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Shandong Polymer Biochemicals Co., Ltd.
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Dongying, Shandong, P.R.China
山东宝莫生物化工股份有限公司
中国山东东营市东营区西四路 892 号

Ladies and Gentlemen:
敬启者:

Re: Indirect Acquisition by Shandong Polymer Biochemicals Co., Ltd. (“**Shandong Polymer**”) of a majority equity interest in Rally Canada Resources Ltd. (“**Rally**”) (the “**Proposed Transaction**”)
关于: 山东宝莫生物化工股份有限公司 (“**山东宝莫**”) 间接收购加拿大 Rally Canada Resources Ltd (“**Rally**”) 的多数股权 (“**拟议交易**”)

We have acted as Canadian counsel to Shandong Polymer in connection with certain Canadian due diligence conducted with respect to the Proposed Transaction. We have been advised and have assumed for purposes of this letter that the Proposed Transaction will involve the following steps:

我们就该拟议交易的相关加拿大尽职调查担任山东宝莫的加拿大代理律师。为本函之目的，我们被告知并假定该拟议交易将涉及下列步骤:

- (a) Shandong Polymer, a corporation incorporated under the laws of the People’s Republic of China, and Shengli Oilfield Kangbei Petroleum, a corporation incorporated under the laws of the People’s Republic of China (“**Shengli Oilfield**”) will incorporate a corporation under the laws of Hong Kong (“**Acquireco**”) and will be the sole shareholders of Acquireco;

山东宝莫是一家根据中华人民共和国法律成立的有限公司，与根据中华人民共和国法律成立的胜利油田康贝石油工程装备有限公司简称 (“**康贝公司**”), 将根据香港法律共同成立一家公司 (“**Acquireco**”), 并拥有 Acquireco 的所有股份;

- (b) the current shareholders of Rally will exchange their shares of Rally for shares of a corporation incorporated under the laws of the Province of Alberta by such shareholders and wholly owned by such shareholders (“**Holdco**”);

Rally 的现有股东将把他们持有的 Rally 股份，与这些股东根据阿尔伯塔省法律设立、并归这些股东完全持有一家有限公司 (“**Holdco**”) 的股份进行交换;

- (c) Holdco will own all of the issued and outstanding common shares of Rally; and

Holdco 将拥有 Rally 所有发行在外的普通股; 且

- (d) Acquireco will subscribe for common shares of Rally from treasury constituting a majority equity interest in Rally immediately after consummation of such subscription and the subscription of Shengli Oilfield referred to below.

Acquireco 将认购 Rally 的库存普通股，并在此等认购以及如下所述的胜利油田的认购完成后拥有 Rally 的多数权益。

We also understand that Shengli Oilfield Kangbei Petroleum, a corporation incorporated under the laws of the People's Republic of China ("**Shengli Oilfield**") also intends to incorporate a corporation under the laws of Hong Kong and will indirectly acquire common shares of Rally from treasury concurrent with the Proposed Transaction.

我们同时知悉，胜利油田康贝石油工程装备有限公司（根据中华人民共和国法律成立的有限公司，简称“康贝公司”）也准备根据香港法律设立一家公司，并拟交易发生时同步间接收购 Rally 的库存普通股。

For purposes of this letter to you, Shandong Polymer and Shengli Oilfield are together referred to as the "**Investors**".

此封信函中，山东宝莫和胜利油田合称“投资者”。

We are providing this letter to you at your request to report on the results of our review of searches and documents referenced below and to provide you with our views on certain matters relating to the Proposed Transaction.

我们根据您的要求出具本函，报告我们所审查下述查询内容和文件结果，并就与拟议交易有关的相关事项出具我们的意见。

EXAMINATION OF DOCUMENTS

文件审查

Due Diligence Documents

尽职调查文件

In giving this letter, we have, in our capacity as Canadian due diligence counsel to Shandong Polymer, examined copies of certain documents provided to us by Rally in response to our due diligence documentary requests. Such documents are listed in our Legal Due Diligence Report addressed to you and dated as of January 17, 2014, and are referred to collectively as the "**Due Diligence Documents**".

为出具本函，作为山东宝莫加拿大尽职调查的代理律师，我们审查了 Rally 针对我们的尽职调查文件请求所提供的某些文件的副本。此等文件列在我们写给贵公司的、落款日期为 2014 年 1 月 16 日的法律尽职调查报告中，合称为“**尽职调查文件**”。

Other Documents Examined

审查的其他文件

For the purposes of this letter, we have considered the questions of law, made the investigations, and examined originals or copies, certified or otherwise identified to our satisfaction, of the certificates of public officials and other certificates, documents and records, that we considered necessary or relevant,

and we have relied, without independent verification or investigation, on all statements as to matters of fact contained in the certificates, documents and records we examined, including:

为出具本函，我们考虑了法律问题，开展了调查，审查了原件或副本，令我们满意地认证或确定了政府官员出具的证明以及其他证明、文件和记录。此等文件是我们认为必要或相关的，并且我们信赖（没有独立验证或调查）我们审查的此等证明、文件和记录中所包含的有关事实方面的所有陈述，包括：

- (a) a certificate of status in respect of Rally issued under the authority of the Registrar of Corporations (Alberta) on January 10, 2014;

2014 年 1 月 10 日根据公司登记处（阿尔伯塔省）授权出具的 Rally 的状态证明；

- (b) the public record searches listed in Schedule A to this letter and the results therefrom (the **“Public Search Results”**);

列在本函附件 A 中的公开记录查询情况以及查询记录（**“公开查询结果”**）；

- (c) as to certain matters of fact relevant to this letter, a certificate of an officer of Rally, dated January 16, 2014, attached as Schedule B to this letter (the **“Rally Officer’s Certificate”**); and

针对与本函有关的一些事实，由一名 Rally 高级职员出具的证明，落款日期为 2014 年 1 月 16 日，见本函附件 B（**“Rally 高管证明”**）；以及

- (d) as to certain matters of fact relevant to this letter, a certificate of an officer of Shandong Polymer, dated January 16, 2014, attached as Schedule B to this letter (the **“Shandong Polymer Officer’s Certificate”** and together with the Rally Officer’s Certificate, the **“Officer’s Certificates”**).

