

Canada Revenue
AgencyAgence du revenu
du Canada**ELECTION ON DISPOSITION OF PROPERTY BY A
PARTNERSHIP TO A TAXABLE CANADIAN CORPORATION**

- For use by a taxable Canadian corporation and all the members of a partnership, to jointly elect under subsection 85(2) where the partnership has disposed of property to the corporation and has received as consideration shares of any class of the capital stock of the corporation.
- File one completed copy of the election and related schedules (if any) as follows:
 - by a partner designated for the purpose by the partnership;
 - on or before the earlier date on which any party to the election has to file an income tax return for the tax year in which the transaction occurred (due date);
 - at the tax centre serving the area where the transferee is located; and
 - separately from any tax returns. You may put it in the same envelope with a return, but do not insert it in or attach it to the return.
- Sections and subsections referred to on this form are from the *Income Tax Act*.

Do not use this area

Name of partnership (transferor) (print)				Partnership identification number	
Address				Postal code	
Tax year of partnership	from	Year Month Day	to	Year Month Day	Tax services office

Name of corporation (transferee) (print) Parex Resources Inc.				Business Number 847567260	
Address 1900, 250 - 2nd Street SW Calgary, Alberta				Postal code T2P 0C1	
Tax year of corporation	from	Year Month Day 2014-01-01	to	Year Month Day 2014-12-31	Tax services office Calgary
Name of person to contact for more information Ken Pinsky, Chief Financial Officer				Area code Telephone number (403) 517-1729	

Penalty for late-filed and amended elections

An election that is filed after its due date is subject to a late-filing penalty. Form T2058 can be filed within 3 years after its due date if an estimate of the penalty is paid at the time of filing. Form T2058 can also be amended or filed after the 3-year period, but in these situations, a written explanation of the reason the election is amended or late-filed must be attached for consideration by the Minister and an estimate of the applicable penalty must be paid at the time of filing.

Calculation of late-filing penalty:

Fair market value of property transferred	_____
Less: agreed amount	_____
Difference	_____ A
Amount A	_____ x 1/4 x 1% x N* _____ = _____ B
\$100 x N*	_____ = _____ C

* N represents the sum of each month or each part of a month in the period from the due date to the actual filing date. Amount C cannot exceed \$8,000.

Late-filing penalty is the lesser of B and C above _____

Make cheque or money order payable to the Receiver General. Specify "T2058" on the remittance and, to ensure proper credit, indicate the name and social insurance number of the taxpayer, or Business Number if a corporation.

Amount enclosed _____

Unpaid amounts, including late-filing penalties, are subject to daily compound interest at a prescribed rate.

Do not use this area

Information required

On the following page, list, describe, and state the fair market value of properties transferred. The description and fair market value of the consideration received has to be shown opposite the related property transferred. Where the transferred property is a partnership interest, attach a schedule of the calculation of the adjusted cost base. If space on the form is insufficient, attach schedules giving similar details. You have to designate the order of disposition of each depreciable property. With this election, you do not have to file the following materials: schedules supporting this designation; documentation relating to the responses to the questions below; and a brief summary of the method of evaluating the fair market value of each property transferred. However, you have to keep them as Canada Revenue Agency may ask to see them at a later date.

1. Is there a written agreement relating to this transfer? ☒ Yes ☐ No
2. Does a price adjustment clause apply to any of the properties? (See Interpretation Bulletin IT-169 for details.) ☐ Yes ☒ No
3. Do any persons other than the members of the partnership own or control, directly or indirectly, any shares of any class of the transferee? ☒ Yes ☐ No
4. Does a non-arm's length rollover exist between the partnership(s) and the transferee corporation? ☐ Yes ☒ No
 - a) Have all or substantially all (90% or more) of all properties of the partnership been transferred to the corporation? ☐ Yes ☐ No
5. Are any partners non-residents of Canada? ☐ Yes ☐ No
6. Are any of the properties transferred capital properties? ☒ Yes ☐ No

