



PURCHASE CHANGE ORDER #1

Canadian Natural Resources Ltd.
 C/O Equinox Engineering Ltd.
 10th Floor 909-5th Avenue SW
 Calgary, AB, T2P 3G5

PURCHASE ORDER: 201-01-35-0014
PURCHASE CHANGE ORDER #1 DATE: April 26, 2012
ORIGINAL PURCHASE ORDER DATE: April 18, 2012
PROJECT NO: 201-01-35
PAGE: 1 of 3

| | | | |
|--|-------------------------------|---|---------------------------|
| SUPPLIER: Westcomm Pump & Equipment | | SUPPLIER CONTACT: Ashraf Salehin | |
| SUPPLIER | Unit #2 3424 - 26th Street NE | SUPPLIER PHONE NO: | (403) 215-7867 ext. 231 |
| ADDRESS: | Calgary, AB T1Y 4T7 | SUPPLIER E-MAIL: | ashraf@westcommumpump.com |

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|-----------------------|----------------|--|---------------------|
| SHIPPING INSTRUCTIONS | SHIPPING TERMS | PAYMENT TERMS | DELIVERY DATE |
| Inco Terms 2010 | FCA Westcomm | Net 30 Days 10% ARAD 30% at 40% of contractual delivery 30% at 60% of contractual delivery 30% of Invoice at notification of readiness to ship | July 3, 2012 |

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| PROJECT NAME | PROJECT LOCATION | ORIGINATOR |
| Brintnell - Conversion to a Truck Unloading Station | LSD: 12-09-081-22 W4M | Eric Osborne |
| Approver Code: | AFE# FC111255 | Equinox Engineering Ltd. |

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|--|-------------------|--|
| DELIVERY POINT: TBD | Mail Invoices To: | Canadian Natural Resources Ltd. |
| Contact expeditor for further information | | C/O Equinox Engineering Ltd |
| | | 10th Floor 909-5th Avenue SW |
| Attention: | | Calgary, AB, T2P 3G5 |
| SHIP VIA: | Attention: | Gloria Miller |
| LEVEL OF INSPECTION: 2 | | gmliller@equinox-eng.com |

This Change Order #1 to Purchase Order 201-01-35-0014 is issued by Canadian Natural Resources Ltd. C/O Equinox Engineering the "Buyer" to Westcomm Pump and Equipment the "Seller" for the expressed purpose of procuring additional items as further described in the attached bill of material.

Unless otherwise expressly noted herein it is understood by the Seller that all terms and conditions as originally presented and agreed in Purchase Order 201-01-35-0014 remain unchanged and apply to this Change Order #1.


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| Previous Purchase Order Amount | \$ | 91,548.00 |
| Total Amount of this Change Order #1 | \$ | 2,256.00 |
| Sub Total | \$ | 93,804.00 |
| Goods and Services Tax (5%) | \$ | 4,690.20 |
| Total Revised Purchase Order Amount | \$ | 98,494.20 |

Seller is required to sign and return the Seller acceptance **copy of this** Purchase Change Order within five (5) days of receipt to BUYER.

All dollar values referenced in this Purchase Order are in Canadian Funds.

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|--------------------------------|-----------|------------------|
| Sub-Total Value of PO | \$ | 93,804.00 |
| GST/HST | \$ | 4,690.20 |
| Grand Total Value of PO | \$ | 98,494.20 |

Supplier has read and agrees to be bound by the Purchase Order. Supplier's written acceptance, shipment of any Goods or commencement of performance hereunder shall be deemed acceptance of this Purchase Order.

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| As Agents for and on behalf of Canadian Natural, Equinox Engineering Ltd. hereby issues this Purchase Order | Supplier Acknowledgement |
|  | _____ |
| Equinox Signing Authority Signature/Date | Authorized Supplier Representative Signature/Date |
| Eric Osborne - Buyer | _____ |
| Printed Name & Title | Printed Name & Title |

PURCHASE CHANGE ORDER #1
PO No.:

201-01-35-0014

 Canadian Natural Resources Ltd.
 C/O Equinox Engineering
 10th Floor 909-5th Avenue SW
 Calgary, AB, T2P 3G5