针对与本函有关的一些事实，由一名山东宝莫高级职员出具的证明，落款日期为 2014 年 1 月 16 日，见本函附件 B（**“山东宝莫高管证明”**，与 Rally 高管证明一起，合称**“高管证明”**）。

We have not examined any agreements, instruments and documents to which any of the Investors, Acquireco, Holdco or Rally are or will be a party in connection with the Proposed Transaction (collectively, the **“Transaction Documents”**).

我们未审查投资者、Acquireco、Holdco 或 Rally 中的任何一方作为或将作为一方的，与拟议交易相关的任何协议、文书或文件（合称**“交易文件”**）。

ASSUMPTIONS AND RELIANCES

假设和依据

For the purposes of this letter, we have assumed, without independent investigation or inquiry, that:

为出具本函，我们假设（但未经独立调查或询问）：

- (a) with respect to all documents examined by us, including all Due Diligence Documents, the signatures are genuine, the individuals signing those documents had legal capacity at

the time of signing, all documents submitted to us as originals are complete and authentic, and certified, conformed or photocopied copies, or copies transmitted electronically or by facsimile, conform to the authentic original documents, and we have assumed the veracity of all such documents;

就我们审查的所有文件，包括所有的尽职调查文件，签名是真实的，签署这些文件的个人在签字时具有合法能力，所有提交给我们的原件都是完整和真实的。经认证、核对或复印的副本、或电子传输或传真发送的副本，均与真实原件一致，我们假定所有这些文件都是真实的；

- (b) the indices and records in all filing systems maintained in all public offices where we have searched or inquired or have caused searches or inquiries to be conducted are accurate and current, and all certificates and information issued or provided under those searches or inquiries are and remain accurate and complete;

我们已检索或查询的、或已委托他人检索或查询的所有政府机构维持的备案系统中的索引和记录，都是准确和最新的，这些检索或查询所出具或提供的所有证书和信息都是准确和完整的；

- (c) the facts certified in the Officer's Certificates are accurate as of the date given and continue to be accurate as of the date of this letter;

高管证明中所证明的情况截止其出具日是准确的，并保持准确截止本函的落款日期；

- (d) the Proposed Transaction conforms in all material respects to the description of such transaction as described in this letter;

拟议交易在所有实质性方面都符合本函所对该交易的描述；

- (e) each of Shandong Polymer, Acquireco and Holdco is or will be validly constituted and existing under the laws of its jurisdiction of incorporation and has or will have all necessary power and capacity to execute and deliver the Transaction Documents to which it will be a party, to perform its obligations under the Transaction Documents and to own its property and assets and carry on its business as now being conducted, or intended to be conducted, by it; and

山东宝莫、Acquireco 和 Holdco 均按照或将按照各自公司成立所在司法辖区的法律合法设立并存续，拥有或拥有必要的权利和能力签署并交付其将作为一方的该等交易文件，履行交易文件中的义务，拥有其财产和资产，并开展其现有的或拟开展的业务；并且

- (f) the only petroleum, natural gas and oil sands rights and interests registered in the name of, owned or held by, or in which Rally has any beneficial interest, direct or indirect, are the Alberta Crown Dispositions (as defined below).

以 Rally 的名义注册的、或其拥有或持有、或其拥有受益权益的唯一的石油、天然气和油砂权利和利益（无论直接还是间接），是阿尔伯塔省国有处置权（见下面定义）。

LAWS ADDRESSED

适用法律

The views expressed in this letter are limited to the laws of Alberta and the federal laws of Canada applicable in Alberta.

本函中的意见仅根据阿尔伯塔省法律以及适用于阿尔伯塔省的加拿大联邦法律出具。

RESULTS OF REVIEW

审查结果

Based upon the foregoing, and subject to the qualifications and limitations stated in this letter:

综上所述，并受制于本函中所述的条件及限制：

1. Based solely on the Crown Search Letters (as defined below), Rally holds the petroleum, natural gas and oil sands rights and interests registered in its name with, and granted to it by, Her Majesty in Right of the Province of Alberta as listed in Schedule C to this letter (collectively, the “**Alberta Crown Dispositions**”).

仅根据国有检索函（见下面定义），Rally 持有该石油、天然气和油砂权利和利益（合称“**阿尔伯塔省国有处置权**”）。这些权利和权益是以 Rally 的名义登记在阿尔伯塔省政府（Her Majesty in Right of the Province of Alberta），后者也将这些权利和权益授予了 Rally。详见附件 C。

2. The registration of the Alberta Crown Dispositions in the name of Rally with the Department of Energy of the government of the Province of Alberta (“**Alberta Energy**”) has been approved by applicable governmental agencies and authorities of the Province of Alberta.

以 Rally 的名义在阿尔伯塔省政府能源厅（“**阿尔伯塔省能源厅**”）登记的阿尔伯塔省国有处置权，已经获得相关阿尔伯塔省政府机构和机关的批准。

3. Based solely on our review of the Alberta Energy Land Index Search Detail Reports (the “**Crown Search Letters**”) summarized in the Public Search Results attached hereto as Schedule A, the Alberta Crown Dispositions were in good standing and there were no security interests or other encumbrances registered with Alberta Energy against the Alberta Crown Dispositions.

