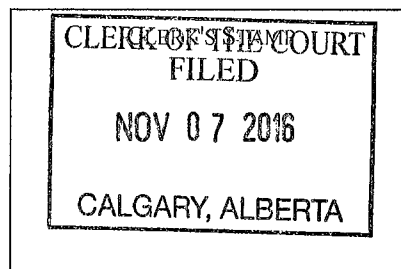


FORM 27
[RULES 6.3 AND 10.52(1)]



COURT FILE NUMBER 1601 – 03113
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

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

AND IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF QUICKSILVER RESOURCES
CANADA INC., 0942065 B.C. LTD. and 0942069
B.C. LTD.

DOCUMENT **APPLICATION**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

BENNETT JONES LLP
Barristers and Solicitors
4500, 855 – 2nd Street SW
Calgary, Alberta T2P 4K7
Attention: Chris Simard/Kevin Zych

Telephone No.: 403-298-4485/416-777-5738
Fax No.: 403-265-7219
Client File No.: 39944.88

NOTICE TO RESPONDENTS

This application is made against you. You are a respondent.
You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date: Thursday, November 17, 2016
Time: 3:00 p.m.
Where: Calgary Courts Centre
601 – 5th Street SW, Calgary AB
Before Whom: The Honourable Madam Justice K.M. Eidsvik

Go to the end of this document to see what else you can do and when you must do it.

This Application is being made by Quicksilver Canada Resources Inc. ("**QRCI**") and 0942065 B.C. Ltd. ("**LNG Co**" and together with QRCI, the "**Applicants**"). All capitalized terms not otherwise defined in this Order are as defined in the Affidavit of J. David Rushford, sworn March 8, 2016 (the "**Rushford Affidavit No. 1**"), the Claims Procedure Order dated May 26, 2016, the Representation Order dated June 28, 2016 (the "**Representation Order**") and the Plan (defined below).

Remedy claimed or sought:

1. If necessary, an Order abridging the time for service of this Application and supporting materials and declaring service to be good and sufficient.
2. An Order (the "**Extension Order**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") to extend the Stay Period granted in favour of the Applicants and defined in the Initial Order of this Honourable Court dated March 8, 2016, to and including February 28, 2017 (the "**Fifth Stay Extension**"), in the form attached hereto as Schedule "A".
3. An Order approving the November 4, 2016 Settlement and Support Agreement (the "**Settlement Agreement**") entered into by Quicksilver Canada, the Steering Committee on behalf of the Represented Group of employees and FTI Consulting Canada Inc., the Court-appointed Monitor of the Applicants (the "**Monitor**") and amending the Representation Order by increasing the amount payable to Representative Counsel in respect of its fees, from \$50,000 to \$75,000 (the "**Approval Order**"), in the form attached hereto as Schedule "B".
4. An Order authorizing the Applicants to file their Plan of Compromise and Arrangement (the "**Plan**"), authorizing them to call, hold and conduct a meeting of their Affected Creditors to vote on the Plan (the "**Meeting**"), and granting various relief related to the Plan and the Meeting (the "**Meeting Order**"), in the form attached hereto as Schedule "C".

5. An Order sealing on the Court file the Confidential Affidavit of Bob McGregor sworn on November 7, 2016 (the "**Confidential Affidavit**" and the "**Sealing Order**"), in the form attached hereto as Schedule "D".
6. Such further and other relief, advice and directions as counsel may request and this Honourable Court may deem just and appropriate in the circumstances.

Grounds for making this application:

Fifth Extension

7. Since the granting of the fourth stay extension on September 26, 2016, the Applicants have taken significant steps to advance these restructuring proceedings, including but not limited to:
 - (a) cooperating with the Monitor to facilitate its monitoring of the Applicants' business and operations;
 - (b) working with the Monitor to assess the claims submitted pursuant to the Claims Procedure and working with the Monitor and various creditors, including Representative Counsel, to seek to efficiently resolve all disputed items regarding creditors' claims against the Applicants;
 - (c) in conjunction with the Monitor and Representative Counsel, finalizing negotiations of the Agreement and executing the Agreement;
 - (d) finalizing the Plan; and
 - (e) continuing to operate and manage the Applicants' business, subject to the terms of the Initial Order.
8. The Applicants intend to use the Fifth Stay Extension to continue to advance the following initiatives:
 - (a) holding a meeting of their creditors to vote on the Plan;

- (b) if the Applicants' creditors vote to accept the Plan, seeking an Order sanctioning the Plan and then implementing the Plan; and
 - (c) finalizing the monetization of all the remaining claims and assets of the Applicants.
9. The Applicants have sufficient cashflow to fund their operations to and including February 28, 2017.

Approval Order

10. The Settlement Agreement was negotiated in good faith and at arm's length and is beneficial to all of the Applicants' stakeholders.
11. The Monitor was kept apprised of the negotiations of the Settlement Agreement throughout the process, and is supportive of the Settlement Agreement.
12. The Amendment to the Representation Order is fair and reasonable in the circumstances. The participation of Representative Counsel (and of the Steering Committee) has proved to be an efficient manner in which to conduct negotiations and finalize the Settlement Agreement with such a large group of individuals, and Representative Counsel's costs are expected to exceed the \$50,000 cap originally ordered by this Court in the Representation Order.

