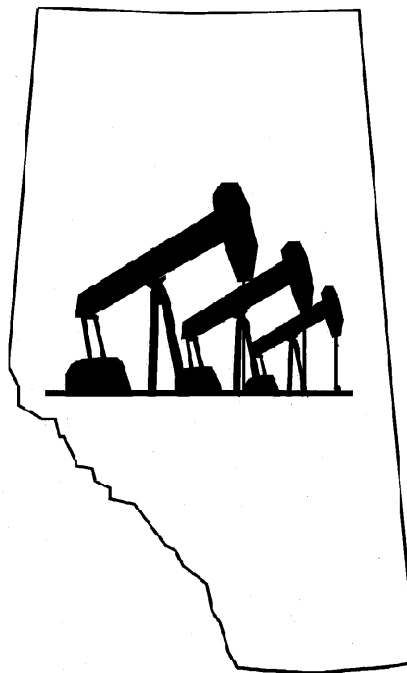


2005 DECEMBER 14
12 noon, CALGARY
PUBLIC OFFERING OF CROWN
OIL SANDS
RIGHTS



PUBLIC OFFERING CONTROL COUNTS FOR 2005.12.14

From	To	Total	Area
LEASES: L0303	L0340	38	60,608.0000 ha.
PERMITS: P0000	P0000	0	0.0000 ha.

		38	60,608.0000 ha.

PUBLIC OFFERING OF CROWN OIL SANDS RIGHTS

(AVAILABLE ON INTERNET AT [HTTP://WWW.ENERGY.GOV.AB.CA:](http://www.energy.gov.ab.ca))

DEADLINE

After 12:00 noon on 2005 December 14, offers to purchase oil sands leases and/or permits contained in this public offering will not be accepted.

AMOUNT OF PAYMENT (Canadian Funds Only)

1. The total dollar offer should be stated in your bid letter. A breakdown of the Bonus, Fee and Rent is not required.
2. The annual rental is \$3.50 per hectare or \$50.00 whichever is the greater. The issuance fee is \$625.00 per parcel.
3. The minimum acceptance offer is \$2.50 per hectare (leases) and \$1.25 per hectare (permits).
4. The department reserves the right to reject any bid.

FORM OF PAYMENT

1. ELECTRONIC FUNDS TRANSFER (EFT).
2. Companies and individuals that do not have a GST registration number are liable for payment of the Goods and Services Tax on various charges. All registrants must ensure that their GST number is provided in writing to Financial Services Branch @ Fax No. (780) 422-4281.

HOW TO SUBMIT BIDS

1. Bids for leases should be enclosed in one sealed envelope with "**Lease Bids - 2005 December 14**" indicated on the outside of the envelope.
2. Bids should be deposited in the box marked "OIL SANDS BIDS", or handed or mailed to any person acting for the manager at either the Calgary address - 300, AMEC Place, 801 - 6 Avenue SW, T2P 3W2 or the Edmonton address - 7th Floor, Petroleum Plaza North Tower, 9945 - 108 Street, T5K 2G6.

BIDS ARE ACCEPTED UNTIL 12:00 NOON ON THE PUBLIC OFFERING DATE. NO EXCEPTIONS.

POINTS TO REMEMBER

1. It can take up to midnight on the day following the sale to see your funds debited from your bank account for an accepted offer.
2. Requestors of parcel(s) posted in a public offering are expected to bid on the parcel(s). If the parcel(s) is not sold, the requestor will be charged a penalty of \$625.00 plus GST for each unsold parcel.
3. Effective January 01, 2000, all Oil Sands Agreements acquired include Solution Gas. Please refer to information letter 99-38 for the definition of Solution Gas and any other relevant information.

ATTACHMENTS TO THIS PUBLIC OFFERING WHEN APPLICABLE

APPENDIX 1 - Contains applicable Zone Designations (ZD's).
APPENDIX 2 - Contains applicable Deeper Rights Reversion Zone Designations (DRRZD's).
APPENDIX 3 - Contains applicable addenda and contracts also terms and conditions for acquisition of parcel(s) within Metis Settlements (See IL 92-19).