仅根据我们对阿尔伯塔省能源厅土地索引检索详细报告（“**国有检索函**”），摘要见附件 A 公开搜索结果，该阿尔伯塔省国有处置权状态良好，没有在阿尔伯塔省能源厅登记的针对该阿尔伯塔省国有处置权的担保权益或其他产权负担。

4. Based solely on our review of the Public Search Results, as of January 10, 2014, there were no personal property security registrations filed against Rally.

仅根据我们对公开搜索结果的审查，截止到 2014 年 1 月 10 日，没有针对 Rally 的动产抵押登记。

5. Based solely on our review of the Public Search Results, as of December 12, 2013, there was no existing litigation commenced by or against Rally in the Court of Queen’s Bench of Alberta, Alberta Provincial Court, the Federal Court of Canada or the Federal Court of Appeal.

仅根据我们对公共搜索结果的审查，截止到 2013 年 12 月 12 日，Rally 在阿尔伯塔省高等法院（Court of Queen's Bench of Alberta）、阿尔伯塔省法院（Alberta Provincial Court）、加拿大联邦法院(Federal Court of Canada)、或联邦上诉法院(Federal Court of Appeal)没有任何由 Rally 提起或者被起诉的诉讼。

6. Based solely on the Public Search Results, as of December 12, 2013, no environmental enforcement actions had been commenced against Rally in the Province of Alberta.

仅根据公开搜索结果，截止到 2013 年 12 月 12 日，在阿尔伯塔省没有针对 Rally 的环境执法行动。

7. Based solely on the Crown Search Letters, no fees payable to Alberta Energy were unpaid with respect to the Alberta Crown Dispositions, and rentals payable in respect of the Alberta Crown Dispositions were up to date.

仅根据国有检索函，在阿尔伯塔省国有处置权方面没有对阿尔伯塔省能源厅的欠费，阿尔伯塔省国有处置权的租金也无任何欠缴。

8. Based solely on the Rally Officer's Certificate, there is no evaluation report prepared by an independent qualified reserves evaluator or auditor evaluating the petroleum and natural gas and oil sands reserves and resources of Rally or any of Rally's rights with respect thereto.

仅根据 Rally 高管证明，尚未由独立的、有资质的储量评估师或审计师针对 Rally 的石油、天然气和油砂储量和资源或与此相关的 Rally 的任何权利出具评估报告。

9. Shandong Polymer is not required to obtain any authorization, consent, permit, exemption or approval of, or make any filing with or provide notice to, any governmental agency or authority, or any regulatory body, court or tribunal, of the Province of Alberta in respect of the Alberta Crown Dispositions as a result of the consummation of the Proposed Transaction or the resulting position of Shandong Polymer as the holder of an indirect majority equity interest in Rally.

因完成该拟议交易或山东宝莫作为 Rally 间接多数权益的持有人的地位，山东宝莫不需要就阿尔伯塔省国有处置权，向阿尔伯塔省的任何政府机构或机关、或任何监管机构、法庭或法院取得任何授权、同意、允许、豁免、批准或备案。

10. Subject to the qualifications set out under the heading "Investment Canada Act and Competition Act", we are of the view that there are no restrictions or prohibitions under the *Investment Canada Act* ("ICA"), the *Competition Act* (Canada) ("**Competition Act**") or other federal laws of Canada that will restrict or prohibit a foreign controlled corporation (such as Shandong Polymer through Acquireco) from acquiring a majority interest in the common shares of Rally pursuant to the Proposed Transaction.

除以下“《加拿大投资法》与《加拿大竞争法》”部分列明的以外，我们认为，《加拿大投资法》(Investment Canada Act)、《加拿大竞争法》(Competition Act) 或加拿大其他联邦法律中并没有限制或禁止外国控制的公司（比如山东宝莫通过 Acquireco）根据拟议交易收购 Rally 的普通股中的多数权益。

11. We are of the view that there are no restrictions or prohibitions under the statutes or regulations of the Province of Alberta, or the federal statutes or regulations of Canada applicable therein, that will restrict or prohibit Holdco from owning shares in the capital of Rally.

我们认为，阿尔伯塔省的法令和法规、或适用于该省的加拿大联邦法令和法规中不存在限制或禁止 Holdco 拥有 Rally 的资本份额的任何规定。

Investment Canada Act and Competition Act

《加拿大投资法》和《加拿大竞争法》

When a non-Canadian controlled corporation, such as Shandong Polymer through Acquireco, proposes to acquire control of a Canadian business, such as Rally, the transaction must either be notified to or reviewed by a branch of the federal government of Canada. Notification is a process that involves the submission of basic information about the non-Canadian controlled purchaser and the Canadian target and is not an impediment to closing. In fact, most notification forms are submitted after closing. If review is required, more detailed information must be submitted and the transaction may only be closed after the Minister of Industry (Canada) has determined that the transaction is likely to be of net benefit to Canada. Whether a proposed transaction is reviewable or merely notifiable under the ICA turns on various characteristics of the purchaser and the target Canadian business, including financial thresholds. Based on the Officer's Certificates, the Proposed Transaction does not exceed the applicable threshold for mandatory review and is therefore merely notifiable under the ICA. However, the federal government of Canada has discretionary power to review any transaction that could be injurious to Canada's national security, including transactions that do not exceed the mandatory review threshold, and may prohibit the completion of a transaction, require that it be unwound, or impose conditions. The federal government of Canada has deliberately refrained from providing guidance as to what may constitute a national security concern, opting instead to afford itself maximum flexibility. Despite the lack of guidance and the discretionary nature of the power, we are able to advise that based on our experience and observation and our judgment as to the nature of Shandong Polymer and the nature of Rally, we would not expect the federal government of Canada to exercise its discretion to conduct a national security review in respect of the Proposed Transaction. However, we are unable to conclusively exclude that possibility. In addition, if the federal government of Canada elects to exercise its power to conduct a national security review, it must do so within 45 days of receiving a completed notification form. Therefore, as a practical matter, we recommend that Shandong Polymer cause Acquireco to submit the notification form more than 45 days before closing of the Proposed Transaction, to the extent that is possible.

