All Claims received by the Monitor or postmarked after the Claims Bar Date or the Restructuring Claims Bar Date, as applicable, will, unless otherwise ordered by the Court, be forever extinguished, barred and will not participate in any voting or distributions in the CCAA proceedings.

All claims must be made in the prescribed "Notice of Claim" form together with the required supporting documentation and be received by the Monitor at Deloitte & Touche Inc., 3000, 700 - 2 Street SW, Calgary, AB, T2P 0S7, Attention: Lorry Descheneau, on or before the Claims Bar Date, namely **March 30, 2007**, or on or before the Restructuring Claims Bar Date, as applicable. Where the claim is disallowed in whole or in part, Caribou will issue a Notice of Revision or Disallowance indicating the reasons for the disallowance by no later than April 30, 2007, other than for a Restructuring Claim.

We refer you to the Claims Procedure Order granted February 22, 2007 for further details with respect to the claims process. The prescribed "Notice of Claim" form and the Claims Procedure Order can be obtained by contacting the Monitor at (403) 267-0505 or caribou@deloitte.ca or can be downloaded from the Monitor's website at www.deloitte.ca under the Insolvency and Restructuring link.

**IN THE COURT OF QUEEN'S BENCH
OF ALBERTA
JUDICIAL DISTRICT OF CALGARY**

**IN THE MATTER OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, C. C36, AS AMENDED**

**AND IN THE MATTER OF
CARIBOU RESOURCES CORP.**

**SECOND REPORT OF THE COURT-APPOINTED MONITOR
DELOITTE & TOUCHE INC.**

April 27, 2007

Deloitte & Touche Inc.
3000, 700 Second Street SW
Calgary, AB T2P 0S7
(403) 267-1700