Meeting Order

13. The Plan provides for the following:
- (a) there is a single class of creditors under the Plan, the "Affected Creditors" who are all creditors holding valid proven unsecured claims against the Applicants;
 - (b) each Affected Creditor shall receive its *pro rata* share of all of the cash proceeds resulting from the realization of the Applicants' assets;
 - (c) certain claims against the Applicants are designated as "Unaffected Claims". Holders of Unaffected Claims will be paid in the ordinary course, will not be

entitled to vote on the Plan and will not receive any distribution under the Plan. The Unaffected Claims are:

- (i) claims secured by charges granted in Orders in these CCAA proceedings;
 - (ii) claims enumerated in sections 5.1(2) and 19(2) of the CCAA;
 - (iii) Post-Filing Trade Payables;
 - (iv) Government Priority Claims; and
 - (v) Employee Priority Claims;
- (d) the Plan includes releases of a number of parties (the "**Quicksilver Canada Release Parties**" and the "**Monitor Released Parties**"); and
- (e) Section 8.3 of the Plan contains the conditions precedent to the implementation of the Plan. It is contemplated that the Plan can be implemented on or before December 31, 2016, and the initial distribution to Affected Creditors will occur at that time.
14. The Applicants are seeking authorization to call and hold the Meeting on December 13, 2016, to allow the Affected Creditors to vote in respect of the Plan.
15. The Meeting Order contains customary provisions for the calling and holding of a creditors' meeting in CCAA proceedings, and is fair and just in the circumstances.

Sealing Order

16. The Confidential Affidavit contains sensitive personal information about the individuals in the Represented Group, from which could be derived their individual compensation levels as employees of Quicksilver Canada and accordingly, it is fair and just that the Confidential Affidavit be sealed on the Court file
17. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

18. The pleadings and proceedings filed in the within action, including the Affidavit of Bob McGregor, sworn November 7, 2016 and the Confidential Affidavit.
19. The Eighth Report of the Monitor, to be filed.
20. The inherent jurisdiction of this Honourable Court.
21. Such further and other material as counsel may advise and this Honourable Court may permit.

Applicable rules:

22. None.

Applicable Acts and regulations:

23. The *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended.

Any irregularity complained of or objection relied on:

24. None.

How the application is proposed to be heard or considered:

25. In person, with the Applicants and any interested parties present before the Honourable Madam Justice Eidsvik in Commercial List Appearance Chambers on November 17, 2016.

WARNING

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

CLERK'S STAMP

COURT FILE NUMBER 1601-03113
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

APPLICANT **IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c.
C-36, as amended**

**AND IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF QUICKSILVER RESOURCES
CANADA INC., 0942065 B.C. LTD. and 0942069 B.C.
LTD.**

DOCUMENT **ORDER (Fifth Stay Extension)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
BENNETT JONES LLP
Barristers and Solicitors
4500 Bankers Hall East
855 – 2nd Street S.W.
Calgary, Alberta T2P 4K7

Attention: Chris Simard / Kevin Zych
Tel No.: 403-298-4485 / 416-777-5738
Fax No.: 403-265-7219 / 416-863-1716
Client File No.: 39944.88

DATE ON WHICH ORDER WAS PRONOUNCED: November 17, 2016

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary

NAME OF JUSTICE WHO MADE THIS ORDER: Justice K. M. Eidsvik

UPON THE APPLICATION of Quicksilver Resources Canada Inc. ("**Quicksilver Canada**") and 0942065 B.C. Ltd. (collectively, the "**Applicants**"); **AND UPON** having read the Application, the Affidavit of Bob McGregor sworn November 7, 2016, and the Eighth Report of FTI Consulting Canada Inc., the Court-appointed Monitor of the Applicants (the "**Monitor**"), all filed; **AND UPON** hearing the submissions of counsel for the Applicants, counsel for the Monitor, counsel for the Agent, and counsel for other interested parties;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the Application for this Order and supporting documents is hereby deemed to be good and sufficient, the time for notice is hereby abridged to the time provided, and no other person is required to have been served with notice of this Application.
2. The Stay Period as ordered and defined in paragraph 16 of the Initial Order granted herein on March 8, 2016 is hereby extended until and including February 28, 2017.

J.C.Q.B.A

SCHEDULE "B"
APPROVAL ORDER

COURT FILE NUMBER

1601-03113

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

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

AND IN THE MATTER OF THE COMPROMISE
OR ARRANGEMENT OF QUICKSILVER
RESOURCES CANADA INC., 0942065 B.C. LTD.
and 0942069 B.C. LTD.

DOCUMENT

**ORDER (Settlement Approval and Amendment
of Representation Order)**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

BENNETT JONES LLP
Barristers and Solicitors
4500, 855 – 2nd Street S.W.
Calgary, Alberta T2P 4K7

Attention: Chris Simard / Kevin Zych
Tel No.: 403-298-4485 / 416-777-5738
Fax No.: 403-265-7219 / 416-863-1716
Client File No.: 39944.88

**DATE ON WHICH ORDER WAS
PRONOUNCED:** November 17, 2016

**LOCATION WHERE ORDER WAS
PRONOUNCED:** Calgary, Alberta

**NAME OF JUSTICE WHO MADE
THIS ORDER:** The Honourable Madam Justice K. M. Eidsvik

UPON the application of Quicksilver Resources Canada Inc. and 0942065 B.C. Ltd. (the "Applicant"); **AND UPON** having read the Affidavit of Bob McGregor sworn November 7, 2016 (the "**November 7 Affidavit**") and the Eighth Report of FTI Consulting Canada Inc., in its capacity as Court appointed monitor of the Applicants (the "**Monitor**"); **AND UPON** hearing from counsel for the Applicant, counsel for the Monitor, and from any other affected parties that may be present;

IT IS HEREBY ORDERED AND DECLARED THAT:

DEFINED TERMS

1. Capitalized terms not defined herein shall have the meanings ascribed to them in the Initial Order granted in the within proceedings on March 8, 2016 (the "**Initial Order**") and the Representation Order granted on June 28, 2016 (the "**Representation Order**").