RESULTS OF THIS PUBLIC OFFERING

1. Accepted offers will be published on 2005 December 15 at 9:00 a.m. at the two addresses shown under the section above entitled "HOW TO SUBMIT BIDS", and on the Internet.
2. All agreements are issued in accordance with the Mines & Minerals Act and its regulations.

2005 October 19
EDMONTON, Alberta

Jerry MacPherson - Director Operations
Oil Sands Development

OIL SANDS LEASES

LEASE SCHEDULE

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2005, DECEMBER 14

LEASE	HECTARES	LAND DESCRIPTION	
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--- COLD LAKE OS AREA ---			
L0303	256	4-03-053: 2 OIL SANDS IN THE MANNVILLE GRP	(DRRZD 4)
--- ATHABASCA OS AREA ---			
L0304	256	4-24-077: 15 OIL SANDS BELOW THE TOP OF THE VIKING FM TO THE BASE OF THE WOODBEND GRP	(DRRZD 6) (DRRZD 258)
L0305	256	4-24-077: 16 OIL SANDS BELOW THE TOP OF THE VIKING FM TO THE BASE OF THE WOODBEND GRP	(DRRZD 6) (DRRZD 258)
L0306	256	4-24-077: 19 OIL SANDS BELOW THE TOP OF THE VIKING FM TO THE BASE OF THE WOODBEND GRP	(DRRZD 6) (DRRZD 258)
L0307	256	4-25-077: 23 OIL SANDS BELOW THE TOP OF THE VIKING FM TO THE BASE OF THE WOODBEND GRP	(DRRZD 6) (DRRZD 258)
L0308	256	4-25-077: 25 OIL SANDS BELOW THE TOP OF THE VIKING FM TO THE BASE OF THE WOODBEND GRP	(DRRZD 6) (DRRZD 258)
L0309	4608	4-09-099: 31 4-09-100: 5-8;16-21;28-34 OIL SANDS BELOW THE TOP OF THE VIKING FM TO THE BASE OF THE WOODBEND GRP	(DRRZD 6) (DRRZD 258)
L0310	3072	4-10-100: 25-36 OIL SANDS BELOW THE TOP OF THE VIKING FM TO THE BASE OF THE WOODBEND GRP	(DRRZD 6) (DRRZD 258)
L0311	4608	4-11-100: 1-3;10-15;22-27;34-36 OIL SANDS BELOW THE TOP OF THE VIKING FM TO THE BASE OF THE WOODBEND GRP	(DRRZD 6) (DRRZD 258)

2005, DECEMBER 14

LEASE	HECTARES	LAND DESCRIPTION	
--- PEACE RIVER OS AREA ---			
L0312	1600	5-16-078: 1-6;9SE OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE PEKISKO FM	(DRRZD 40) (DRRZD 174)
L0313	1536	5-17-078: 1;2;11-14 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(WPP000601) (DRRZD 40) (DRRZD 21)
L0314	1536	5-17-078: 21;22;27;28;33;34 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0315	1536	5-18-078: 19;30;31 5-19-078: 24;25;36 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0316	2048	5-19-078: 2;3;10;11;14;15;22;23 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(PNA016801) (PNA016802) (DRRZD 40) (DRRZD 21)
L0317	1536	5-17-079: 1;2;11-14 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0318	1536	5-17-079: 23-26;35;36 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0319	1536	5-18-079: 1;2;11-14 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0320	1024	5-18-079: 4;9;15;16 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)