当非加拿大人控制的公司（如山东宝莫通过 Acquireco）提议收购加拿大企业（如 Rally）的控制权时，该交易必须被告知加拿大联邦政府的某个办事处或经其审查。告知程序涉及提交非加拿大人控制的收购者和加拿大目标公司的基本信息，这并不妨碍交割。事实上，多数告知表格是在交割后提交的。如需审查，则必须提交更详细的信息，交易只有在加拿大工业部长确定交易很可能会给加拿大带来净利益后才能进行交割。一笔拟议的交易需要通过《加拿大投资法》审查还是只需要告知，取决于收购方和加拿大目标企业的各种特点，包括金额门槛。根据高管证明，本拟议交易没有超过强制审查所适用的门槛，因此只需要根据《加拿大投资法》履行告知即可。但是，加拿大联邦政府拥有自由裁量权，可决定审查可能危害加拿大国家安全的任何交易，包括没有超过强制审查门槛的交易。联邦政府有可能禁止完成交易，要求回复到交易前状态，或针对交易订立条件。加拿大联邦政府有意识地不就哪些情形构成国家安全担忧提供指引，从而为自己保留最大的灵活性。尽管缺乏指引，而且该权力有自由裁量的特点，但根据我们的经验和观察，以及我们对山东宝莫和 Rally 性质的判断，我们的意见是，我们预期加拿大联邦政府不会对拟议交易行使自由裁量权从而进行国家安全审查。但是，我们无法完全地排除审查的可能性。此外，如果加

拿大联邦政府选择行使自己的权力进行国家安全审查，其必须在收到完整填报的告知表格后 45 天内进行审查。因此，从实务角度而言，我们建议山东宝莫让 **Acquireco** 尽可能在拟议交易交割前至少提前 45 天提交告知表格。

With respect to the Competition Act, if certain financial thresholds are exceeded, a proposed transaction must be notified to the Canadian Competition Bureau before closing and closing may only be completed if an appropriate clearance is obtained from the Competition Bureau or if the 30 day statutory waiting period under the Competition Act passively expires without being extended or without the Competition Bureau obtaining an order that prohibits closing on a temporary or permanent basis. Based on the Officer's Certificates, the Proposed Transaction does not exceed the applicable notification threshold. However, the Competition Bureau has the right to challenge any transaction, including those that do not exceed the applicable notification threshold, on the basis that the transaction is, or is likely to, prevent or lessen competition substantially. If challenged successfully, remedies could include an order prohibiting the completion of the transaction or a partial or full divestiture of the acquired business. Such challenges are extremely uncommon and, although we have not done a detailed market analysis, based on our general knowledge of Rally and Shandong Polymer and the industries in which they operate, we do not expect the Competition Bureau to challenge the Proposed Transaction.

在《加拿大竞争法》方面，如果超过一定的资金门槛，则必须在拟议的交易交割前告知加拿大竞争局 (Canadian Competition Bureau)，只有获得竞争局的适当批准后，或者，在《竞争法》规定的 30 天法定等候期期满并且没有延长并且竞争局没有获得禁止交割的临时或永久命令的情况下，才能进行交割。根据高管证明，该拟议交易没有超过适用的告知门槛。但是，加拿大竞争局有权以交易将会或有可能会妨碍或显著削弱竞争为由质疑任何交易，包括没有超过适用告知门槛的交易。如果质疑成功，竞争局采取的救济措施可能包括命令禁止完成交易、或部分或全部剥离被收购的企业。这种质疑极其罕见，尽管我们没有进行详尽的市场分析，但根据我们对 **Rally** 和山东宝莫以及两者所处行业的一般认识，我们预计竞争局不会质疑该拟议交易。

QUALIFICATIONS AND LIMITATIONS

限定和限制

This letter and the views expressed herein are subject to the following qualifications and limitations:

本函及本函中所述意见受下列条件及局限的制约：

- (a) as we have not conducted an historical review of documents at Alberta Land Titles in respect of mines and minerals referred to in the Crown Search Letters and therefore apparently owned in fee simple by the Crown in Right of the Province of Alberta, we have assumed that the Crown Search Letters conclusively establish that such mines and minerals are owned in fee simple by the Crown;

由于我们未对国有检索函中提到的矿山和矿产在阿尔伯塔省土地产权局 (Alberta Land Titles) 进行历史文件审查，并且表面证据显示阿尔伯塔省对这些矿山和矿产拥有非限定继承的产权，我们假定国有检索函能结论性地证明这些矿山和矿产的产权性质是非限定继承国有产权；

- (b) any statutory liens, encumbrances or other charges which are extant and within time for registration or which are valid without registration with Alberta Energy;

现存的或在登记时间以内无需在阿尔伯塔省能源厅登记即有效的所有法定留置权、产权负担或其他费用；

- (c) existing aboriginal or treaty rights, titles or interests in or to the land covered by the Alberta Crown Dispositions, and the duty (if any) of the government of the Province of Alberta or the federal government of Canada to consult and accommodate the rights, titles and interests of aboriginal people;

阿尔伯塔省国有处置权所涵盖的土地上现存的原住民或条约权利、产权或利益、以及阿尔伯塔省政府或加拿大联邦政府就原住民的权利、产权和利益开展磋商和安置的义务（如有）；

- (d) any exceptions or reservations contained in the *Mines and Minerals Act* (Alberta), and the regulations thereunder, or in any predecessor federal, provincial or territorial statute or regulation as they may pertain to Crown grants;