SERVICE

2. The time for service of notice of this application and supporting materials is hereby abridged, if necessary, and service of such notice is deemed good and sufficient.

APPROVAL OF SETTLEMENT AND SUPPORT AGREEMENT

3. The Settlement and Support Agreement dated November 4, 2016, which is attached as Exhibit "A" to the November 7 Affidavit (the "**Agreement**") is hereby approved and the execution thereof by Quicksilver Resources Canada Inc. ("**Quicksilver Canada**") is hereby authorized, ratified, confirmed and approved, with such minor amendments as Quicksilver Canada and the Steering Committee may agree.
4. Quicksilver Canada is hereby authorized and directed to perform its obligations under the Agreement and to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the acts contemplated therein. Quicksilver Canada shall segregate and hold in trust, for the benefit of the payments to be made to the Represented Group under the Agreement, the Settlement Payment in the amount of \$325,000.
5. The Agreement, including all the terms and conditions thereof, is binding on Quicksilver Canada and on each member of the Represented Group.

AMENDMENT TO THE REPRESENTATION ORDER

6. Paragraph 5 of the Representation Order is amended as follows: the amount "\$50,000.00" is hereby deleted and replaced by the amount "\$75,000.00".
7. Quicksilver Canada is hereby authorized to pre-fund a further Retainer to Representative Counsel in the amount of \$25,000.00.

J.C.Q.B.A.

SCHEDULE "C"
MEETING ORDER

CLERK'S STAMP

COURT FILE NUMBER 1601-03113
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
APPLICANT **IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c.
C-36, as amended**

**AND IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF QUICKSILVER RESOURCES
CANADA INC., 0942065 B.C. LTD. and 0942069 B.C.
LTD.**

DOCUMENT **ORDER (Creditors' Meeting)**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT **BENNETT JONES LLP**
Barristers and Solicitors
4500 Bankers Hall East
855 – 2nd Street S.W.
Calgary, Alberta T2P 4K7

Attention: Chris Simard / Kevin Zych
Tel No.: 403-298-4485 / 416-777-5738
Fax No.: 403-265-7219 / 416-863-1716
Client File No.: 39944.88

DATE ON WHICH ORDER WAS PRONOUNCED: November 17, 2016

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary Courts Centre

NAME OF JUSTICE WHO MADE THIS ORDER: Madam Justice K. M. Bidsvik

UPON THE APPLICATION of Quicksilver Resources Canada Inc. ("**Quicksilver Canada**") and 0942065 B.C. Ltd. (collectively, the "**Applicants**") for a Meeting Order, among other things, (i) accepting the filing of the Plan of Compromise and Arrangement of the Applicants (the "**Plan**"); (ii) authorizing the classification of creditors for purposes of voting on the Plan; (iii) authorizing and directing the Applicants to call, hold and conduct a meeting of Affected Creditors to vote on a resolution to approve the Plan; (iv) authorizing and directing the mailing and

distribution of the Affected Creditors Meeting Materials; (v) approving the procedures to be followed with respect to the meeting of Affected Creditors; and (vi) setting a date of the hearing of the Applicants' application for Court approval of the Plan;

AND UPON having read the pleadings and proceedings herein, the notice of this Application, the Affidavit of Bob McGregor sworn November 17, 2016, and the Eighth Report of FTI Consulting Canada Inc., in its capacity as Monitor of the Applicants (the "**Monitor**"), filed; **AND UPON** hearing the submissions of counsel for the Applicants, counsel for the Monitor and counsel for other interested parties and stakeholders;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the Application for this Order and supporting documents is hereby deemed to be good and sufficient, the time for notice is hereby abridged to the time provided, and no other person is required to have been served with notice of this Application.

MONITOR'S ROLE

2. The Monitor, in addition to its prescribed rights and obligations under (i) the CCAA, (ii) the Initial Order, (iii) the Claims Procedure Order granted on May 26, 2016 (the "**Claims Procedure Order**"), and (iv) any other Order granted in these proceedings, is hereby directed and empowered to take such other actions and fulfill such other roles as are authorized by this Meeting Order.
3. In carrying out the terms of this Meeting Order, the Monitor shall: (i) have all the protections given to it by the CCAA, the Initial Order, or as an officer of the Court, including the stay of proceedings in its favour; (ii) incur no liability or obligation as a result of carrying out the provisions of this Meeting Order, save and except for any gross negligence or wilful misconduct on its part; (iii) be entitled to rely on the books and records of the Applicants and any information provided by the Applicants and the Affected Creditors without independent investigation; and (iv) not be liable for any claims or damages resulting from any errors or omissions in such books, records or information.
4. The Monitor and the Applicants are hereby authorized to retain such agents as they deem to be advisable to assist them in connection with calling and conducting the Meeting,

including with respect to the distribution of the Affected Creditor Meeting Materials, the identification of the applicable Affected Creditors, and the solicitation of proxies from Persons entitled to vote at the Meeting.

