

BY E-MAIL ONLY

August 22, 2018

Orest Kotelko
Canadian Natural Resources Limited

**Re: PENGROWTH ENERGY CORPORATION (PENGROWTH) TO ACCEL
CANADA HOLDINGS LIMITED (ACCEL)
TRANSFER APPLICATION NOS. 1908907, 1908908, 1909429
STATEMENTS OF CONCERN NOS. 31155 AND 31189**

Dear Mr. Kotelko:

You are receiving this letter because you filed statement of concern nos. 31155 and 31189 (SOCs) on behalf of Canadian Natural Resources Limited (CNRL) in response to Application Nos. 1908907, 1908908, and 1909429 (Applications).

The Alberta Energy Regulator (AER) has reviewed the SOC, the Applications, applicable requirements, and other submissions or information about the Applications. The AER has decided a hearing is not required and is not necessary to consider the concerns outlined in the SOC.

The AER notes CNRL's concerns relate to the ability of the proposed transferee to address the end of life obligations associated with assets that are subject to the Applications.

The AER shares CNRL's concerns regarding the ability of the industry as a whole to address end of life of obligations. This very concern prompted the AER to, among other things, issue *Bulletin 2016-21: Revision and Clarification on Alberta Energy Regulator's Measures to Limit Environmental Impacts Pending Regulatory Changes to Address the Redwater Decision (Bulletin 2016-21)* and amend *Directive 067: Eligibility Requirements for Acquiring and Holding Energy Licences and Approvals*. Further, the AER continues to work with the Government of Alberta in this regard.

In its review of the SOC, the AER considered the following:

- AER holds the statutory decision-making authority to approve or deny licence transfers and maintains discretion to approve transfers to licensees with a post transaction LMR below 2.0.
- ACCEL submitted a written plan outlining its actions in support of a request for discretion under *Bulletin 2016-21 (Plan)* in October 2017, in connection with a previous set of licence transfer applications associated with the subject transaction. The Plan was accepted by the AER on October 30, 2017.
- The AER notes CNRL's submission regarding its proportionate liabilities in relation to the orphan fund. It bears noting that CNRL's end of life liabilities (which are directly related to its share of orphan levies) are a direct result of its own large inventory of inactive wells. Put another way, if CNRL wishes to reduce its exposure to paying increased orphan levies, it can do so by reducing its own inactive well inventory.
- CNRL's concerns relate to the underlying methodology used by the LMR program to calculate assets and end of life liabilities. The LMR program is applied broadly and equally to all AER licensees. These are policy concerns that relate to the LMR program as a whole and do not demonstrate a direct and adverse impact to CNRL caused by the AER approving the Application.
- The AER understands that these policy concerns have already been raised by CNRL as part of the Government of Alberta's liability management review. The AER believes that is the appropriate mechanism for CNRL to raise its concerns.

Based on the above, the AER has concluded it is not necessary to hold a hearing before making its decision on the Applications.

The AER is satisfied the transferee has taken, or has plans to take, adequate steps to address and fund end of liabilities associated with its AER licensed assets. The AER also believes it has taken steps to appropriately mitigate the risks contemplated when it issued *Bulletin 2016-21*. As such, the AER has approved the Applications subject to conditions and this is your notice of that decision. Copies of the transfer approval decisions are attached.

Under the *Responsible Energy Development Act (REDA)* an eligible person may request a regulatory appeal in respect of an appealable decision. Eligible persons and appealable decisions are defined in section 36 of the REDA and section 3.1 of the Responsible Energy Development Act General Regulation. If you wish to file a request for regulatory appeal, you must submit your request in the form and manner and within the timeframe required by the AER. You can find filing requirements and forms on the AER website under Regulatory Appeal Process.

If you have any questions, contact Valeria Silva at 403-592-4157 or e-mail
Valeria.Silva@aer.ca.

Sincerely,

<Originally signed by>

Tania de Silva
Director, Oil, Gas, & Pipeline, Closure & Liability

Enclosure (3): (**Approval Transfer**)

cc: Ann Mann, Pengrowth Energy Corporation
Gerry Zulyniak, ACCEL Canada Holdings Limited
Marnie Wildman, AER Application Processor
AER SOC Coordinator
AER Drayton Valley Field Centre