

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

IN THE MATTER OF THE COMPANIES CREDITORS ARRANGEMENT ACT

I hereby certify this to be a true copy of R.S.C. 1985, C. C-36, AS AMENDED

the original Order
dated this 10 day of April 2007
[Signature]
for Clerk of the Court

AND IN THE MATTER OF CARIBOU RESOURCES CORP.

BEFORE THE HONOURABLE) At the Court House, in the City of Calgary in
)
JUSTICE K.M. HORNER) the Province of Alberta, on Tuesday, the 10th
)
IN CHAMBERS) day of April, 2007.

SUPPLEMENTAL CLAIMS PROCEDURE ORDER

UPON THE joint application of Caribou Resources Corp. ("Caribou") and Deloitte and Touche Inc. (the "Monitor"); AND UPON having read the Initial Order granted in these *Companies Creditors' Arrangement Act* ("CCAA") proceedings by Madam Justice K.M. Horner on January 30, 2007; AND UPON hearing read the within Notice of Motion; AND UPON having read the within Claims Procedure Order granted by Madam Justice K.M. Horner on February 22, 2007 which attaches as Schedule "B" the "Notice of Claim" form; AND UPON having read the Affidavit of Stefan DuChene (the "DuChene Affidavit"), filed; AND UPON hearing read the Affidavit of Service of Megan Sheets sworn April 9, 2007, filed; AND UPON hearing the submissions of counsel for Caribou and counsel for the Monitor; **IT IS HEREBY ORDERED AND DECLARED THAT:**

1. The time for service of the within Notice of Motion is abridged to permit this application to proceed at this time.
2. Service of the within Notice of Motion on those parties listed on the service list in the Schedule "A" attached thereto (the "Service List"), those parties listed in Exhibit "A" of the DuChene Affidavit, and to the two largest unsecured creditors who submitted claims with Caribou and the Monitor is good and sufficient. Service on all other persons is hereby dispensed with.
3. In this Order, the following terms shall have the meanings set forth below:
 - (a) "Other Pre-CCAA Creditors" means any Creditor (as defined in the Claims Procedure Order) at present or in future who is identified by Caribou or the Monitor as:
 - (i) having provided goods or services to Caribou for work performed on or prior to January 30, 2007;
 - (ii) not being on the list of creditors to whom the Monitor sent the Notice to Creditors on or about February 28, 2007; and
 - (iii) not having submitted any Notice of Claim form by the Claims Bar Date of March 30, 2007 as established by the Claims Procedure Order;
 - (b) "Returned Letter Creditors" means any Creditor whose Notice of Claim form was returned to the Monitor with a notation of "return to sender", "moved", "wrong address" or "not at this address", or is in the future similarly returned undelivered by Canada Post to the Monitor;
 - (c) "Supplemental Notice of Claim Form" means the form substantially in accordance with Schedule "B" hereto; and
 - (d) "Supplemental Notice to Certain Creditors" means the form substantially in accordance with Schedule "A" hereto.

4. The Monitor shall:

(a) as soon as practical after identification of any Other Pre-CCAA Creditor or any Returned Letter Creditor, deliver personally or by electronic transmission (facsimile or email) to such creditor, the Supplemental Notice of Claim Form, the Supplemental Notice to Certain Creditors, and this Order (which documents are hereinafter collectively referred to as the "Supplemental Claim Documents"); and


(b) serve this Order on those persons identified in the Service List.

5. Any Other Pre-CCAA Creditors or Returned Letter Creditors who wish to make a claim against Caribou shall deliver to the Monitor a completed Supplemental Notice of Claim form which must be received by the Monitor by 5:00 p.m., no later than the seventh (7th) business day after receipt of the Supplemental Claim Documents delivered as provided for in paragraph 4(a) hereof, failing which, such creditor's claim shall be forever extinguished and barred and will not participate in any voting or distributions in the CCAA proceedings.

6. The Claims Procedure Order, including the Claims Bar Date of March 30, 2007 as established thereby, remains in full force and affect and applies to all Creditors except only the Other Pre-CCAA Creditors and the Returned Letter Creditors, the claims procedure for which is set out in this Order.

" K.M. HORNER "
J.C.Q.B.A

ENTERED THIS 10th day of April,
2007.