DEFINITIONS

5. Any capitalized terms used herein but not otherwise defined herein have the meanings - ascribed thereto in the Plan or in the Claims Procedure Order, as applicable.
6. For the purposes of this Meeting Order, in addition to the terms defined elsewhere in this Meeting Order, the Plan or the Claims Procedure Order, the following terms shall have the following meanings:
 - (a) **"Affected Creditor Meeting Materials"** means copies of:
 - (i) the Notice to Affected Creditors;
 - (ii) the Plan;
 - (iii) this Meeting Order; and
 - (iv) a blank form of the Affected Creditors' Proxy.
 - (b) **"Affected Creditors' Proxy"** means a proxy substantially in the form attached as Schedule "A" hereto, to be submitted to the Monitor by any Affected Creditor who wishes to vote by proxy at the Meeting;
 - (c) **"Disputed Claim"** means an Affected Creditor Claim in respect of which a Proof of Claim has been filed in accordance with the Claims Procedure Order but that, as at any applicable time, has not been (i) determined to be a Voting Claim, or (ii) finally disallowed;
 - (d) **"Mailing Date"** means the first Business Day following the date of this Meeting Order"

- (e) **"Meeting Date"** means December 13, 2016, provided that the Applicants may, with the consent of the Monitor, extend the date on which one or more of the Meeting will be held;
- (f) **"Meeting Order"** means this Order, as it may be amended by any further Order of the Court;
- (g) **"Notice to Affected Creditors"** means the notice to Affected Creditors substantially in the form attached as Schedule "B" hereto;
- (h) **"Sanction Hearing Date"** means December 15, 2016;
- (i) **"Service List"** means the list of counsel and other interested parties who have requested service of materials filed with the Court in this proceeding, as maintained by the Applicants and the Monitor;
- (j) **"Voting Record Date"** means the Business Day prior to the Meeting; and
- (k) **"Website"** means <http://cfcanada.fticonsulting.com/qrci/>.

- 7. All references to time herein shall mean local time in Calgary, Alberta, Canada, and any reference to an event occurring on a Business Day shall mean prior to 3:00 p.m. on such Business Day unless otherwise indicated herein.
- 8. All references to the word "including" shall mean "including without limitation".
- 9. All references to the singular herein shall include the plural, the plural include the singular and any gender includes the other gender.

THE PLAN

- 10. The Plan is hereby accepted for filing and the Applicants are hereby authorized and directed to call the Meeting for the purpose of having the Affected Creditors vote on the Plan in the manner set out herein.
- 11. The Applicants may, at any time and from time to time prior to or at the Meeting, or in advance of the Sanction Hearing, as the case may be, amend, restate, modify and/or

supplement the Plan, subject to the terms of the Plan, provided that: (i) the Monitor, the Applicants or the Chairperson shall communicate the details of any such amendments, restatements, modifications and/or supplements made prior to or at the Meeting to Affected Creditors present at the Meeting prior to any vote being taken at the Meeting; (ii) the Applicants shall forthwith provide notice to the Service List of any such amendments, restatements, modifications and/or supplements and shall file a copy thereof with this Court forthwith and in any event prior to the Meeting or the Sanction Hearing, as the case may be; and (iii) the Monitor shall post an electronic copy of any such amendments, restatements, modifications and/or supplements on the Website forthwith and in any event prior to the Meeting or the Sanction Hearing, as the case may be.

FORMS OF DOCUMENTS

12. The forms of the Notice to Affected Creditors and Affected Creditors' Proxy are hereby approved. The Applicants may:
 - (a) make any changes to such materials as are necessary or desirable to conform the content thereof to the terms of the Plan or this Meeting Order; and
 - (b) at any time and from time to time prior to or at the Meeting, amend, restate, modify and/or supplement any of such materials, subject to the terms of the Plan, provided that:
 - (i) the Monitor, the Applicants or the Chairperson shall communicate the details of any such amendments, restatements, modifications and/or supplements to Affected Creditors present at the Meeting prior to any vote being taken at the Meeting;
 - (ii) the Applicants shall forthwith provide notice to the Service List of any such amendments, restatements, modifications and/or supplements and shall file a copy thereof with this Court forthwith and in any event prior to any vote being taken at the Meeting; and

- (iii) the Monitor shall post an electronic copy of any such amendments, restatements, modifications and/or supplements on the Website forthwith and in any event prior to any vote being taken at the Meeting.

VOTING BY CREDITORS

13. For the purposes of considering and voting on the Plan, there will be ONE (1) meeting which will be a meeting of all of the Affected Creditors of the Applicants, where all such Affected Creditors shall constitute a single class.

NOTICE TO AFFECTED CREDITORS

14. The Monitor shall, no later than the first Business Day following the date of this Meeting Order, post an electronic copy of the Notice to Affected Creditors, the Plan and the Affected Creditors' Proxy (in the forms provided by the Applicants as at the date of this Meeting Order) on the Website.
15. The Monitor shall, on the Mailing Date, deliver the Affected Creditor Meeting Materials by courier, personal delivery or email to each Affected Creditor with a Voting Claim and/or a Disputed Claim at the address set out in such Affected Unsecured Creditor's Proof of Claim.

NOTICE, SERVICE AND DELIVERY

16. The Monitor's fulfillment of the notice, delivery and Website posting requirements set out in this Meeting Order shall constitute good and sufficient notice, service and delivery thereof on all Persons who may be entitled to receive notice, service or delivery thereof or who may wish to be present or vote (in person or by proxy) at the Meeting, and that no other form of notice, service or delivery need be given or made on such Persons and no other document or material need be served on such Persons.

CONDUCT OF MEETING AND DELIVERY OF PROXIES

17. The Applicants are hereby authorized and directed to call the Meeting and to hold and conduct the Meeting at 10:00 a.m. Calgary time on the Meeting Date at the

offices of Bennett Jones LLP, 4500 Bankers Hall East, 855 – 2nd Street S.W., Calgary, Alberta, for the purpose of seeking approval of the Plan by the Affected Creditors with Voting Claims at the Meeting in the manner set forth herein. In the event that the Meeting Date is extended after the Mailing Date, the Monitor shall post notice of the extension of the Meeting Date on the Website and provide notice of the extension of the Meeting Date to the Service List.

