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May 17, 2022

DELIVERED

Ramona Sladic
Canada Energy Regulator
210-517 10th Avenue SW
Calgary AB T2R 0A8

Attention: Secretary to the Commission of the
Canada Energy Regulator

Dear Ms. Sladic:

**Re: Bear Head LNG Corporation
Licences GL-315 GL-316
Notification of Name Change**

We are counsel to Bear Head Corporation (now Bear Head Energy Inc.), which is the corporate entity that was issued and continues to hold the above-noted Licenses.

Background

Further to the National Energy Board's (the "Board" or "NEB") Letter Decision released on 13 August 2015,¹ the Board issued Licence GL-315 authorizing Bear Head LNG Corporation to export natural gas and Licence GL-316 authorizing Bear Head LNG to import natural gas.²

Name Change

We write to notify the Canadian Energy Regulator (**CER**) that Bear Head Corporation changed its name from "Bear Head LNG Corporation" to "Bear Head LNG Corporation Inc." on November 23, 2015 (incident to the Company amending from an unlimited company to a limited company under the *Companies Act* (Nova Scotia)), and then again changed its name from "Bear Head LNG Corporation Inc." to "Bear Head Energy Inc." on August 4, 2021. Please see the Certificate of Amendment dated November 23, 2015 and Certificate of Name Change dated August 4, 2021, both attached as **Exhibit A**. Please note that, through these name changes, the

¹ [A71838 National Energy Board - Letter Decision - Bear Head LNG Corporation - 6 November 2014 Application for a Licence to Export Natural Gas and Import Natural Gas](#)

² [A77177 National Energy Board - Letter and Licence GL-315 and Licence GL-316 - Bear Head LNG Corporation](#)

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same company has continued to hold the Licences—i.e. the corporate entity holding the Licences has not changed.

Commission Process

From a review of recent CER practice, name changes have typically been addressed pursuant to section 69(1) of the *Canadian Energy Regulator Act*.³ Often, holders of NEB/CER licences have simply provided a letter notifying the Canadian Energy Regulator of a name change. In response, CER has determined it would be appropriate to amend existing authorizations to reflect the name change and, pursuant to subsection 69(1) of the CER Act, issued an Order that the relevant authorizations be amended without the need for any further process. For example:

- On 4 August 2021, Total Trading and Marketing Canada LP (Total), by its general partner Total Trading Canada Limited provided letter notification that it had previously changed its company name.⁴ Total held an authorization permitting it to export light and heavy crude oil. The Commission determined it would be appropriate to amend the authorization to reflect the name change and, pursuant to subsection 69(1) of the CER Act, issued an Order dated 6 August, 2021⁵ (i.e. two days after notification);
- On April 1, 2022, ConocoPhillips Canada Marketing & Trading ULC (ConocoPhillips) provided letter notification of an amalgamation occurring that same day and a consequential name change.⁶ ConocoPhillips held an authorization permitting it to export light and heavy crude oil. The Commission determined that it would be appropriate to amend the authorization to reflect the name change and, pursuant to subsection 69(1) of the CER Act, issued an Order dated 11 April, 2022⁷ (i.e. ten days after notification); and
- On 30 January 2020, Encana Corporation (Encana) provided letter notification that it had previously changed its name to Ovintiv Canada ULC.⁸ Encana held authorizations to export and import natural gas. The Commission determined that it would be appropriate to amend the authorizations and, pursuant to subsection 69(1) of the CER Act, issued Orders dated 4 February 2020⁹ (i.e. five days after notification).

³ SC 2019, c 28, s 10. Section 69(1) states:

“The Commission may review, vary or rescind any decision or order it makes and, if applicable, may re-hear any application before deciding it.”

⁴ [C14332-1 TotalEnergie Trading and Canada LP – CER Name Change request – A7V5Y6](#);

⁵ [C14371-1 Commission – Order AO-001-ROE-149-2021 – TOTALENERGIES TRADING CANADA LP, by its general partner TOTALENERGIES TRADING HOLDINGS CANADA LTD. – Name change of Order Holder - A7V6L5](#)

⁶ [C18480-1 CER – Request to Change Name on Permits – Executed – A8D0E0](#)

⁷ [C18505-1 Commission – Order AO-001-ROE-119-2022 – ConocoPhillips Canada Resources Corp. – Change of Name – A8D0L8](#).

