



This is the Third Affidavit
of Mark Kemp-Gee in this case
and was made on 24/AUG/2023

NO. S-230764
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

ROYAL BANK OF CANADA

PLAINTIFF

AND:

CANWEST AEROSPACE INC.
CAN WEST GLOBAL AIRPARTS INC.
THOMAS GEORGE JACKSON

DEFENDANTS

AFFIDAVIT


I, **MARK KEMP-GEE**, Senior Manager, of 2nd Floor, 626 6th Avenue, New Westminster,
British Columbia, SWEAR (AFFIRM) THAT:

1. I am a Senior Manager in Special Loans and Advisory Services with Royal Bank of Canada ("**RBC**"), and as such have personal knowledge of the facts and matters hereinafter deposed to save and except where stated to be based on information and belief and where so stated, I verily believe the same to be true.
2. I am authorized to make this affidavit on behalf of RBC.
3. I refer to the *Companies' Creditors Arrangement Act* proceedings commenced by two of the defendants, Canwest Aerospace Inc. and Can West Global Airparts Inc. (collectively, "**Canwest**"), in this court (Action No. S-231354, herein the "**CCAA Proceedings**").
4. On July 6, 2023, this Court granted various orders in the CCAA Proceedings to, among other things, sanction a plan of compromise and arrangement (the "**Plan**") and approve a share purchase agreement dated May 9, 2023 (as amended, the "**Purchase Agreement**"), among the defendants, as vendors, and MAR ONE Aviation, L.L.C. (the "**Purchaser**"), as purchaser.

5. In general terms, my understanding is that the Purchase Agreement provided for the sale of the shares of Canwest to the Purchaser (the "**Transaction**") for total sale proceeds of US\$1,700,000, and the Plan provided for distribution of the sale proceeds to the various creditors.
6. The "Closing Date" as defined in the Purchase Agreement, was two weeks after the date of the Sanction and Vesting Order (as defined therein), being July 20, 2023, or such other date as agreed to by the Parties with the consent of the Monitor.
7. On or about July 19, 2023, I understand that Canwest's counsel advised certain parties that the Closing Date had been extended to July 28, 2023. I am not aware of any further extension to the Closing Date.
8. The Transaction did not complete by July 28, 2023, and on or around August 3, 2023, I understand that Canwest's counsel advised the Bank's counsel that the Purchaser did not intend to complete the Transaction at all.
9. However, at that time the Bank's counsel was further advised by Canwest's counsel that an "investor group" had come forward and indicated it would be willing to complete the transaction, in the place of the Purchaser.
10. I agreed to give Canwest some time to progress this new transaction. Since that date, however, no information has been provided regarding the identity of the "investor group" or the proposed timeline to complete a transaction. As a result, at this stage I have no confidence that this new or replacement transaction will ultimately complete.
11. Now shown to me and attached hereto as **Exhibit "A"** is a copy of the consent to act as receiver of Deloitte Restructuring Inc. ("**Deloitte**"), dated August 24, 2023.
12. Deloitte has requested that the receivership order specifically grant it access to Canwest's premises. From the CCAA proceedings, I am aware of two such premises:
 - (a) the "Abbotsford Premises", which the FTI Consulting Inc., the monitor in the CCAA Proceedings (the "**Monitor**"), reported as being a workshop located on the personal residence of the defendant, Mr. Jackson, and Tara Lundy; and
 - (b) a premises in Delta, which Canwest moved to after terminating its lease at the "Langley Premises".
13. In respect of the Abbotsford Premises, now shown to me and attached hereto as **Exhibit "B"** is a copy of an email from the Monitor to the Bank's counsel, advising that Canwest had confirmed to the Monitor that it had a lease in respect of the Abbotsford Premises.

14. In respect of the Delta Premises, now shown to me and attached hereto as **Exhibit "C"** is a copy of an email I received from Ms. Lundy, confirming Canwest's new address in Delta.

SWORN (AFFIRMED) before me in)
Vancouver, BC, on August 24, 2023.)



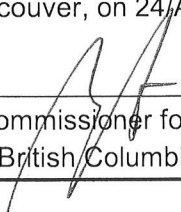
A Commissioner for Taking Affidavits)
for British Columbia)

JORDAN D. SCHULTZ
Barrister & Solicitor
DENTONS CANADA LLP
20th Floor, 250 Howe Street
Vancouver, B.C. V6C 3R8
Telephone (604) 687-4460



MARK KEMP-GEE

This is **Exhibit "A"**, referred to in the Affidavit of Mark Kemp-Gee Affirmed before me at the City of Vancouver, on 24/AUG/2023.



A Commissioner for Taking Affidavits
For British Columbia

CONSENT TO ACT AS RECEIVER

Deloitte Restructuring Inc. hereby consents to act as court-appointed receiver and receiver and manager of Canwest Aerospace Inc. and Can West Global Airparts Inc. if so appointed by this Honourable Court.

DATED at the City of Vancouver, in the Province of British Columbia this 24th day of August, 2023.

