

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)				Business Number	
Crescent Point Energy Corp.				897480687	
Address					Postal code
2800, 111 - 5 Avenue SW					T2P3Y6
Calgary, Alberta					
Tax year of corporation	from	Year Month Day	to	Year Month Day	Tax services office
		2009/07/03		2009/12/31	Calgary, Alberta
Name of person to contact for more information					Area code - Telephone number

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.

Do not use this area

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.

Name

Identification number

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	Business Number	Paid-up capital of shares transferred
TriAxon Resources Ltd.	869265843	As calculated under s.85(2.1)

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	0.000		voting	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
		0.000			<input type="checkbox"/> Yes <input type="checkbox"/> No
		0.000			<input type="checkbox"/> Yes <input type="checkbox"/> No
		0.000			<input type="checkbox"/> Yes <input type="checkbox"/> No
		0.000			<input type="checkbox"/> Yes <input type="checkbox"/> No
		0.000			<input type="checkbox"/> Yes <input type="checkbox"/> No
		0.000			<input type="checkbox"/> Yes <input type="checkbox"/> No
		0.000			<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.

Name

Identification number

Particulars of property disposed of and consideration received

Date of sale or transfer of all properties listed below:

Year Month Day
2009/12/15

Note: For properties sold or transferred on different dates, use separate Form T2058.

Description	Property disposed of		Agreed amount B (cannot be zero)	Amount to be reported B - A (if greater than 0, see note 4)	Consideration received		Fair market value
	Fair market value	Elected amount limits* A			Non-share Description	Share Number and class	
(Brief legal)		(see note 1)					
Capital property excluding depreciable property							
(Description and prescribed class)		(see note 2)					
Depreciable property							
(Kind)		(see note 3)					
Eligible capital property							

Name

Identification number

Particulars of property disposed of and consideration received (continued)

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 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

Chief Financial Officer

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.