18. Deryck Helkaa or another representative of the Monitor, designated by the Monitor, shall preside as the chair of each of the Meeting (the "**Chairperson**") and, subject to this Meeting Order or any further Order of the Court, shall decide all matters relating to the conduct of each of the Meeting.
19. The Monitor may appoint one or more scrutineers for the supervision and tabulation of the attendance at, quorum at and votes cast at each of the Meeting (the "**Scrutineer**"). One or more people designated by the Monitor shall act as secretary at the Meeting (the "**Secretary**").
20. The quorum required at the Meeting shall be one Affected Creditor with a Voting Claim against the applicable Applicant present at the Meeting (in person or by proxy).
21. If the requisite quorum is not present at the Meeting, the Meeting is postponed by the vote of a majority in value of Voting Claims of the Affected Creditors present at the said Meeting (in person or by proxy), then such Meeting shall be adjourned by the Chairperson to a later date, time and place as designated by the Chairperson. The Chairperson shall be entitled to adjourn and further adjourn the said Meeting at that Meeting or at any adjourned Meeting. Any adjournment described in this paragraph 21 shall be for a period of not more than seven (7) days in total unless otherwise agreed to by the Applicants and the Monitor. In the event of any adjournment described in this paragraph 21, no Person shall be required to deliver any notice of the adjournment of the Meeting or adjourned Meeting, provided that the Monitor shall: (i) announce the adjournment at the Meeting or adjourned Meeting, as applicable; (ii) post notice of the adjournment at the originally designated time and location of the Meeting or adjourned Meeting, as applicable; (iii) forthwith post notice of the adjournment on the Website; and (iv) provide notice

of the adjournment to the Service List forthwith. Any Affected Creditor proxies validly delivered in connection with the Meeting shall be accepted as proxies in respect of any adjourned Meeting.

22. The only Persons entitled to attend and speak at a Meeting are: (i) the Affected Creditors entitled to vote at that Meeting (or, if applicable, any Person holding a valid Affected Creditors' Proxy on behalf of one or more such Affected Creditors) and any such Affected Creditor's or valid proxyholder's legal counsel and financial advisors; (ii) the Chairperson, the Scrutineer and the Secretary; (iii) one or more representatives of the Monitor and the Monitor's legal counsel; (iv) one or more representatives of the current board of Directors and/or senior management of the Applicants, as selected by the Applicants, and the Applicants' legal counsel and financial advisors; and (v) counsel to the Directors and Officers of any of the Applicants. Any other person may be admitted to a Meeting on invitation of the Applicants, in consultation with the Monitor.
23. The Monitor may, with the consent of the Applicants, waive in writing the time limits imposed on Affected Creditors as set out in this Meeting Order (including the schedules hereto), generally or in individual circumstances, if the Monitor deems it advisable to do so.

ASSIGNMENT OF AFFECTED CLAIMS PRIOR TO THE MEETING

24. Subject to any restrictions contained in Applicable Laws, an Affected Creditor may transfer or assign the whole of its Affected Claim prior to the Meeting (or any adjournment thereof), provided that neither the Applicants nor the Monitor shall be obliged to deal with any transferee or assignee thereof as an Affected Creditor in respect of such Affected Claim, including allowing such transferee or assignee to attend or vote at the Meeting, unless and until actual notice of the transfer or assignment, together with satisfactory evidence of such transfer or assignment, has been received and acknowledged by the Applicants and the Monitor, which receipt and acknowledgment must have occurred on or before 3:00 p.m. on the date that is the last Business Day prior to the date of the Meeting (or any adjournment thereof), failing which the original transferor shall have all applicable rights as the "Affected Creditor" with respect to such Affected Claim as if no transfer of the Affected Claim had occurred. If such receipt and acknowledgment by the Applicants and the

Monitor has occurred on or before 3:00 p.m. on the date that is the last Business Day prior to the date of the Meeting (or any adjournment thereof): (i) the transferor of the applicable Affected Claim shall no longer constitute an Affected Creditor in respect of such Affected Claim; and (ii) the transferee or assignee of the applicable Affected Claim shall, for all purposes in accordance with this Meeting Order, constitute an Affected Creditor in respect of such Affected Claim and shall be bound by any and all notices previously given to the transferor or assignor in respect thereof and shall be bound by any Affected Creditors' Proxy duly submitted to the Monitor in accordance with this Meeting Order. For greater certainty, the Applicants and the Monitor shall not recognize partial transfers or assignments of Affected Claims.

VOTING PROCEDURE

25. At each Meeting, the Chairperson shall direct a vote, by written ballot, on a resolution to approve the Plan and any amendments thereto.
26. Subject to paragraph 34, the only Persons entitled to vote at a Meeting (whether in person or by proxy) are Affected Creditors with Voting Claims against the applicable Applicant as at the Voting Record Date (which, for greater certainty, includes any transferee of an Affected Claim that is a Voting Claim, provided that such transferee has been recognized as an Affected Creditor in respect of such transferred Affected Claim in accordance with paragraph 24 (or any such Affected Creditor's validly appointed holder of its Affected Creditors' Proxy)).
27. Each Affected Creditor that has a Voting Claim against the Applicants shall be entitled to one vote as a member of the Affected Creditor Class, which vote shall have a value equal to the dollar value of such Affected Creditor's Voting Claim.
28. For the purpose of calculating the two-thirds majority in value of Voting Claims at the Meeting, the aggregate amount of Voting Claims held by all Affected Creditors that vote in favour of the Plan (in person or by proxy) at the Meeting shall be divided by the aggregate amount of all Voting Claims held by all Affected Creditors that vote on the Plan (in person or by proxy) at the Meeting. For the purpose of calculating a majority in number of Affected Creditors voting on the Plan at each Meeting, (i) each Affected Creditor that

votes on the Plan (in person or by proxy) at the Meeting shall only be counted once, without duplication.