⁸ [C04363-1 Ovintiv Ltr – Name Change for CER Gas Export Import Permits \(Jan 2020\) – A7C9L7](#)

⁹ [C04545-1 CER – Order AO-001-GO-010-2018 to Ovintiv – Name Change – A7D1Z3](#) (export permit); and [C04545-3 CER – Order AO-001-GO-011-2019 to Ovintiv – Name Change – A7D1Z5](#) (import permit).

Prior NEB practice (specifically in relation to long-term natural gas export licences) was the same. For example:

- In February 2019, Repsol Energy Canada, Ltd. (Repsol) provided letter notification of an amalgamation and a consequential name change.¹⁰ Repsol held, *inter alia*, licences authorizing the long-term export of natural gas. The Board issued an Amending Order¹¹ pursuant to subsections 21(1) and 21(2) of the former *National Energy Board Act*,¹² to reflect the name change.
- In August 2018, Seneca Resources Corporation (Seneca) provided letter notification of its conversion to a different form of entity, i.e. converting from a corporation to a limited liability company.¹³ Seneca held licences authorizing import of natural gas. The Board issued an Amending Order¹⁴ to reflect the name change arising from the corporate conversion.

Order Requested

We respectfully request that the Commission issue an Order, pursuant to subsection 69(1) of the CER Act, amending the Licences to reflect the change of name of the holder of the Licences to “Bear Head Energy Inc.” We provide the draft text below for the consideration of the Commission of the CER:

IT IS ORDERED THAT pursuant to subsection 69(1) of the CER Act, Licence GL-315 and Licence GL-316 (the Licences) be amended by replacing the words “Bear Head LNG Corporation”, wherever found in the Licences, with the name “Bear Head Energy Inc.”

This Amending Order AO-____ shall come into effect on __ May 2022, and any terms and conditions to which the Licences here mentioned were previously subject, remain in effect to the purposes and provisions of the CER Act.

Requested Timing and Pending Transaction

We also wish to notify the CER that Buckeye Partners, L.P. has entered into a definitive agreement to indirectly acquire Bear Head Energy Inc. Please see the press release attached as **Exhibit B**. (Despite this pending change-in-control, Bear Head Energy Inc. will continue to hold the Licenses.) The transaction is expected to close in the very near future. Given the pending

¹⁰ [A97888 Repsol Energy Canada Ltd. - Name change on Import and Export Orders](#)

¹¹ See [98274-1 NEB – Letter to Repsol Oil & Gas Canada Inc., dba Repsol Energy – Change of name of Order holder - A6S6G4](#) and the Orders enclosed, including [A98274-3 NEB – Order AO-001-GL 296 to Repsol Oil & Gas Canada Inc., dba Repsol Energy – Change of name of Order holder - A6S6G6](#) and [A98274-5 NEB –Order AO-001-GL-297 to Repsol Oil & Gas Canada Inc., dba Repsol Energy – Change of name of Order holder - A6S6G8](#)

¹² RSC 1985, c N-7 (repealed). Subsections 21(1) and 21(2) stated:

“(1) Subject to subsection (2), the Board may review, vary or rescind any decision or order made by it or rehear any application before deciding it.

(2) The Board may vary a certificate, licence or permit but the variation of a certificate or licence, other than a variation changing the name of the holder of a certificate in respect of a pipeline or the name of the holder of a licence, is not effective until it is approved by the Governor in Council.”

¹³ [A93709-1 Letter - A6H0L5](#)

¹⁴ [A93974-1 Letter and Order AO-001-GL-336 to Seneca Resources Company LLC - Transfer of Licence - A6H4L6](#)

transaction, we respectfully request that the Commission of the CER respond within 30 days. As discussed above, in similar circumstances where Amending Orders were issued, the Commission of the CER recently responded in as little as 2-10 days. Based on this recent practice, Bear Head Energy Inc. is hoping to receive a timely response in order to provide greater commercial certainty in the context of the pending transaction.

ALL OF WHICH IS RESPECTFULLY SUBMITTED,

LAWSON LUNDELL LLP

A handwritten signature in blue ink, appearing to read 'KB', with a long horizontal flourish extending to the right.