If yes,

 - a) have they been owned continuously since Valuation Day (V-Day)? ☐ Yes ☒ No
 - b) have they been acquired after V-Day in a transaction considered not to be at arm's length? ☐ Yes ☐ No
 - c) since V-Day, has the partnership or any person from whom shares were acquired in a non-arm's length transaction received any subsection 83(1) dividends for transferred shares? (If yes, provide details of amounts and dates received, and attach a schedule.) ☐ Yes ☒ No
7. Is the agreed amount of any of the transferred properties based on an estimate of fair market value on V-Day? ☐ Yes ☒ No
 - a) If yes, does a formal documented V-Day value report exist? ☐ Yes ☐ No
8. Has an election under subsection 26(7) of the *Income Tax Application Rules* (Form T2076) been filed by or on behalf of the transferor? ☐ Yes ☒ No

Where shares of the capital stock of a private corporation are included in the property disposed of, provide the following:

Name of corporation Verano Energy Limited	Business Number 841611460	Paid-up capital of shares transferred
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Description of shares received

Number of shares transferor received	Class of shares	Redemption value per share	Paid-up capital	Voting or non-voting	Are shares retractable?*
	Common Shares	N/A		Voting	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No
					<input type="checkbox"/> Yes <input type="checkbox"/> No

* Retractable means redeemable at the option of the holder.

Informative notes

- The rules for section 85 elections are complex. Essential information is contained in Information Circular 76-19 and Interpretation Bulletins IT-169, IT-291, and IT-378.
- Complete all the information areas and answer all questions. If this form is incomplete, the Canada Revenue Agency may consider the election invalid, and subsequent submissions may be subject to a late-filing penalty.
- If the agreed amount exceeds the adjusted cost base of the property in the election, you must report the difference as a capital gain, as income or a combination of both, whichever applies.

Particulars of property disposed of and consideration received

Date of sale or transfer of all properties listed below:		Year Month Day 2014-06-25		Note: For properties sold or transferred on different dates, use separate Form T2058.			
Property disposed of			Agreed amount (cannot be zero) B	Amount to be reported B – A (if greater than 0, see note 4)	Consideration received		
Description	Elected amount limits*				Non-share	Actions	Fair market value
	Fair market value	A	Description	Number and class			
Capital property excluding depreciable property							
(Brief legal)		(see note 1)					
Common Shares of Verano Energy Limited					Common Shares of Parex Resources Inc.		
Depreciable property							
(Description and prescribed class)		(see note 2)					
Eligible capital property							
(Kind)		(see note 3)					
Inventory excluding real property							
(Kind)		(cost amount)					
Resource property							
(Brief legal)		nil					
		nil					
		nil					
Security or debt obligation property							
(Description)		(cost amount)					
Specified Debt Obligation (For financial institutions only)							
		(cost amount)					

Notes

1. Adjusted cost base (subject to adjustment per section 53.)
2. The lesser of undepreciated capital cost of all property of the class and the cost of the property.
3. The lesser of $\frac{4}{3}$ x cumulative eligible capital and the cost of the property. (Under proposed changes, new rules will apply on subsequent dispositions of eligible capital property occurring after December 20, 2002).
4. This amount is to be reported either as a capital gain or as income, whichever applies. Also, in the case of depreciable property and eligible capital property, a portion of the amount may have to be reported as a capital gain while another portion of the amount may have to be reported as income.

* See Interpretation Bulletin IT-291 for an explanation of the limits.

Election and certification

The corporation and all members of the partnership hereby jointly elect under subsection 85(2) in respect of the property specified, and certify that the information given in this election, and in any documents attached, is true, correct and complete to the best of their knowledge.

Date		Signature of authorized officer of corporation		Position or office	
1	Social insurance number or Business Number	Name of partner, authorized person or authorized officer		Partner's tax services office	
	Signature of partner, authorized person or authorized officer	Position of office of authorized person or authorized officer		Date	
2	Social insurance number or Business Number	Name of partner (print)		Partner's tax services office	
	Signature of partner or authorized officer			Date	
3	Social insurance number or Business Number	Name of partner (print)		Partner's tax services office	
	Signature of partner or authorized officer			Date	

The election form must be signed by all partners, or by a person authorized in writing by all partners to sign for them, and by an authorized officer of the transferee. A person who is authorized to sign for all the partners should complete area 1 above, and attach a copy of the authorizing agreement. If space is insufficient, attach "Election and Certification" giving similar details. Attach a list containing the name, Social insurance number, or Business Number of each partner. If a member of the partnership is in itself a partnership, attach a list showing the name, Social insurance number, or Business Number of each member of that partnership. Also, indicate the fiscal period of the partnership.