29. For purposes of tabulating the votes cast on any matter that may come before a Meeting, the Chairperson shall be entitled to rely on any vote cast by a holder of an Affected Creditors' Proxy that has been duly submitted to the Monitor in the manner set forth in this Meeting Order.
30. Any Affected Creditor that is entitled to vote at the Meeting and that wishes to vote at the Meeting in person must: (i) duly complete and sign an Affected Creditors' Proxy; (ii) identify itself in the Affected Creditors' Proxy as the Person with the power to attend and vote at the Meeting on behalf of such Affected Creditor; and (iii) deliver such Affected Creditors' Proxy to the Monitor so that it is received on or before 3:00 p.m. on the last Business Day before the date of the Meeting (or any adjournment thereof), and such delivery must be made in accordance with the instructions accompanying such Affected Creditors' Proxy.
31. Any Affected Creditor that is entitled to vote at the Meeting and that wishes to appoint a nominee to vote on its behalf at the Meeting must: (i) duly complete and sign an Affected Creditors' Proxy; (ii) identify its desired nominee in the Affected Creditors' Proxy, as the Person with the power to attend and vote at the Meeting on behalf of such Affected Creditor; and (iii) deliver such Affected Creditors' Proxy to the Monitor so that it is received on or before 3:00 p.m. on the last Business Day before the date of the Meeting (or any adjournment thereof), and such delivery must be made in accordance with the instructions accompanying such Affected Creditors' Proxy.
32. Notwithstanding anything in paragraphs 30 and 31 or any minor error or omission in any Affected Creditors' Proxy that is submitted to the Monitor, the Chair shall have the discretion to accept for voting purposes any Affected Creditors' Proxy submitted to the Monitor in accordance with the Meeting Order.

VOTING OF DISPUTED CLAIMS

33. Notwithstanding anything to the contrary herein or in the Plan, each Affected Creditor with an Disputed Claim against one or more Applicants as at the Voting Record Date shall be entitled to attend the Meeting and shall be entitled to one vote at said Meeting in respect of such Disputed Claim. Any vote cast in respect of an Disputed Claim shall be dealt with in accordance with paragraph 35, unless and until (and then only to the extent that) such Disputed Claim is ultimately determined to be: (i) a Voting Claim, in which case such vote shall have the dollar value attributable to such Voting Claim; or (ii) disallowed, in which case such vote shall not be counted for any purpose.
34. The Monitor shall keep a separate record of votes cast by Affected Creditors with Disputed Claims and shall report to the Court with respect thereto at the Sanction Hearing. If approval or non-approval of the Plan by Affected Creditors would be altered by the votes cast in respect of Disputed Claims: (i) such result shall be reported to the Court as soon as reasonably practicable after the Meeting; (ii) if a deferral of the Sanction Hearing is deemed to be necessary or advisable by the Monitor (in consultation with the Applicants), the Monitor shall request an appropriate deferral of the Sanction Hearing; and (iii) the Monitor may make a request to the Court for directions.
35. The Applicants and the Monitor shall have the right to seek the assistance of the Court at any time in valuing any Disputed Claim if required to ascertain the result of any vote on the Plan.

PERSONS NOT ENTITLED TO VOTE

36. For greater certainty, and notwithstanding anything else contained herein, the following Persons, in such capacity, shall have no right to, and shall not, vote at the Meeting: (i) Unaffected Creditors, (ii) holders of Affected Claims in respect of which a Proof of Claim has not been filed in accordance with the Claims Procedure Order; and (iii) any other Person asserting Claims against the Applicants whose Claims do not constitute Affected Claims on the Voting Record Date.

APPROVAL OF THE PLAN

37. The Plan must receive an affirmative vote of the Required Majority in order to be approved by the Affected Creditors.

38. The result of any vote at the Meeting shall be binding on all Affected Creditors, regardless of whether such Affected Creditor was present at or voted at the Meeting, or was entitled to be present or vote at the Meeting.

PLAN SANCTION

39. The Monitor shall report to the Court the results of any votes taken at the Meeting as soon as reasonably practicable after the Meeting (or any adjournment thereof).
40. The Applicants may apply to the Court at 11:00 a.m. Calgary time on the Sanction Hearing Date for the Sanction Order (the "**Sanction Hearing**").
41. Service of this Meeting Order by the Monitor or the Applicants to the parties on the Service List shall constitute good and sufficient service of notice of the Sanction Hearing on all Persons entitled to receive such service and no other form of notice or service need be made and no other materials need be served in respect of the Sanction Hearing, except that, subject to paragraph 39, any party shall also serve the Service List with any additional materials that it intends to use in support of the Sanction Hearing by no later than 4:00 p.m. (Calgary time) on December 14, 2016.
42. Any Person who wishes to oppose the Sanction Hearing shall serve on the Applicants, the Monitor and the Service List a notice setting out the basis for such opposition and a copy of the materials to be used to oppose the Sanction Hearing by no later than 4:00 p.m. (Calgary time) on December 14, 2016.

MISCELLANEOUS

43. Nothing in this Meeting Order (including the acceptance or determination of any Claim, or any part thereof, as a Voting Claim in accordance with this Meeting Order) has the effect of determining Allowed Claims for purposes of the Plan.
44. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body have jurisdiction in Canada or the United States, or in any other foreign jurisdiction, to give effect to this Meeting Order and to assist the Applicants, or any of them, the Monitor and their respective agents in carrying out the terms of this Meeting Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully

requested to make such orders and to provide such assistance to the Applicants, or any of them, and to the Monitor, as an office of the Court, as may be necessary or desirable to give effect to this Meeting Order, or to assist the Applicants, or any of them, and the Monitor and their respective agents in carrying out the terms of this Meeting Order.

