

**Affidavit of Ross G. Robertson
Sworn on July 30, 2007**

IN THE COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF section 193 of the *Business Corporations Act* (Alberta), R.S.A. 2000, c. B-9

AND IN THE MATTER OF a Plan of Arrangement under the *Business Corporations Act* (Alberta) proposed by CARIBOU RESOURCES CORP. involving CARIBOU RESOURCES CORP. and certain of its securityholders and Jed Oil Inc.

AFFIDAVIT

I, ROSS G. ROBERTSON, P. Eng., of the City of Calgary, in the Province of Alberta, MAKE OATH AND SAY AS FOLLOWS:

1. I am the President and Chief Operating Officer of Caribou Resources Corp. ("Caribou") and as such I have personal knowledge of the facts herein deposed to or, where indicated, I have been advised and believe the facts to be true to the best of my knowledge, information and belief.
2. Capitalized terms not otherwise defined in this Affidavit shall have the meanings ascribed to them in the Interim Order and my Affidavit sworn in these proceedings on June 21, 2007 (the "June Affidavit").
3. This Affidavit is made in support of an application to this Honourable Court for a Final Order approving the ABCA Arrangement involving Caribou and JED Oil Inc. ("JED") and the Securityholders. The ABCA Arrangement is described in the Information Circular of Caribou sent to the Securityholders on June 29, 2007.

Securityholders Meeting Materials

4. Pursuant to the Interim Order of this Honourable Court dated June 22, 2007 (the "Interim Order"), the Securityholders Meeting Materials were mailed to the holders of Shares ("Shareholders") in the manner prescribed by the Interim Order.
5. On Friday, July 20, 2007, Caribou was informed by Bonnie Steedman of Valiant Trust Company ("Valiant") that holders of Options ("Optionholders") and Warrants ("Warrantholders") had not been sent the Securityholders Meeting Materials (Caribou had inadvertently failed to request that Valiant also send the Securityholders Meeting Materials to Optionholders and Warrantholders).
6. Caribou, requested that Valiant immediately send the Securityholders Meeting Materials to Optionholders and Caribou is informed by Bonnie Steedman of Valiant that the mailing of the Securityholders Meeting Materials to Optionholders was completed on Monday, July 23, 2007.
7. On July 25, 2007, in order to serve the Warrantholders, Caribou sent the Securityholders Meeting Materials to the following Warrantholders via email ("Email #1"):

Darryl Genereaux (G5)
Jill Genereaux
Jesse Almas
Devon Almas
Conal Conrad
McCara Conrad
Koa Conrad
Teri Lynn Almas
Dan Almas
Jay Conrad
Vanessa Vogel
Derren Conrad
Cara Conrad
Brad Conrad
Dave Lucas
Tina Lucas
279850 Alberta Ltd (B Conrad)
Margaret Coleman
Ken Coleman

Lisa Conrad
Everett Koeller
Dean Koeller
Dale Koeller
Jason Krippi
Kristina Milisic
Charles Vander Griendt
Jeffrey Lund
Doug Singerman
Dorothy Giovenetto
Bill Rabatich
Dave Calonna
Bob McCue
Macon
1070571 Alberta Ltd.
Gary Ibbotson RRSP
JRC - Garth Anderson
Biochem

Attached and marked as Exhibit "A" is a copy of Email #1.

8. After sending Email #1 Caribou received a "delay of sending" notification with respect to emails for three Warrantholders, namely, C. Sinclair, D. Conrad, and E.K. Conrad. On July 26, 2007 Caribou received oral confirmation from Darren Conrad that the three Warrantholders to which the "delay of sending" notification pertained, had in fact received Email #1.
9. Further, on July 26, 2007, Caribou attempted to obtain the most recent contact information for the Warrantholders who did not receive Email #1, namely, Monte Forester and Anthony Calonna, in order to send the Securityholders Meeting Materials to those individuals.
10. On July 28, 2007, Caribou's counsel Blake, Cassels & Graydon ("Blakes"), delivered to Monte Forster the Securityholders Meeting Materials via email ("Email #2") to the last known address of Monte Forster contained in Caribou's records. A copy of Email #2 is attached and marked as Exhibit "B".