DELOITTE RESTRUCTURING INC.


Per:

A handwritten signature in black ink, appearing to read "Jeff Keeble", written in a cursive style.

Name: Jeff Keeble

Title: Senior Vice President

This is **Exhibit "B"**, referred to in the Affidavit of Mark Kemp-Gee Affirmed before me at the City of Vancouver, on 24/AUG/2023.



A Commissioner for Taking Affidavits
For British Columbia

Denton, Chelsea

Subject: FW: RE: Canwest**From:** Munro, Craig <Craig.Munro@fticonsulting.com>**Sent:** Tuesday, April 4, 2023 2:00 PM**To:** Schultz, Jordan <jordan.schultz@dentons.com>; CRamsay@cwilson.com; ncarlson@cwilson.com**Cc:** colin.brousson@dlapiper.com**Subject:** RE: Canwest

[WARNING: EXTERNAL SENDER]

Hi Jordan:

Re #1 – we have been advised that there is a lease but have yet to be provided with a copy.

We have reminded Tara today to please provide it to us.

Regards

From: Schultz, Jordan <jordan.schultz@dentons.com>**Sent:** Tuesday, April 4, 2023 11:57 AM**To:** Christopher Ramsay <CRamsay@cwilson.com>; ncarlson@cwilson.com**Cc:** Brousson, Colin <colin.brousson@dlapiper.com>; Munro, Craig <Craig.Munro@fticonsulting.com>**Subject:** [EXTERNAL] Canwest

Hi Chris and Nick,

I understand the lease of the Langley premises has been terminated, and Canwest is now operating solely out of the "Abbotsford premises", being a workshop built on a property owned by Mr. Jackson and Mrs. Lundy, and adjacent to their home. A few questions in connection with this:

1. I had asked the Monitor earlier whether there was a lease (written or otherwise) between Mr. Jackson / Mrs. Lundy, as landlord, and Canwest, as tenant, governing Canwest's use of this space. I had understood the Monitor was looking into it but had not heard back. Are you able to advise / confirm, and if so provide a copy of the lease agreement (or terms, if there is no written agreement)?
2. Have you confirmed whether Canwest is entitled to operate out of the Abbotsford premises? Does this impact their insurance coverage, give rise to any WorkSafe issues (to the extent employees are working from that premises) or impact the various federal licenses held by Canwest?

Further to my call with Nick earlier today, given the stay expires on the 14th we should try to set some time before the judge next Thursday or Friday. I'm happy to do that if you have not already. Do your clients intend to seek further relief in the CCAA proceedings?

Thanks,
Jordan



Jordan Schultz
Partner

My pronouns are: He/Him/His

What's Next? The answer is Talent. With more than 20,000 people, 12,000 lawyers and 200 locations, Dentons has the talent for what you need, where you need it.

D +1 604 691 6452 | M +1 778 238 8339
jordan.schultz@dentons.com
Bio | Website

Dentons Canada LLP
20th Floor, 250 Howe Street Vancouver, BC V6C 3R8 Canada

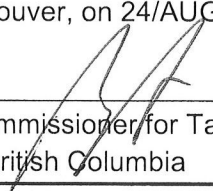
Zaanouni Law Firm & Associates > LuatViet > Fernanda Lopes & Associados > Guevara & Gutierrez > Paz Horowitz Abogados > Sirote > Adepetun Caxton-Martins Agbor & Segun > Davis Brown > East African Law Chambers > For more information on the firms that have come together to form Dentons, go to [dentons.com/legacyfirms](https://www.dentons.com/legacyfirms)

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This is **Exhibit "C"**, referred to in the Affidavit of Mark Kemp-Gee Affirmed before me at the City of Vancouver, on 24/AUG/2023.



A Commissioner for Taking Affidavits
For British Columbia

Denton, Chelsea

Subject: FW: RBC Secure Email: FW: RE: RBC — Your Physical Business Address Was Updated.

From: Tara Lundy <taral@canwestaerospace.com>
Sent: Wednesday, July 12, 2023 3:53 PM
To: Kemp-Gee, Mark <mark.kemp-gee@rbc.com>
Cc: Bakker, Nelly <nelly.bakker@rbc.com>
Subject: FW: RBC — Your Physical Business Address Was Updated.

[External]/[Externe]

Good Afternoon,

I no longer have access to our accounts online and do not want to wait until the end of the month to find out if you updated the account addresses to the new Delta address please confirm this was done purposefully by one of you.

Regards,

Tara Lundy
Chief Financial Officer

PLEASE NOTE: OUR NEW ADDRESS BELOW – PLEASE UPDATE YOUR SYSTEM

CanWest Global Airparts Inc.
Phone: 604-533-5404 | Fax: 604-539-5592

CanWest Aerospace Inc.
4345 King Street
Delta, BC V4K0A5
Phone: 604-532-0322 | Fax: 604-539-5592
Email: taral@canwestaerospace.com
AMO# 104-06 EASA# 145.7242
www.canwestaerospace.com

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