OIL SANDS LEASES

LEASE SCHEDULE

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2005, DECEMBER 14

LEASE	HECTARES	LAND DESCRIPTION	
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L0321	1536	5-18-079: 5-8;17;18 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0322	1472	5-18-079: 19;20;29-31;32N,SW OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0323	1472	5-18-079: 21;22;27;28;33N,SE;34 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0324	1536	5-18-079: 23-26;35;36 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0325	1536	5-19-080: 1;2;11-14 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0326	1536	5-19-080: 3;4;9;10;15;16 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0327	1536	5-20-080: 7;8;17-20 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0328	1280	5-20-080: 12-14;23;24 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0329	1024	5-21-080: 24;25;35;36 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0330	1280	5-20-081: 23N,SE;24;25;26NE;35;36 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)

2005, DECEMBER 14

LEASE	HECTARES	LAND DESCRIPTION	
L0331	1408	5-20-081: 27W;28;29;32-34 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0332	384	5-21-081: 4NW;6;9NE OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0333	768	5-21-081: 16E;17W;19;20N;21E OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE BLUESKY-BULLHEAD	(DRRZD 40) (DRRZD 21)
L0334	2304	5-08-089: 1-3;10-15 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE PEKISKO FM	(CRG000154) (DRRZD 40) (DRRZD 174)
L0335	2304	5-08-089: 4-9;16-18 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE PEKISKO FM	(CRG000154) (DRRZD 40) (DRRZD 174)
L0336	2304	5-08-089: 19-21;28-33 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE PEKISKO FM	(CRG000154) (DRRZD 40) (DRRZD 174)
L0337	2304	5-08-089: 22-27;34-36 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE PEKISKO FM	(CRG000154) (DRRZD 40) (DRRZD 174)
L0338	2304	5-09-089: 1-3;10-15 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE PEKISKO FM	(CRG000155) (DRRZD 40) (DRRZD 174)
L0339	2304	5-10-089: 1-3;10-15 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE PEKISKO FM	(CRG000155) (DRRZD 40) (DRRZD 174)
L0340	2304	5-10-089: 22-27;34-36 OIL SANDS BELOW THE TOP OF THE PEACE RIVER FM TO THE BASE OF THE PEKISKO FM	(CRG000155) (DRRZD 40) (DRRZD 174)
38	60,608.00	HA TOTALS	END

DEEPER RIGHTS REVERSION ZONE DESIGNATIONS

APPLICABLE TO THE 2005, DECEMBER 14 PUBLIC OFFERING NOTICE

DRRZD: 4 ZONE: 2480 MANNVILLE GRP

INTERVAL: 2,557.00 - 2,985.00 FEET
KEY WELL: 00/06-16-041-08W4/0
LOG TYPE: INDUCTION ELECTRICAL

DRRZD: 6 ZONE: 2140 VIKING FM

INTERVAL: 2,600.00 - 2,680.00 FEET
KEY WELL: 00/10-10-042-14W4/0
LOG TYPE: INDUCTION ELECTRICAL

DRRZD: 21 ZONE: 3052 BLUESKY-BULLHEAD

INTERVAL: 2,754.00 - 3,043.00 FEET
KEY WELL: 00/10-32-081-01W6/0
LOG TYPE: DUAL INDUCTION SPHERICALLY FOCUSED

DRRZD: 40 ZONE: 2280 PEACE RIVER FM

INTERVAL: 3,760.00 - 4,008.00 FEET
KEY WELL: 00/07-09-076-08W6/0
LOG TYPE: BOREHOLE COMPENSATED SONIC

DRRZD: 174 ZONE: 6420 PEKISKO FM

INTERVAL: 6,468.00 - 6,654.00 FEET
KEY WELL: 00/10-27-067-22W5/0
LOG TYPE: ELECTRICAL

DRRZD: 258 ZONE: 7040 WOODBEND GRP

INTERVAL: 1,284.00 - 2,251.00 FEET
KEY WELL: 00/10-29-077-18W4/0
LOG TYPE: SONIC

END

ADDENDA AND CONTACTS APPLICABLE TO THE 2005, DECEMBER 14 PUBLIC OFFERING NOTICE

CRG000154 LAND DESCRIPTION
LEASE L0334 5-08-089: 3EP,W;10N,SEP,SW;11NWP;14SWP,NW,NEP;15
LEASE L0335
LEASE L0336
LEASE L0337 5-08-089: 22;23N,SEP,SW;24NWP;25SP,NW,NEP;26;27;34-36

IS/ARE WITHIN AN IMPORTANT CARIBOU RANGE.