11. Sending Email #1 and Email #2 to the Warrantholders effected delivery of the Securityholders Meeting Materials to 40 of the 41 Warrantholders. Anthony Calonna is the only Warrantholder who was not sent the Securityholders Meeting Materials.
12. There is no contact information for Anthony Calonna in Caribou's records. Caribou attempted to obtain contact information for Anthony Calonna by searching for his name in the phone book and on the internet via a Google search. Additionally, Caribou attempted to contact Dave Calonna (believed to be a relative of Anthony Calonna) and other subscribers of Warrants to obtain contact details for Anthony Calonna, but received no response to those attempts.
13. Currently Options are exercisable at an average strike price of \$2.16 and Warrants are exercisable at a strike price \$3.00. Hence, Options and Warrants are both deeply out of the money. If the Final Order is granted and the ABCA Arrangement is implemented each Option and Warrant shall be terminated that has not, immediately prior to the Effective Date (as defined in the ABCA Arrangement), been duly exercised or duly surrendered for termination.

Withdrawal of Slate of Directors

14. Caribou is informed by its counsel, Blakes, that on July 27, 2007, it received notice via email from Mr. Andy Crooks, acting on his own behalf and on behalf of the other nominees who consented to serve as directors of Caribou, that the entire slate of directors who were nominated and consented to be elected as directors of Caribou had been withdrawn. A copy of the email from Mr. Crooks is attached and marked as Exhibit "C".

The Securityholders Meeting/Approval by Securityholders

15. The Securityholders Meeting was held at the Bankers Hall Auditorium located at 315-8th Avenue S.W., Calgary, Alberta, on July 30, 2007, commencing at 2:00 p.m. M.S.T.
16. The Securityholders Meeting was called and conducted in accordance with the Interim Order. Mr. Victor Kroeger of the Monitor chaired the meeting. The Monitor determined

that the required quorum was present based upon a report of the scrutineers in attendance at the Securityholders Meeting.

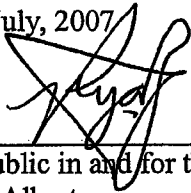
17. At the Securityholders Meeting, the Securityholders, voting as one class, considered the special resolution approving the ABCA Arrangement, which resolution is attached as Schedule "B" to the Information Circular (the "Special Resolution").
18. 22,007,945 Shares, Options and Warrants (collectively the "Securities"), either in person or by proxy, were present and voted at the Securityholders Meeting. 21,938,915 of those Securities voted to approve the Special Resolution.
19. The Special Resolution was approved by 99.98% of the Securities voted at the Securityholders Meeting. Attached and marked as Exhibit "D" to this Affidavit is a true copy of the Scrutineer's Report on Ballot reflecting all votes cast.
20. I am advised by Caribou's counsel, Blakes, that no Securityholder filed or served a Notice of Intention to Appear at this application.

Statutory Requirements

21. As previously indicated in paragraph 16 of my Affidavit of June 21, 2007 based upon the advice of Blakes, I continue to believe that it is impractical to effect the restructuring other than through a Plan of Arrangement pursuant to Section 193 of the ABCA.
22. Further, for the reasons expressed in my Affidavit sworn June 21, 2007, and as outlined in paragraphs 14 and 15 thereof, the Board of Directors of Caribou determined that the ABCA Arrangement is fair, and in the best interests of Caribou and its Securityholders.

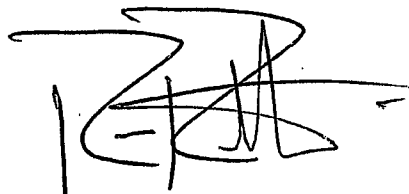
23. I make this Affidavit in support of the Petition and Notice of Motion filed herein, and in support of an application for a Final Order approving the ABCA Arrangement in accordance with Section 193 of the ABCA and declaring that the terms and conditions of the ABCA Arrangement are fair and reasonable to the persons affected.

SWORN BEFORE ME, at the City of)
Calgary, in the Province of Alberta, this)
30th day of July, 2007.)



_____)
A Notary Public in and for the)
Province of Alberta)

RYAN ZAHARA
Barrister & Solicitor



ROSS G. ROBERTSON

THIS IS EXHIBIT A
 referred to in the Affidavit of
Ross G. Robertson
 Sworn before me this 30th
 day of July A.D. 2007
 A COMMISSIONER OF OATHS IN AND
 FOR THE PROVINCE OF Alberta
RYAN ZAHARA

Proxy for warrant holders of Caribou - Message (HTML)

Microsoft Office Online

View the Bcc field for new messages in Outlook
 Articles > Creating Messages

Print more than one copy
 Help > Printer Options

About Cc and Bcc
 Help > Creating Messages

Send a message without the recipient's name showing
 Help > E-mail

Capture an image of a window or screen
 Help > Using Microsoft Office

Print a distribution list
 Help > Printing

Create a print style
 Help > Print Styles

Set up a new printer
 Help > Set Up Printer

Print a Help topic
 Help > Getting Help

Print frames and links in an HTML message
 Help > Printing

About printing and print styles
 Help > Printing

SEARCH

Microsoft Office Online

printing blind copy addressees

Can't find it?