阿尔伯塔省《矿山和矿产法》(*Mines and Minerals Act*),其项下的法规,或涉及国有产权授予的任何以往的联邦、省或特区法令或法规中的任何例外或保留;

- (e) we have relied on the accuracy and completeness of the Crown Search Letters with respect to the subsistence of the Crown Dispositions, the status of rental payments and the existence of encumbrances. The only instruments in the nature of encumbrances which may be recorded with Alberta Energy are builders' lien statements, *Bank Act* (Canada) security granted to Canadian chartered banks (or similar security under predecessor sections) and, for security interests created subsequent to December 16, 1981 only, security notices in respect of security interests as the same are defined in the *Mines and Minerals Act* (Alberta). The Crown Search Letters were issued for information only and not as guarantees or certification of title. They are not necessarily current due to registration delays at Alberta Energy; and

国有处置权是否存在、租金支付情况、是否存在产权负担方面,取决于国有检索函的准确性和完整性。可在阿尔伯塔省能源厅登记的产权负担性质的文书仅包括建筑商的留置权声明,授予加拿大特许银行的加拿大《银行法》(*Bank Act*)项下的担保(或以往法规相关章节下的类似担保),以及(仅适用于1981年12月16日以后设立的担保权益)与阿尔伯塔省《矿山和矿产法》所界定的担保权益相关的担保通知。国有检索函仅供参考,不是产权的保证或证明。由于在阿尔伯塔省能源厅的登记时间滞后,其不一定反应最新情况;以及

- (f) we express no opinion as to the title to any surface lands or to any tangible property.

我们未对任何地表土地或有形资产的产权发表意见。

This letter is issued by us in English only and we understand that a Chinese translation has been provided to you for reference only. In the event of any discrepancy between the English version of this letter and the Chinese translation, the language of the English version shall prevail.

本函以英文出具,为贵公司提供的中文翻译仅供参考。若本函的英文和中文存在差异,以英文为准。



RELIANCE

依据

This letter speaks only as of the date of this letter. We do not undertake to advise the addressee or otherwise update or supplement this letter to reflect any facts or circumstances or any changes in laws which may occur after the date of this letter.

本函仅涉及本函日期时的事实。我们不承诺告知收件人本函日期以后可能发生的任何事实、情形或法律变更，也不承诺对本函进行更新或补充以反应此等变化。

This letter is solely for the benefit of its addressee in connection with the Transaction Documents. This letter may not be relied upon in any manner by any other person except any of the respective successors or assigns of the addressee and may not be disclosed, quoted, filed with a governmental agency or otherwise referred to without our express prior written consent. We agree that the addressee may disclose a copy of this letter to the Shenzhen Stock Exchange, but such regulatory body may not rely on this letter.

本函仅由收件人用于与交易文件有关的用途。除了收件人各自的继任者或受让人以外，任何其他人均不应以任何方式依赖本函，并且，未经我们事先明示的书面同意，本函不应被披露、引用、向政府机构备案、或以其他方式被引用。我们同意收件人可以将本函的一份副本提交给深圳证券交易所，但该监管机构可以不依据本函。

Yours truly,
谨致，

Gowling Lafleur Henderson LLP

SCHEDULE A

附件 A

PUBLIC SEARCH RESULTS

公开搜索结果

SUMMARY OF SEARCH RESULTS

Below is a summary of search results pertaining to our due diligence review from a Canadian law perspective of **RALLY CANADA RESOURCES LTD.**

Federal

SEARCH	DATE	RESULT
Industry Canada - Office of the Superintendent of Bankruptcy Industry Canada - Office of the Superintendent of Bankruptcy	December 12, 2013	No information revealed for the period 1978 to December 10, 2013.
Federal Court and Federal Court of Appeal	December 12, 2013	No data found.

Alberta

SEARCH	DATE	RESULT
Corporate Search	December 12, 2013	Corporation Profile: Legal Entity Name: Rally Canada Resources LTD. Legal Entity Status: Active Corporate Access Number: 2016246577 Method of Registration: Incorporation Registration Date: August 19, 2011 Registered/Mailing Address: 520 - 815 8 Ave SW Calgary, AB T2P 3P2 Directors: Qian Qian Ba Chinyew Choo Henry Delong Miao Qing Wang Fan Xu Xu Zhang Harry Zheng
Section 427 – Bank Act	December 12, 2013	No matches were found.
Personal Property Registry	January 8, 2014	No results found.
Employment Standards	December 12, 2013	No records found.
Workers Compensation Board	December 12, 2013	WCB account that is in good standing with the WCB – Alberta as of December 12, 2013.
Court of Queen's Bench Search	December 12, 2013	No data found.
Provincial Court Search	December 12,	No data found.

SEARCH	DATE	RESULT
	2013	
Environmental Protection and Enhancement Act	December 12, 2013	No enforcement actions as of December 12, 2013.