SURFACE ACCESS IS SUBJECT TO SPECIFIC RESTRICTIONS

FOR FURTHER INFORMATION, PLEASE CONTACT:

DAVE LAING
FORESTER
DEPT. OF SUSTAINABLE RESOURCE DEV
SLAVE LAKE OFFICE - LAND USE AREA - PUBLIC LANDS AND FORESTS
301 BIRCH RD NE
SLAVE LAKE AB TOG 2A2 (780) 849-7400

CRG000155 LAND DESCRIPTION
LEASE L0338
LEASE L0339 5-10-089: 1NEP;12EP;13EP
LEASE L0340 5-10-089: 24EP;25EP;36EP

IS/ARE WITHIN AN IMPORTANT CARIBOU RANGE.

SURFACE ACCESS IS SUBJECT TO SPECIFIC RESTRICTIONS

FOR FURTHER INFORMATION, PLEASE CONTACT:

DAVE LAING
FORESTER
DEPT. OF SUSTAINABLE RESOURCE DEV
SLAVE LAKE OFFICE - LAND USE AREA - PUBLIC LANDS AND FORESTS
301 BIRCH RD NE
SLAVE LAKE AB TOG 2A2 (780) 849-7400

PNA016801 LAND DESCRIPTION
LEASE L0316 5-19-078: 3N,SW;10N,SE,L4W,L5W;15

IS/ARE RESERVED FOR A PROPOSED NATURAL AREA, UNDER THE PUBLIC LANDS ACT.

SURFACE ACCESS IS NOT PERMITTED

APPENDIX 3

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ADDENDA AND CONTACTS APPLICABLE TO THE 2005, DECEMBER 14 PUBLIC OFFERING NOTICE

FOR FURTHER INFORMATION, PLEASE CONTACT:

BILL RICHARDS
RESOURCE TECHNOLOGIST
COMMUNITY DEVELOPMENT
PARKS AND PROTECTED AREAS
POLICY AND LAND USE PLANNING
SECTION
9820 106 ST NW FLOOR 5
EDMONTON AB T5K 2J6 (780) 427-9445

PNA016802 LAND DESCRIPTION
LEASE L0316 5-19-078: 22S,NW

IS/ARE RESERVED FOR A PROPOSED NATURAL AREA, UNDER THE PUBLIC LANDS ACT.

SURFACE ACCESS IS SUBJECT TO SPECIFIC RESTRICTIONS

FOR FURTHER INFORMATION, PLEASE CONTACT:

BILL RICHARDS
RESOURCE TECHNOLOGIST
COMMUNITY DEVELOPMENT
PARKS AND PROTECTED AREAS
POLICY AND LAND USE PLANNING
SECTION
9820 106 ST NW FLOOR 5
EDMONTON AB T5K 2J6 (780) 427-9445

WPP000601 LAND DESCRIPTION
LEASE L0313 5-17-078: 1;2E;11SE;12S

IS/ARE WITHIN A WILDLAND PROVINCIAL PARK.

SURFACE ACCESS IS NOT PERMITTED

FOR FURTHER INFORMATION, PLEASE CONTACT:

BILL RICHARDS
RESOURCE TECHNOLOGIST
COMMUNITY DEVELOPMENT
PARKS AND PROTECTED AREAS
POLICY AND LAND USE PLANNING
SECTION
9820 106 ST NW FLOOR 5
EDMONTON AB T5K 2J6 (780) 427-9445

END