Proxy for warrant holders of Caribou - Message (HTML)

We have just become aware of an oversight. Proxies for warrant holders were included in the meeting mail out material that was mailed to shareholders but no mail out was made to warrant holders. The potential thus exists that warrant holders who are not shareholders may not have received the material. These warrants were originally issued as Rimron warrants.

I have thus attached the relevant material.

Giles Twogood
 Vice President & CFO
 Caribou Resources Corp.
 (403) 539-4329.

We have just become aware of an oversight. Proxies for warrant holders were included in the meeting mail out material that was mailed to shareholders but no mail out was made to warrant holders. The potential thus exists that warrant holders who are not shareholders may not have received the material. These warrants were originally issued as Rimron warrants.

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Giles Twogood
Vice President & CFO
Caribou Resources Corp.
(403) 539-4329.

- 1. View the Bcc field for new messages in Outlook
Articles > Creating Messages
- 2. Print more than one copy
Help > Printer Options
- 3. About Cc and Bcc
Help > Creating Messages
- 4. Send a message without the recipient's name showing
Help > E-mail
- 5. Capture an image of a window or screen
Help > Using Microsoft Office
- 6. Print a distribution list
Help > Printing
- 7. Create a print style
Help > Print Styles
- 8. Set up a new printer
Help > Set Up Printer
- 9. Print a Help topic
Help > Getting Help
- 10. Print frames and links in an HTML message
Help > Printing
- 11. About printing and print styles
Help > Printing

Microsoft Office Online
printing blind copy addressees
Can't find it?

ZAHARA, RYAN

LB

From: ZAHARA, RYAN
Sent: Saturday, July 28, 2007 12:07 PM
To: Monte.Forster@gowlings.com
Cc: Giles Twogood; NICHOLSON, CHRISTA
Subject: Proxy for warrant holders of Caribou
Attachments: CALGARY-#30780653-v6-Information_Circular_-_2007.DOC; Interim Order_001.PDF; Arrangement Agreement_001.PDF; CALGARY-#30782968-v1-Section_191_of_the_ABCA.DOC; CALGARY-#30784497-v2-2007_Instrument_of_Proxy_-_Warrants_and_Options.DOC; CALGARY-#30781377-v5-2007_Notice_of_Meeting_(Caribou).DOC

Monte,

We have just become aware of an oversight. Proxies for warrant holders were included in the meeting mail out material that was mailed to shareholders but no mail out was made to warrant holders. The potential thus exists that warrant holders who are not shareholders may not have received the material. These warrants were originally issued as Rimron warrants.

I have thus attached the relevant material.

Regards,

Ryan Zahara
Blake, Cassels & Graydon LLP
3500, 855 Second Street SW
Calgary, AB T2P 4J8

Tel: 403.260.9628
Fax: 403.260.9700
E-mail: ryan.zahara@blakes.com

THIS IS EXHIBIT B
referred to in the Affidavit of
Russ G. Robertson
Sworn before me this 30
day of July A.D. 2007
[Signature]
A COMMISSIONER FOR OATHS IN AND
FOR THE PROVINCE OF Alberta
RYAN ZAHARA
Barrister & Solicitor

This e-mail communication is confidential and legally privileged. If you are not the intended recipient, please notify me at the telephone number shown above or by return e-mail and delete this communication and any copy immediately. Thank you.