Saskatchewan

SEARCH	DATE	RESULT
Corporate Search	December 18, 2013	Corporation Profile: Legal Entity Name: Rally Canada Resources Ltd. Legal Entity Status: Active Entity No: 101218369 Method of Registration: Extra-provincial registration Registration Date: October 24, 2012 Registered/Mailing Address: 520 - 815 8 Ave SW Calgary, AB T2P 3P2 Powers of Attorney: T. Michael McDougal Carrie G. Ho Keith D. Boyd
Section 427 – Bank Act	December 18, 2013	No matches were found.
Personal Property Registry	December 18, 2013	No registration found.
Labour Standards Division	January 7, 2014	No outstanding complaints, inspection reports, wage assessments, appeals or collections against Rally Canada Resources Ltd.
Workers Compensation Board		Search Result Outstanding.
Court of Queen's Bench for the Judicial Centre of Regina Search	December 20, 2013	No actions commenced by or against Rally Canada Resources Ltd. from December 20, 2003 to December 19, 2013.
Court of Queen's Bench for the Judicial Centre of Saskatoon Search	December 20, 2013	No actions commenced by or against Rally Canada Resources Ltd. from December 1, 2003 to December 18, 2013.
Provincial Court Saskatchewan Judicial Centre for Saskatoon Search	December 18, 2013	No writs of execution or judgements under the <i>Enforcement of Money Judgement Act</i> registered against Rally Canada Resources Ltd.
Provincial Court Saskatchewan Judicial Centre for Regina Search	December 18, 2013	No writs of execution registered against Rally Canada Resources Ltd.
Hazardous Storage Search	December 18, 2013	No results.

SEARCH	DATE	RESULT
Spill Search	December 18, 2013	No results.

SUMMARY OF ALBERTA MINERAL INFORMATION AGREEMENT DETAIL REPORT

Below is a summary of search results pertaining to our due diligence review from a Canadian law perspective of the Alberta Mineral Information Agreement Detail Report of **RALLY CANADA RESOURCES LTD.**

Agreement Type and Number	Date of Search	Status	Current Participants	Term Date	Current Expiry Date	Encumbrances Counts	Land/Rights Description
005 5 YEAR NORTHERN PETROLEUM AND NATURAL GAS LEASE 0511060321	December 17, 2013	Active	Rally Canada Resources Ltd. - 100%	2011/06/02	2016/06/02	0	Land Description: 5-05-088: 5-8;18;19;30 PETROLEUM AND NATURAL GAS
005 5 YEAR NORTHERN PETROLEUM AND NATURAL GAS LEASE 0511120476	December 17, 2013	Active	Rally Canada Resources Ltd. - 100%	2011/12/15	2016/12/15	0	Land Description: Tract Number: 01 5-05-088: 20S,NE PETROLEUM AND NATURAL GAS Tract Number: 02 5-05-088: 20NW PETROLEUM AND NATURAL GAS BELOW THE BASE OF THE KEG RIVER SS AS DESIGNATED IN DRRZD 00176 KEY WELL: 00/07-06-090-10W5/0 INTERVAL: 4,934.00 - 4,998.00 Feet LOG TYPE: DUAL INDUCTION-LATEROLOG
005 5 YEAR NORTHERN PETROLEUM AND NATURAL GAS LEASE 0512010224	January 17, 2014	Active	Rally Canada Resources Ltd. - 100%	2012/01/12	2017/01/12	0	Land Description: 5-05-088: 17;29 PETROLEUM AND NATURAL GAS
005 5 YEAR NORTHERN PETROLEUM AND NATURAL GAS LEASE 0513010134	January 17, 2014	Active	Rally Canada Resources Ltd. - 100%	2013/01/10	2018/01/10	0	Land Description: 5-08-078: 13S,NE;24SE PETROLEUM AND NATURAL GAS
005 5 YEAR	January	Active	Rally Canada	2013/01/1	2018/01/10	0	Land Description:

Agreement Type and Number	Date of Search	Status	Current Participants	Term Date	Current Expiry Date	Encumbrances Counts	Land/Rights Description
NORTHERN PETROLEUM AND NATURAL GAS LEASE 0513010136	17, 2014		Resources Ltd. - 100%	0			5-07-079: 20E;29SE PETROLEUM AND NATURAL GAS
005 5 YEAR NORTHERN PETROLEUM AND NATURAL GAS LEASE 0513010138	January 17, 2014	Active	Rally Canada Resources Ltd. - 100%	2013/01/10	2018/01/10	0	Land Description: Tract Number: 01 5-07-080: 8S PETROLEUM AND NATURAL GAS Tract Number: 02 5-07-080: 8NW PETROLEUM AND NATURAL GAS BELOW THE BASE OF THE GILWOOD MBR AS DESIGNATED IN DRRZD 00010 KEY WELL: 00/02-21-079-08W5/0 INTERVAL: 5,693.00 - 5,772.00 Feet LOG TYPE: INDUCTION ELECTRIC
005 5 YEAR NORTHERN PETROLEUM AND NATURAL GAS LEASE 0513050197	December 17, 2013	Active	Rally Canada Resources Ltd. - 100%	2013/05/23	2018/05/23	0	Land Description: 5-14-081: 10-12;15NE PETROLEUM AND NATURAL GAS
054 4 YEAR NORTHERN PETROLEUM AND NATURAL GAS LICENCE 5413010251	January 17, 2014	Active	Rally Canada Resources Ltd. - 100%	2013/01/10	2017/01/10	0	Land Description: Tract Number: 01 5-07-078: 7;17-20 PETROLEUM AND NATURAL GAS Tract Number: 02 5-07-078: 8 PETROLEUM AND NATURAL GAS BELOW THE BASE OF THE BLUESKY-BULLHEAD AS DESIGNATED IN DRRZD 00021 KEY WELL: 00/10-32-081-01W6/0 INTERVAL: 2,754.00 - 3,043.00 Feet LOG TYPE: DUAL INDUCTION SPHERICALLY FOCUSED
054 4 YEAR NORTHERN PETROLEUM	January 17, 2014	Active	Rally Canada Resources Ltd. - 100%	2013/01/10	2017/01/10	0	Land Description: 5-07-079: 9-11;14-16;21