Keith Bergner

KBB
Enc.

Exhibit A



Nova Scotia

CERTIFICATE OF AMENDMENT

Companies Act

Registry Number

3094277

I Hereby Certify that

BEAR HEAD LNG CORPORATION INC.

(formerly BEAR HEAD LNG CORPORATION) has by Special Resolution filed November 23,2015, terminated the status of the Company as an unlimited liability company so that the Company be registered as a limited liability company pursuant to Section 68 of the Companies Act (Nova Scotia).

A handwritten signature in blue ink, appearing to read 'D. S. C.', is written over a faint circular stamp.

Registrar of Joint Stock Companies

November 23,2015

Date of Amendment



Electronically signed by:
Office of the Registrar of Joint Stock Companies
Date: 04 August 2021 13:17 ADT
Location: Nova Scotia, Canada
Contact: rjsc@novascotia.ca

Certificate of Name Change

Companies Act

Registry ID

3094277

Name of Company

BEAR HEAD ENERGY INC.

I hereby certify that BEAR HEAD LNG CORPORATION INC. has with approval of the Registrar of Joint Stock Companies changed its name to BEAR HEAD ENERGY INC..

Registrar of Joint Stock Companies

August 4, 2021

Date of Name Change

Exhibit B



BUCKEYE PARTNERS, L.P.



BUCKEYE PARTNERS TO ACQUIRE BEAR HEAD CLEAN ENERGY DEVELOPMENT

PROJECT IN NOVA SCOTIA

HOUSTON & PORT HAWKESBURY, NS, May 5, 2022 – Buckeye Partners, L.P. (“Buckeye”) today announced it has entered into a definitive agreement to acquire Bear Head Energy, Inc., which owns a clean energy development project located in an industrial complex in Point Tupper, Nova Scotia, Canada (the “Bear Head Project” or the “Project”).

The Bear Head Project, previously developed as a liquified natural gas (LNG) import and export facility, is fully permitted, and the Project is unique in Eastern Canada with all of the project approvals and permits in place necessary for construction, placing it at a significant advantage for expeditious project development and execution.

Located on 251 acres of land and a 68-acre water lot on the northeast bank of the Strait of Canso, the Project enjoys access to one of the northern-most, year-round ice-free ports with advantaged proximity to critical demand markets in Atlantic Canada, the U.S. East Coast and Europe.

“Nova Scotia’s unique geographical characteristics give the region the potential to become one of the most productive renewable and green energy development areas in the world, and via this acquisition, it is our intention to develop a large-scale energy production, distribution and export hub that will offer our customers lower-carbon energy solutions, including LNG or other green fuels,” said Buckeye CEO Todd J. Russo. “We are excited to support the Bear Head management team, who has a rich history with the Project and strong association with Nova Scotia and key stakeholders in the region.”

Buckeye continues to pursue a targeted investment and diversification strategy throughout its business, focusing on opportunities in low-carbon energy sources such as solar, wind, hydrogen, biofuels and LNG. “This acquisition demonstrates Buckeye’s focus on being an integral part of the next phase of the global energy evolution,” said Russo.

“Buckeye is completely aligned with our values, and we are excited to continue expanding on our relationships with Mi’kmaq communities, governing authorities, and local stakeholders in pursuit of building a world-class energy export facility in Nova Scotia,” said Bear Head COO Paul MacLean.

“We are excited to have Buckeye as our shareholder in the development of Bear Head,” said Bear Head President and CEO John Godbold. “With the full support of Buckeye, we are able to leverage their best-in-class project management, construction and financial capabilities, which are integral to our ability to develop the Project with a clear line of sight from development all the way through operations.”

“Canada has the natural resources, skilled workforce and access to global markets that can provide abundant clean energy to North America and the rest of the world,” said Katie Curran, Interim CEO, Invest in Canada, Canada’s national investment promotion agency. “Invest in Canada has worked collaboratively with governments and industry stakeholders on the Bear Head Project to bring sustainable benefits to individuals and communities in the region.”

The Bear Head Project is anticipated to spur economic growth in the Strait region, providing a variety of economic and social benefits for the community, while strengthening the region’s involvement in the energy transition.

Media Contacts

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