Date: April 26, 2012
Project No.: 201-01-35
Project Name: Brintnell - Conversion to a Truck Unloading Station
Page: 2 of 3

| Item | TAG # | QTY | Schedule A & B | Unit Price | Total Price |
|------------|--------------|-----|--|--------------|--------------|
| 1 | P-1002 A/B/C | 3 | FWKO Pumps in accordance with the attached Data Sheet (DS-C-600-H2-1-0B & DS-C-600-H2-2-00); Technical Specification; and other documents as listed in LOTA (LT-C-600-H2-01-00); ; vendor quote no. 10646 Rev. 1; post bid clarification documents #1 & 2; and attached pump curves. AFE#FC111255 Cost Code: TBD Delivery: 03-Jul-12 EEL Code: TBD | \$ 28,596.00 | \$85,788.00 |
| 2 | | 3 | Fabricated baseplate adder AFE#FC111255 Cost Code: TBD Delivery: 03-Jul-12 EEL Code: TBD | \$ 1,828.00 | \$5,484.00 |
| 3 | | 3 | Non-sparking coupling guard adder AFE#FC111255 Cost Code: TBD Delivery: 03-Jul-12 EEL Code: TBD | \$ 131.00 | \$393.00 |
| 4 | | 3 | Performance test adder AFE#FC111255 Cost Code: TBD Delivery: 03-Jul-12 EEL Code: TBD | \$ 551.00 | \$1,653.00 |
| 5 | | 1 | Inspection & test plan adder AFE#FC111255 Cost Code: TBD Delivery: 03-Jul-12 EEL Code: TBD | \$ 302.00 | \$302.00 |
| 6 | | 1 | Preservation & packing procedure adder AFE#FC111255 Cost Code: TBD Delivery: 03-Jul-12 EEL Code: TBD | \$ 28.00 | \$28.00 |
| 7 | | -3 | Space heaters and thermistors deduct AFE#FC111255 Cost Code: TBD Delivery: 03-Jul-12 EEL Code: TBD | \$ 700.00 | (\$2,100.00) |
| 8 CO #1 | | 3 | 316 SS impeller adder AFE#FC111255 Cost Code: TBD Delivery: 03-Jul-12 EEL Code: TBD | \$ 752.00 | \$2,256.00 |
| 9 CO #1 | | 3 | 316 SS shaft sleeve (included, no adder) AFE#FC111255 Cost Code: TBD Delivery: 03-Jul-12 EEL Code: TBD | \$ - | \$0.00 |

The following documents are attached and are integral to this Purchase Change Order #1

- 1 DDR - Drawing and Data Requirements
- 2 Quality Servillance Inspection
- 3 CNRL TERMS AND CONDITIONS JAN 10

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|---|----|-----------|
| TOTAL VALUE OF THIS CHANGE ORDER #1: | \$ | 2,256.00 |
| PREVIOUS PURCHASE ORDER VALUE : | \$ | 91,548.00 |
| REVISED TOTAL PURCHASE ORDER VALUE : | \$ | 93,804.00 |
| GST (5%): | \$ | 4,690.20 |
| REVISED GRAND TOTAL VALUE OF THIS PURCHASE ORDER: | \$ | 98,494.20 |

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| PURCHASE CHANGE ORDER #1 | PO No.: | 201-01-35-0014 |
| Canadian Natural Resources Ltd. C/O Equinox Engineering 640 - 12 Avenue SW Calgary, AB T2R 0H5 | Date: Project No.: Project Name: Page: | April 26, 2012 201-01-35 Brintnell - Conversion to a Truck Unloading Station 3 of 3 |

GENERAL REQUIREMENTS: The Work shall include, but not be limited to, the supply of materials, labor, equipment and consumables that are required to deliver the items identified.

INVOICING INSTRUCTIONS: Original and all back up documents required under the Purchase Order shall be submitted/addressed as follows:

Canadian Natural Resources Ltd.
C/O Equinox Engineering Ltd
10th Floor 909-5th Avenue SW
Calgary, AB, T2P 3G5
Attn: Eric Osborne PO#: 201-01-35-0014

To ensure prompt payment, Invoices must contain:

- CNRL AFE# ,LSD, and Approver Code
- Equinox Reference No.
- Item Number; Quantity; Material Description; Tag Number(s) ;
- Unit Price and Extension; Total Invoice Value; GST Registration No. (CND only); and Cost Codes
- Final Inspection Release signed by third parties' Inspector and SHIPPING DOCUMENTS for all items

FAILURE TO RENDER AN INVOICE IN ACCORDANCE WITH THE ABOVE NOTED WILL LEAD TO THE INVOICE BEING REJECTED AND RETURNED TO THE SUPPLIER FOR RESUBMITTAL

PRICE BASIS: Unless specified otherwise all currency amounts noted in this Purchase Order are referenced in Canadian dollars and are complete, fixed and firm, and additional charges of any type shall not be added without the Purchaser's expressed written Change Order.