[Signature]
Clerk of the Court 

Schedule "A"



Deloitte & Touche Inc.
3000 Scotia Centre
700 Second Street S.W.
Calgary AB T2P 0S7
Canada

Tel: 403-267-1700
Fax: 403-263-2390
Awww.deloitte.ca

SUPPLEMENTAL NOTICE TO CERTAIN CREDITORS OF CARIBOU RESOURCES CORP. (referred to as "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. Deloitte & Touche Inc. ("Deloitte") was named Monitor. On February 22, 2007, Madam Justice K.M. Horner granted a Claims Procedure Order. In addition, on April 10, 2007, Madam Justice K.M. Horner granted a Supplemental Claims Procedure Order outlining the process whereby Returned Letter Creditors and Other Pre-CCAA Creditors (as defined therein; hereinafter referred to collectively as the "Additional Creditors") could file a Supplemental Notice of Claim Form. Deloitte, in its capacity as Monitor, has agreed to assist Caribou to solicit claims from Creditors including Additional Creditors for the purpose of determining any claims, including claims of the Additional Creditors (the "Additional Claims"), that will participate in the CCAA proceedings.

Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Supplemental Claims Procedure Order and the Claims Procedure Order.

Any Additional Creditor having an Additional Claim against Caribou is required to file a Supplemental Notice of Claim with Deloitte in the prescribed form in order to participate in any voting or distributions associated with the CCAA proceedings. Any Additional Creditor who chooses to file a Supplemental Notice of Claim Form 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**.

All Additional Claims must be made on or before the time set forth in the Supplemental Claims Procedure Order, as follows:

- (i) Additional Claims of any nature, including unsecured, secured and contingent or unliquidated claims, against Caribou.
- (ii) All Additional 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 an Additional 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 Additional Claims must be made in the prescribed "Supplemental Notice of Claim Form" together with the required supporting documentation and be received by the Monitor at Deloitte & Touche Inc., 3000, 700 - 2 St SW, Calgary, Alberta, T2P 0S7, to the attention of Lorry Deschanau, on or before the time set forth in the Supplemental Claims Procedure Order. The prescribed "Supplemental Notice of Claim Form" can also be obtained by contacting the Monitor at (403) 267-0505 or caribou@deloitte.ca.

Where the Additional Claim is revised or disallowed in whole or in part, Caribou and the Monitor will issue a Notice of Revision or Disallowance ("Notice of Revision or Disallowance") indicating the reasons for revision or disallowance by the later of 14 days after the receipt of the Supplemental Notice of Claim Form and **April 30, 2007**. Where an Additional Creditor wishes to object to a Notice of Revision or Disallowance, then within 14 days of receipt of a Notice of Revision or Disallowance, such creditor shall serve on Caribou's counsel, Blake, Cassels & Graydon LLP, 3500, 855 - 2nd Street S.W., Calgary, AB T2P 4J8 Attention: Christa Nicholson, and the Monitor at Deloitte & Touche Inc., 3000 Scotia Centre, 700 - 2nd Street S.W., Calgary, Alberta, T2P 0S7, Attention: Lorry Deschenau, Fax: 920-9205, a Notice of Motion returnable in the Alberta Court of Queen's Bench, 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 Alberta Court of Queen's Bench to a suitable hearing date.

Schedule "B"



Supplemental Notice of Claim Form

(For use only by Other Pre-CCAA Creditors and Returned Letter Claimants as defined in the Supplemental Claims Procedure Order)

IN THE MATTER OF THE PLAN OF THE COMPANIES' CREDITORS ARRANGEMENT ACT and in the matter of Caribou Resources Corp. ("Caribou").

and the claim of _____ (referred to in this form as "the creditor") (name of creditor)

All notices or correspondence regarding this claim to be forwarded to the creditor at the following address:

Telephone: _____ Fax: _____

Email: _____

I, _____ residing in the _____ (name of person signing claim) (city, town, etc.)

of _____ in the Province/State of _____ (name of city, town, etc.)

Do hereby certify that:

- 1. I am the creditor or I am _____ of the creditor. (if an officer of the company, state position or title)

2. I have knowledge of all the circumstances connected with the claim referred to in this form. 3. A. Caribou was at the 30th day of January, 2007, and still is indebted to the creditor in the sum of \$ _____ as shown by the statement of account attached hereto and marked "Schedule A". Claims should include the value of goods and/or services provided up to and including January 30, 2007, regardless of whether payment for those goods and/or services was due on that date.