Agreement Type and Number	Date of Search	Status	Current Participants	Term Date	Current Expiry Date	Encumbrances Counts	Land/Rights Description
M AND NATURAL GAS LICENCE 5413010253							PETROLEUM AND NATURAL GAS
054 4 YEAR NORTHERN PETROLEUM AND NATURAL GAS LICENCE 5413050258	December 17, 2013	Active	Rally Canada Resources Ltd. - 100%	2013/05/23	2017/05/23	0	Land Description: Tract Number: 01 5-16-081: 30-33 5-16-082: 3-11;13-21;23;25;26;28-30 PETROLEUM AND NATURAL GAS Tract Number: 02 5-16-082: 12;22;24;27 PETROLEUM AND NATURAL GAS BELOW THE BASE OF THE BLUESKY-BULLHEAD AS DESIGNATED IN DRRZD 00021 KEY WELL: 00/10-32-081-01W6/0 INTERVAL: 2,754.00 - 3,043.00 Feet LOG TYPE: DUAL INDUCTION SPHERICALLY FOCUSED
054 4 YEAR NORTHERN PETROLEUM AND NATURAL GAS LICENCE 5413050259	December 17, 2013	Active	Rally Canada Resources Ltd. - 100%	2013/05/23	2017/05/23	0	Land Description: 5-15-082: 31 5-15-083: 5-8;17;18 5-16-082: 31-36 5-16-083: 1-18 5-17-082: 36 PETROLEUM AND NATURAL GAS
054 4 YEAR NORTHERN PETROLEUM AND NATURAL GAS LICENCE 5413050260	December 17, 2013	Active	Rally Canada Resources Ltd. - 100%	2013/05/23	2017/05/23	0	Land Description: 5-08-083: 19-21;25-36 5-08-084: 1-12 5-09-083: 24;25;36 5-09-084: 1;12 PETROLEUM AND NATURAL GAS
054 4 YEAR NORTHERN PETROLEUM AND NATURAL GAS LICENCE 5413050261	December 17, 2013	Active	Rally Canada Resources Ltd. - 100%	2013/05/23	2017/05/23	0	Land Description: 5-10-083: 3-10;15-22 5-11-083: 1-4;9-16;21-24 PETROLEUM AND NATURAL GAS
054 4 YEAR NORTHERN PETROLEUM AND NATURAL GAS	December 17, 2013	Active	Rally Canada Resources Ltd. - 100%	2013/05/23	2017/05/23	0	Land Description: 5-08-084: 13-36 5-08-085: 1-6 5-09-084: 13;24 PETROLEUM AND NATURAL GAS

Agreement Type and Number	Date of Search	Status	Current Participants	Term Date	Current Expiry Date	Encumbrances Counts	Land/Rights Description
LICENCE 5413050262							
054 4 YEAR NORTHERN PETROLEU M AND NATURAL GAS LICENCE 5413050263	December 17, 2013	Active	Rally Canada Resources Ltd. - 100%	2013/05/2 3	2017/05/23	0	Land Description: 5-11-085: 1-4;9- 16;21-24 PETROLEUM AND NATURAL GAS
054 4 YEAR NORTHERN PETROLEU M AND NATURAL GAS LICENCE 5413060179	December 17, 2013	Active	Rally Canada Resources Ltd. - 100%	2013/06/2 0	2017/06/20	0	Land Description: Tract Number: 01 5-11-081: 29-35 5-11-082: 4-9;16- 21;28-33 5-11-083: 5 5-12-082: 12;13;24;25;36 PETROLEUM AND NATURAL GAS Tract Number: 02 5-12-082: 1 PETROLEUM AND NATURAL GAS BELOW THE BASE OF THE PEKISKO FM AS DESIGNATED IN DRRZD 00174 KEY WELL: 00/10- 27-067-22W5/0 INTERVAL: 6,468.00 - 6,654.00 Feet LOG TYPE: ELECTRICAL
054 4 YEAR NORTHERN PETROLEU M AND NATURAL GAS LICENCE 5413060182	December 17, 2013	Active	Rally Canada Resources Ltd. - 100%	2013/06/2 0	2017/06/20	0	Land Description: 5-10-083: 27-34 5-10-084: 3-10 5-11-083: 25-28;33- 36 5-11-084: 1-4;9-12 PETROLEUM AND NATURAL GAS
054 4 YEAR NORTHERN PETROLEU M AND NATURAL GAS LICENCE 5413060184	December 17, 2013	Active	Rally Canada Resources Ltd. - 100%	2013/06/2 0	2017/06/20	0	Land Description: 5-10-084: 17-20;29- 32 5-11-084: 13-18;20- 29;33-36 PETROLEUM AND NATURAL GAS
074 OIL SANDS LEASE 7410100222	December 17, 2013	Active	Rally Canada Resources Ltd. - 100%	2010/10/2 8	2025/10/28	0	Land Description: 4-10-064: 4;9- 11;14;23 OIL SANDS IN THE MANNVILLE GRP AS DESIGNATED IN DRRZD 00004 KEY WELL: 00/06- 16-041-08W4/0

Agreement Type and Number	Date of Search	Status	Current Participants	Term Date	Current Expiry Date	Encumbrances Counts	Land/Rights Description
							INTERVAL: 2,557.00 - 2,985.00 Feet LOG TYPE: INDUCTION ELECTRICAL
074 OIL SANDS LEASE 7411050190	January 17, 2014	Active	Rally Canada Resources Ltd. - 100%	2011/05/05	2026/05/05	0	Land Description: 4-10-064: 5;8 OIL SANDS IN THE MANNVILLE GRP AS DESIGNATED IN DRRZD 00004 KEY WELL: 00/06-16-041-08W4/0 INTERVAL: 2,557.00 - 2,985.00 Feet LOG TYPE: INDUCTION ELECTRICAL
074 OIL SANDS LEASE 7411060002	December 17, 2013	Active	Rally Canada Resources Ltd. - 100%	2011/06/02	2026/06/02	0	Land Description: 4-11-065: 16;17 OIL SANDS IN THE MANNVILLE GRP AS DESIGNATED IN DRRZD 00004 KEY WELL: 00/06-16-041-08W4/0 INTERVAL: 2,557.00 - 2,985.00 Feet LOG TYPE: INDUCTION ELECTRICAL

SCHEDULE B

附件 B

OFFICER'S CERTIFICATES

高管证明

SHANDONG POLYMER BIOCHEMICALS CO., LTD.