EXPEDITING REQUIREMENTS: Supplier shall notify, in writing of any actual or anticipated delays immediately upon Supplier's discovery. Such notice will include period of delay, cause of delay and corrective actions being taken by Supplier. Deliveries of all materials shall be coordinated in advance with the Purchaser, such that the Construction Management Team (CMT) at the site is given not less than two (2) working days advance notice of all deliveries.

LEVEL OF INSPECTION: The level of inspection and documentation requirements shall be confirmed during the pre-production meeting.

DELIVERY SCHEDULE:

a.) DELIVERY OF PACKAGE: Purchasers schedules are based upon delivery dates shown on the face of this Purchase order. Items as further described on Pg (2) of the Purchase Order, are FCA named place of destination, in accordance with INCO TERMS 2010, in the quantities and on the dates, or on expiry of the periods specified in the Purchase Order to the place named herein at the risk of the Supplier.

EXPEDITING INSTRUCTIONS: All shipments require a shipment release authorization form. Supplier shall notify Expeditor, in writing, of any actual or anticipated delays immediately upon discovery. Such notice will include period of delay, cause of delay and corrective actions being taken by Supplier and or required by Purchaser for expedited resolution.

PRIOR TO SHIPMENT RELEASE Fax/email one (1) copy of the Packing List and Bill of Lading to each of the following:

EXPEDITOR : **Gloria Miller** gmiller@equinox-eng.com

MARKING AND HANDLING INSTRUCTIONS: The Supplier shall be responsible for preparation of shipment. A copy of these shipping instructions must be included and shall also apply to each of your Purchase Orders directed to sub-suppliers making shipments direct to Canadian Natural Resources Ltd. PURCHASE ORDER NUMBER,CORRESPONDING PO ITEM NUMBER AND EQUIPMENT AND/OR TAG NUMBER(S) MUST APPEAR ON ALL CONTAINERS, SHIPPING DOCUMENTS AND PACKING LISTS.

Prior to loading onto truck, equipment and piping shall be properly cleaned. Equipment and piping internals shall be free of dust, weld residues and foreign objects. All Flange protrusions shall be covered by temporary plywood blinds or HDPE blinds. All pipe & tubing protrusions shall be sealed with polyethylene plugs. Floors and walls shall be sweep, washed and air blown dry.

Heavy items to be shipped loose shall be disassembled, tagged and properly tied down to temporary wooden skids. Fragile equipment and instruments shall be disassembled, tagged and packed in padded boxes with proper re-assembly instructions. The entire skid shall be covered by tarp if for highway transportation. Do not discard original packing materials from free issue supplier(s) in which ship loose items can be repackaged. Nor Equinox or Canadian Natural Resources Ltd. will pay for replacement of packing materials due to discarding of original packaging. One copy of the packing list must accompany each shipment.

SHIPMENT MARKINGS: Include- Gross Weight; Dimensions (Length x Width x Height); (Pkg #of #). Any contained or boxed shipments should clearly reflect right side up. The equipment "tag number" as it appears in the Purchase order description, shall be imprinted on shall be imprinted on a non-corrosive tag and firmly attached to the item in such a manner as it can not easily be torn off. Any material categorized as dangerous or hazardous goods to be so identified and shipped in compliance with the Workplace Hazardous Materials Information System (WHIMS).

b.) DOCUMENTATION: Required documentation and submission dates are outlined on attached "Drawings & Data Requirements" This represents Supplier's contractual commitment for documentation. All Supplier's documents, such as data sheets, test reports, drawings, quality certificates, inspection and test plans, shall be submitted electronically where feasible and where not feasible via courier accompanied by a transmittal letter clearly referencing the applicable "Drawing and Data Requirement Form Document Code" and be addressed as follows:

Attn: Document Control
PO#: 201-01-35-0014
Email : DocControl@equinox-eng.com
Fax : (430) 205-3818

Note: Supplier to submit one (1) copy of sample data book for review/ comment by Equinox Engineering prior to submission of required number of Data Books.