

COURT FILE NUMBER

1301-04364

COURT OF QUEEN'S BENCH OF  
ALBERTA  
JUDICIAL CENTRE

CALGARY

CLERK OF THE COURT  
**FILED**  
DEC 17 2014  
JUDICIAL CENTRE  
OF CALGARY

APPLICANTS

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

AND IN THE MATTER OF POSEIDON  
CONCEPTS CORP., POSEIDON CONCEPTS  
LTD., POSEIDON CONCEPTS LIMITED  
PARTNERSHIP AND POSEIDON CONCEPTS  
INC.

DOCUMENT

**ORDER VARYING, NUNC PRO TUNC, THE  
REPRESENTATION ORDER GRANTED  
MAY 30, 2013**

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF PARTY  
FILING THIS DOCUMENT

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DATE ON WHICH ORDER WAS PRONOUNCED:

December 17, 2014

**LOCATION OF HEARING OR TRIAL:**

Calgary

**NAME OF JUDGE WHO MADE THIS ORDER:**

The Honourable Justice Macleod

UPON NOTING the Application filed December 12, 2104 and the Amended Application filed December 12, 2014, (collectively, the "Application"); AND UPON reviewing the Affidavit of Jonathan Horne filed December 12, 2014 and his Supplemental Affidavit filed December 16, 2014, both sworn in support of the Application; AND UPON noting that the Claims Process Order granted November 5, 2014 references the Representation Order granted May 30, 2013, including the definition of "Class Members" contained therein; UPON HEARING counsel for the Class Action Plaintiffs (as defined in the Representation Order) and any submissions from any other counsel; IT IS HEREBY ORDERED:

1. This order hereby varies, *nunc pro tunc*, the definition of Class Members in the Representation Order, located at Appendix "A" to the Representation Order by replacing that Appendix "A" with the Appendix "A" which is attached hereto.
2. There shall be no costs to any party regarding this Application.



The Honourable Justice Macleod

## APPENDIX A

### DEFINITION OF CLASS MEMBERS

**"Class Members"** means all persons and entities, wherever they may reside or be domiciled, who purchased or otherwise acquired **Poseidon's Securities** on or before February 14, 2013, other than the **Excluded Persons**.

**"Excluded Persons"** means: **Poseidon** and its past and present subsidiaries, affiliates, officers, directors, senior employees, partners, legal representatives, heirs, predecessors, successors and assigns; **New Open Range** and its past and present subsidiaries, affiliates, officers, directors, senior employees, partners, legal representatives, heirs, predecessors, successors and assigns; any individual who is an immediate member of the family of a past or present director or officer of **Poseidon** or **New Open Range**; **NBC**, **NBF** and the other **Underwriters** (collectively, the **"Financial Institutions"**), and each **Financial Institution's** past and present subsidiaries, affiliates, officers, directors, senior employees, partners, legal representatives, heirs, predecessors, successors and assigns; **KPMG** and its past and present subsidiaries, affiliates, officers, directors, senior employees, partners, legal representatives, heirs, predecessors, successors and assigns; and **Peyto** and its past and present subsidiaries, affiliates, officers, directors, senior employees, partners, legal representatives, heirs, predecessors, successors and assigns;

**"KPMG"** means KPMG LLP;

**"NBC"** means National Bank of Canada;

**"NBF"** means National Bank Financial, Inc.,

**"New Open Range"** means the new Open Range Energy Corp., formerly known as 1629318 Alberta Ltd;

**"Peyto"** means Peyto Exploration & Development Corp;

**"Poseidon"** means Poseidon Concepts Corp.;

**"Securities"** means **Poseidon's** common shares, notes or other securities as such term is defined in the **Securities Legislation**;

**"Securities Legislation"** means, collectively, the *Securities Act*, RSA 2000, c S-4, as amended; the *Securities Act*, RSO 1990 c S.5, as amended; the *Securities Act*, RSBC 1996, c 418, as amended; the *Securities Act*, CCSM c S50, as amended; the *Securities Act*, SNB 2004, c S-5.5, as amended; the *Securities Act*, RSNL 1990, c S-13, as amended; the *Securities Act*, SNWT 2008, c 10, as amended; the *Securities Act*, RSNS 1989, c 418, as amended; the *Securities Act*, S Nu 2008, c 12, as amended; the *Securities Act*, RSPEI 1988, c S-3.1, as amended; the *Securities Act*,

CQLR c V-1.1, as amended; the *Securities Act*, 1988, SS 1988-89, c S-42.2, as amended; and the *Securities Act*, SY 2007, c 16, as amended;

“**Underwriters**” means **NBF**, BMO Nesbitt Burns Inc., CIBC World Markets Inc., Haywood Securities Inc., Peters & Co. Limited, Canaccord Genuity Corp., Cormark Securities Inc., Dundee Securities Ltd. and FirstEnergy Capital Corp.