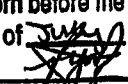
7/30/2007

"C"

ZAHARA, RYAN

From: UPPAL, DEVINDER on behalf of ANDERSON, ROBERT
Sent: Friday, July 27, 2007 11:31 AM
To: NICHOLSON, CHRISTA; ZAHARA, RYAN
Subject: FW: Caribou directors

Importance: High

THIS IS EXHIBIT "C"
referred to in the Affidavit of
Ross G Robertson
Sworn before me this 30th
day of July A.D. 2007

A COMMISSIONER FOR OATHS IN AND
FOR THE PROVINCE OF Alberta

RYAN ZAHARA
Barrister & Solicitor

-----Original Message-----
From: Christina Fehr [mailto:cmfehr@cariboures.com]
Sent: Friday, July 27, 2007 10:57 AM
To: CLARKE, SCOTT; ANDERSON, ROBERT
Cc: Giles Twogood; Ross Robertson
Subject: FW: Caribou directors
Importance: High

FYI - Christina

-----Original Message-----
From: Andy Crooks [mailto:acrooks@nucleus.com]
Sent: Friday, July 27, 2007 10:55 AM
To: Steve Fagan
Cc: Christina Fehr; Harry Knutson; Elias Foscolos; Don Rowden; Roger Giovanetto; Chris Bradley
Subject: Caribou directors

With this letter, I hereby notify you, on behalf of myself and the other director nominees listed in the Caribou information circular that all of us have withdrawn our consent to act as directors. Our names will therefore not appropriately stand as directors of Caribou at the shareholders meeting on July 30.

This has been sent by
Andy Crooks
His contact information is:
#404, 602 11th Ave. SW
Calgary, Alberta T2R 1J8
Phone: 403-265-5489
Fax: 403-537-6088
1-800-447-1833

**CARIBOU RESOURCES CORP.
ANNUAL GENERAL & SPECIAL
MEETING OF SHAREHOLDERS
JULY 30, 2007**

THIS IS EXHIBIT " D "
referred to in the affidavit of
Ross G. Robertson
Sworn before me this 30th
day of July, A.D. 2007
[Signature]
A COMMISSIONER OF OATHS
IN AND FOR THE PROVINCE OF ALBERTA

INTERIM SCRUTINEERS' REPORT

RYAN ZAHARA
Barrister & Solicitor

We, the undersigned scrutineers, hereby report the following:

Number of Registered Shareholders and duly appointed
Proxyholders present:

10

Common shares represented by Registered Shareholders
in person and by duly appointed Proxyholders:

15,823,818

Common shares represented by Management proxies:

6,184,127

**Total Common shares represented at the
Meeting:**

22,007,945

Or 53.77%

Total outstanding Common shares, Options & Warrants:

40,933,604

Valiant Trust Company

[Signature]
Bonnie Steedman, Scrutineer

[Signature]
Heather Foidart, Scrutineer

Dated this 30th day of July, 2007

**CARIBOU RESOURCES CORP.
ANNUAL GENERAL & SPECIAL
MEETING OF SHAREHOLDERS
JULY 30, 2007**

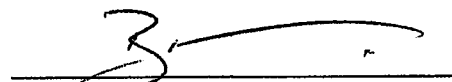
SCRUTINEERS' REPORT ON BALLOT

We, the undersigned scrutineers, hereby report on Resolution No. 1:

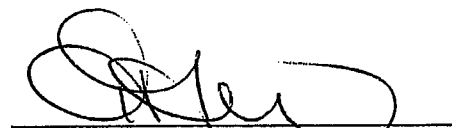
The special resolution, substantially in the form attached as Schedule "B" to the Information Circular accompanying this Instrument of Proxy, approving an arrangement under section 193 of the Business Corporations Act (Alberta) involving the Corporation and JED Oil Inc., all as more particularly set forth and described in the accompanying Information Circular.

For:	<u>21,938,915.</u>	<u>99.98</u> %
Against:	<u>6,500</u>	<u>.02.</u> %
Total Votes:	<u>21,945,415.</u>	<u>100.0</u> %

VALIANT TRUST COMPANY



BONNIE STEEDMAN, SCRUTINEER



HEATHER FOIDART, SCRUTINEER

Dated this 30th day of July, 2007

Action No. 0701-06434 2007

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

IN THE MATTER OF section 193 of the
Business Corporations Act (Alberta), R.S.A.
2000, c. B-9

AND IN THE MATTER OF a Plan of
Arrangement proposed by CARIBOU
RESOURCES CORP. involving CARIBOU
RESOURCES CORP. and certain of its
Securityholders and JED Oil Inc.

AFFIDAVIT OF ROSS G. ROBERTSON

Blake, Cassels & Graydon LLP
Barristers & Solicitors
#3500, 855 Second Street SW
Calgary, Alberta
T2P 4J8

Attention: A. Robert Anderson, Q.C.
Tel. No. (403) 260-9624
Fax No. (403) 260-9700

Our File No. 86708/1