45. The Applicants or the Monitor may from time to time apply to this Court to amend, vary, supplement or replace this Meeting Order or for advice and direction concerning the discharge of their respective powers and duties under this Meeting Order or the interpretation or application of this Meeting Order.

J.C.Q.B.A

SCHEDULE "A"
AFFECTED CREDITORS' PROXY

AFFECTED CREDITOR'S PROXY

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

**AND IN THE MATTER OF QUICKSILVER RESOURCES CANADA INC.,
0942065 B.C. LTD. and 0942069 B.C. LTD.**

AFFECTED CREDITOR'S PROXY

Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Plan of Compromise and Arrangement of the Applicants dated as of November 7, 2016 (as may be amended, restated or supplemented from time to time, the "**Plan**") filed pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**") with the Court of Queen's Bench of Alberta (the "**Court**").

In accordance with the Meeting Order and the Plan, this proxy may only be filed by Affected Creditors having a Voting Claim (an "**Eligible Voting Creditor**").

THE UNDERSIGNED ELIGIBLE VOTING CREDITOR hereby revokes all proxies previously given and nominates, constitutes, and appoints:

Deryk Helkaa of FTI Consulting Canada Inc., in its capacity as Monitor of the Debtors, and not in its personal capacity, or his nominee

or, instead of the foregoing, _____, or such other Person as he/she, in his/her sole discretion, may designate to attend on behalf of and act for the Eligible Voting Creditor at the Meeting to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling of such Meeting, and to vote the amount of the Eligible Voting Creditor's claim(s) for voting purposes as determined by and accepted for voting purposes in accordance with the Meeting Order, Claims Procedure Order and set out in the Plan as follows:

1. (mark one only):

Vote **FOR** approval of the Plan; or

Vote **AGAINST** approval of the Plan.

If this proxy is submitted and a box is not marked as a vote for or against approval of the Plan, this proxy shall be voted **FOR** approval of the Plan.

- and -

2. Vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Eligible Voting Creditor with respect to any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the Meetings or any adjournment, postponement or other rescheduling of the Meetings.

Dated this _____ day of _____, 2016.

Print Name of Eligible Voting Creditor

Title of the authorized signing officer of the corporation, partnership or trust, if applicable

Signature of Eligible Voting Creditor or, if the Eligible Voting Creditor is a corporation, partnership or trust, signature of an authorized signing officer of the corporation, partnership or trust

Telephone number of Eligible Voting Creditor or authorized signing officer

Mailing Address of Eligible Voting Creditor

E-mail address of Eligible Voting Creditor

Print Name of Witness, if Eligible Voting Creditor is an individual

INSTRUCTIONS FOR COMPLETION OF PROXY

1. Each Affected Creditor has the right to appoint a person (who need not be an Affected Creditor) to attend, act and vote for and on the Affected Creditor's behalf and such right may be exercised by inserting in the space provided the name of the person to be appointed. An individual Affected Creditor wishing to attend and vote in person at the Meeting should insert the Affected Creditor's own name in the space provided. **If no name has been inserted in the space provided, the Affected Creditor will be deemed to have appointed Deryck Helkaa of FTI Consulting Canada Inc. (or his designee) as the Affected Creditor's proxyholder.**
2. **If Deryck Helkaa (or his designee) is appointed or deemed to be appointed as proxyholder and the Affected Creditor fails to indicate on this Proxy a vote for or against the approval of the Plan, this Proxy will be voted FOR approval of the Plan.**
3. If this Proxy is not dated in the space provided, it will be deemed to bear the date on which it is received by the Monitor.
4. This Proxy must be signed by the Affected Creditor or by the Affected Creditor's attorney duly authorized in writing or, if the Affected Creditor is a corporation, by a duly authorized officer or attorney of the corporation specifying the title of such officer or attorney.
5. Valid proxies bearing or deemed to bear a later date will revoke this Proxy. If more than one valid proxy for the same Affected Creditor and bearing or deemed to bear the same date are received with conflicting instructions, such proxies will be treated as disputed proxies and will not be counted.
6. This Proxy must be received by the Monitor by no later than 3:00 p.m. (Calgary time) on the last Business Day before the Meetings or any adjournment thereof, at the address set out below:

FTI Consulting, Inc.
Monitor of Quicksilver Resources Canada Inc., et al
Suite 720, 440 – 2nd Avenue S.W.
Calgary, Alberta T2P 5E9

Attention: Ms. Lindsay Shierman
Fax: 403-232-6116
Phone: 403-454-6036
Email lindsay.shierman@fticonsulting.com

SCHEDULE "B"

NOTICE TO AFFECTED CREDITORS

NOTICE TO AFFECTED CREDITORS

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

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT,
R.S.A. 2000, c. B-9, AS AMENDED

AND IN THE MATTER OF QUICKSILVER RESOURCES CANADA INC.,
0942065 B.C. LTD. and 0942069 B.C. LTD.

NOTICE IS HEREBY GIVEN that meeting (the "**Meeting**") of creditors of Quicksilver Resources Canada Inc. ("**Quicksilver Canada**") and 0942065 B.C. Ltd. (collectively, the "**Quicksilver Canada Entities**"), entitled to vote on a Plan of Compromise and Arrangement (the "**Plan**") proposed by the Applicants under the *Companies Creditors' Arrangement Act* (the "**CCA**") will be held for the following purposes:

- (1) to consider and, if deemed advisable, to pass, with or without variation, a resolution to approve the Plan; and
- (2) to transact such other business as may properly come before the Meetings or any adjournment thereof.