The statement of account must specify the vouchers or other evidence in support of the claim including the date and location of the delivery of all services and materials. Any claim for interest must be supported by contractual documentation evidencing the entitlement to interest.

- B. The indebtedness referred to in paragraph 3.A. is in the following currency: Canadian Dollars, United States Dollars, Other (Specify)

4. A. Unsecured claim. \$ _____. In respect to the said debt, the creditor does not and has not since _____, 200_ held any assets of Caribou as security.

B. Secured claim. \$ _____. In respect of the said debt, the creditor holds assets of Caribou valued at \$ _____ as security: Provide full particulars of the security, including the date on which the security was given and the value at which the creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as Schedule "B"

Dated at _____, this _____ day of _____, 2007 Insert city and date of signature

Witness _____

(signature of individual completing the form)

**INSTRUCTIONS FOR COMPLETING THE SUPPLEMENTAL NOTICE OF CLAIM FORM
NOTE: THIS FORM IS FOR USE ONLY BY OTHER PRE-CCAA CREDITORS AND
RETURNED LETTER CREDITORS (AS DEFINED IN THE SUPPLEMENTAL CLAIMS
PROCEDURE ORDER)**

This letter provides general instructions for completing the Supplemental Notice of Claim Form. Capitalized terms not otherwise defined in the Supplemental Notice to Certain Creditors or the Supplemental Notice of Claim including these instructions shall have the meanings ascribed to them in the Supplemental Claims Procedure Order granted on April 10, 2007 and the Claims Procedure Order granted in the CCAA Proceedings on February 22, 2007.

The supplemental claims procedure as set forth in the Supplemental Claims Procedure Order is intended for any Additional Creditor with an Additional Claim (both as defined in the Supplemental Notice to Certain Creditors Form) of any kind or nature whatsoever, other than an Excepted Claim, against Caribou arising on, or prior to January 30, 2007. All Additional Claims must be made on or before the time set forth in the Supplemental Claims Procedure Order, as follows:

- (i) **Additional Claims of any nature including unsecured, secured and contingent or unliquidated claims against Caribou.**
- (ii) **All Additional Claims must be reduced to reflect the value of any equipment and/or other assets released by Caribou to such creditors whether by court order or otherwise.**

In completing the attached form, your attention is directed to the notes on the form and to the following requirements:

6. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.
7. The person signing the form must have knowledge of the circumstances connected with the claim.
8. A. A Statement of Account containing details of secured and unsecured claims, and if applicable, of the amount due in respect of property claims, and must be attached and marked Schedule "A". Claims should include the value of goods and/or services provided up to and including **January 30, 2007** regardless of whether payment for those goods and/or services was due on that date. It is necessary that all creditors indicate the date and location of the delivery of all goods and/or services. Any amounts claimed as interest should be clearly noted as being for interest and must be supported by contractual documentation evidencing entitlement to charge interest.

B. Tick the appropriate currency.
9. The nature of the claim must be indicated by ticking the type of claim which applies. For example:

Ticking (A) indicates the claim is unsecured;

Ticking (B) indicates the claim is secured, such as a mortgage, lease, or other security interest, and the value at which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule "B" and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc.;

A creditor may have separate claims in different categories, in which case a separate claim form must be submitted for each claim.
10. The person signing the form must insert the place and date in the space provided, and the signature must be witnessed.

If there are any questions in completing the notice of claim, please write or telephone the office of the Monitor at:

Deloitte & Touche Inc.
3000 Scotia Centre
700 -2nd Street S.W.
Calgary, AB T2P 0S7
Phone: (403) 267-0505

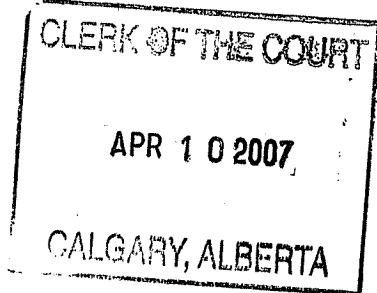
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ORDER



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