OFFICER'S CERTIFICATE

TO: GOWLING LAFLEUR HENDERSON LLP

This is the officer's certificate of Shandong Polymer Biochemicals Co., Ltd. (the "**Corporation**") referred to in the letter of Gowling Lafleur Henderson LLP dated January 16, 2014 to which this certificate is attached (the "**Gowlings Letter**") in respect of the indirect acquisition by the Corporation of a majority equity interest in Rally Canada Resources Ltd.

Terms that are capitalized in this certificate and that are not otherwise defined in this certificate have the same meanings ascribed to them in the Gowlings Letter.

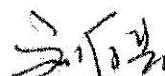
I, Liu Hao, the president of the Corporation certify for and on behalf of the Corporation, without personal liability, that:

1. I am the president of the Corporation, and as such have full and complete knowledge of the business and affairs of the Corporation and the matters set out in this certificate.
2. I have reviewed such books and records of the Corporation and other applicable documents and have made such enquiries and investigations as I have considered necessary and advisable to verify the matters set out in this certificate.
3. The Corporation is a "WTO investor" within the meaning of the *Investment Canada Act*.
4. The Corporation is not a "state-owned enterprise" within the meaning of the *Investment Canada Act*.

The undersigned acknowledges that the addressee of this certificate is relying upon it in connection with the Gowlings Letter and confirms that the addressee is entitled to rely upon it without further enquiry. This certificate is being given by the Corporation and any party seeking to make a claim with respect to any matter contained in this certificate shall have recourse solely to the Corporation.

[Remainder of page intentionally left blank]

DATED January 16, 2014.



President: Liu Hao

SHANDONG POLYMER BIOCHEMICALS
CO., LTD.

RALLY CANADA RESOURCES LTD.

OFFICER'S CERTIFICATE

TO: GOWLING LAFLEUR HENDERSON LLP

This is the officer's certificate of Rally Canada Resources Ltd. (the "**Corporation**") referred to in the letter of Gowling Lafleur Henderson LLP dated January 14, 2014 to which this certificate is attached (the "**Gowlings Letter**") in respect of the indirect acquisition by Shandong Polymer Biochemicals Co., Ltd. and Shengli Oilfield Kanbei Petroleum of a majority equity interest in the Corporation.

Terms that are capitalized in this certificate and that are not otherwise defined in this certificate have the same meanings ascribed to them in the Gowlings Letter.

I, Henry Miao, the President and Chief Executive Officer of the Corporation certify for and on behalf of the Corporation, without personal liability, that:

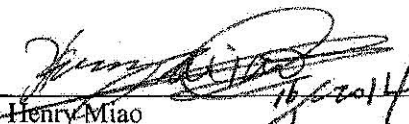
1. I am the President and Chief Executive Officer of the Corporation, and as such have full and complete knowledge of the business and affairs of the Corporation and the matters set out in this certificate.
2. I have reviewed such books and records of the Corporation and other applicable documents and have made such enquiries and investigations as I have considered necessary and advisable to verify the matters set out in this certificate.
3. There is no evaluation report prepared by an independent qualified reserves evaluator or auditor evaluating the petroleum and natural gas and oil sands reserves and resources of the Corporation or any of the Corporation's rights with respect thereto.
4. The Corporation is not engaged in a "cultural business" within the meaning of the *Investment Canada Act*.
5. The value of the Corporation's assets does not exceed C\$344 million, as determined in accordance with the *Investment Canada Act*.
6. Neither the aggregate value of Rally's assets in Canada, nor the annual gross revenues in or from Canada generated by such assets exceeds C\$80 million.

The undersigned acknowledges that the addressee of this certificate is relying upon it in connection with the Gowlings Letter and confirms that the addressee is entitled to rely upon it without further enquiry. This certificate is being given by the Corporation and any party seeking to make a claim with respect to any matter contained in this certificate shall have recourse solely to the Corporation.

[Remainder of page intentionally left blank]



DATED January 16, 2014.


Henry Miao
President and Chief Executive Officer
Rally Canada Resources Ltd.

SCHEDULE C
附件 C

ALBERTA CROWN DISPOSITIONS
阿尔伯塔省国有处置权

	Alberta Oil Sands and PNG Leases and PNG Licenses
1.	Oil Sands Lease No. 7411050190.
2.	Oil Sands Lease No. 7411060002.
3.	Oil Sands Lease No. 7410100222.
4.	PNG Lease No. 0511120476.
5.	PNG Lease No. 0512010224.
6.	PNG Lease No. 0511060321.
7.	PNG Lease No. 0513010134.
8.	PNG Lease No. 0513010136.
9.	PNG Lease No. 0513050197.
10.	PNG Lease No. 0513010138.
11.	PNG License No. 5413010251.
12.	PNG License No. 5413010253.
13.	PNG License No. 5413050258.
14.	PNG License No. 5413050259.
15.	PNG License No. 5413050260.
16.	PNG License No. 5413050261.
17.	PNG License No. 5413050262.
18.	PNG License No. 5413050263.
19.	PNG License No. 5413060179.
20.	PNG License No. 5413060182.
21.	PNG License No. 5413060184.