The Meeting is being held pursuant to an order of the Court of Queen's Bench of Alberta (the "**Court**") dated November 17, 2016 (the "**Meeting Order**"). All capitalized terms used but not defined herein shall bear their meanings as set out in the Meeting Order or the Plan.

NOTICE IS ALSO HEREBY GIVEN that the Meeting Order established the procedures for the Quicksilver Canada Entities to call, hold and conduct the Meeting to consider and pass resolutions, if thought advisable, approving the Plan and to transact such other business as may be properly brought before the Meeting. For the purposes of considering and voting on the Plan, there will be one (1) meeting as follows:

- (1) a meeting of all of the Affected Creditors of the Quicksilver Canada Entities, where all such Affected Creditors shall constitute a single class ("**Meeting**").

NOTICE IS ALSO HEREBY GIVEN that the Meetings will be held at the following dates, times and location:

Date: December 13, 2016

Time: 10:00 a.m. (Calgary time)

Location: Bennett Jones LLP, 4500 Bankers Hall East, 855 - 2nd Street S.W., Calgary, Alberta

Subject to paragraph 24 of the Meeting Order, only Affected Creditors with Voting Claims as at the Voting Record Date will be eligible to attend the Meeting and vote on a resolution to approve

the Plan. The votes of Affected Creditors holding Disputed Claims will be separately tabulated and Disputed Claims will not be counted unless, until and only to the extent that such Disputed Claim is finally determined to be a Voting Claim. A holder of an Unaffected Claim shall not be entitled to attend or vote at the Meeting in respect of such Unaffected Claim.

Any Affected Creditor may vote by proxy, subject to the terms of the Meeting Order. Further, any Affected Creditor who is not an individual may only attend and vote at the Meeting if a proxy holder has been appointed to act on its behalf at such Meeting.

NOTICE IS ALSO HEREBY GIVEN that if the Plan is approved at the Meeting in accordance with the Meeting Order and the Plan and all other necessary conditions are met, the Quicksilver Canada Entities intend to make an application to the Court at 11:00 a.m. Calgary time on December 15, 2016, seeking an order sanctioning the Plan pursuant to the CCAA (the "**Sanction Order**"). Any person wishing to oppose the application for the Sanction Order must serve a copy of the materials to be used to oppose the application and setting out the basis for such opposition upon the lawyers for the Quicksilver Canada Entities, the Monitor as well as those parties listed on the Service List posted on the Monitor's website. Such materials must be served by 4:00 p.m. (Calgary time) on December 14, 2016.

NOTICE IS ALSO HEREBY GIVEN that in order for the Plan to become effective:

- i. the Plan must be approved by the required majority of Affected Creditors entitled to vote and voting on the Plan as required under the CCAA and in accordance with the terms of the Meeting Order and the Plan;
- ii. the Plan must be sanctioned by the Court; and
- iii. the conditions to implementation and effectiveness of the Plan as set out in the Plan must be satisfied or waived.

Additional copies of the Affected Creditor Meeting Materials may be obtained from the Monitor's Website at <http://cfcanada.fticonsulting.com/qrci/>, or by contacting the Monitor by telephone at 403-454-6036 or by email at lindsay.shierman@fticonsulting.com.

All capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Meeting Order.

DATED at Calgary, Alberta, this 17th day of November, 2016.

SCHEDULE "D"
SEALING ORDER

CLERK'S STAMP

COURT FILE NUMBER 1601-03113

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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

AND IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF QUICKSILVER RESOURCES CANADA INC., 0942065 B.C. LTD. and 0942069 B.C. LTD.

DOCUMENT **ORDER (Sealing of Confidential Evidence)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

BENNETT JONES LLP
Barristers and Solicitors
4500, 855 – 2nd Street S.W.
Calgary, Alberta T2P 4K7

Attention: Chris Simard
Telephone No.: 403-298-4485
Fax No.: 403-265-7219
Client File No.: 39944.88

DATE ON WHICH ORDER WAS PRONOUNCED: November 17, 2016

LOCATION OF HEARING OR TRIAL: Calgary Courts Centre

NAME OF JUDGE WHO MADE THIS ORDER: Madam Justice K. M. Eidsvik

UPON THE APPLICATION of Quicksilver Resources Canada Inc. and 0942065 B.C. Ltd. (the "**Applicants**"); AND UPON reading the Affidavit of Bob McGregor sworn November 7, 2016, the Confidential Affidavit of Bob McGregor sworn November 7, 2016 (the "**Confidential Affidavit**") and the Eighth Report of FTI Consulting Canada Inc. (the

"Monitor"); AND UPON hearing the submissions of counsel for Quicksilver, the Monitor, and any other parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the Notice of Application for this Order is hereby validated and deemed good and sufficient, this application is properly returnable today, and no person other than those persons served is entitled to service of the Notice of Application.
2. The Confidential Affidavit shall be sealed on the Court file and shall not form part of the public record, notwithstanding Division 4, Part 6 of the *Alberta Rules of Court*.
3. The Clerk of this Honourable Court shall file the Confidential Affidavit in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states that:

THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS FILED BY QUICKSILVER RESOURCES CANADA INC. THE CONFIDENTIAL MATERIALS ARE SEALED PURSUANT TO THE SEALING ORDER ISSUED BY JUSTICE K. M. EIDSVIK ON NOVEMBER 17, 2016.

4. The Applicants shall serve by courier, fax transmission, email transmission or ordinary post, a copy of this Order on all parties present at this Application and such service shall be deemed good and sufficient for all purposes.

J.C.Q.B.A. or Clerk of the Court