



This is Affidavit #1 of
H. Lance Williams in this case
and was made on February 3, 2020

NO. S1910194
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF ENERGOLD DRILLING CORP., CROS-MAN DIRECT
UNDERGROUND LTD., EGD SERVICES LTD., BERTRAM DRILLING CORP.,
AND OMNITERRA INTERNATIONAL DRILLING INC.

PETITIONERS

A F F I D A V I T

I, **H. Lance Williams**, lawyer, of 2200 – 885 West Georgia Street, Vancouver, British Columbia, SWEAR THAT:

1. I am a partner at Cassels Brock & Blackwell LLP ("**CBB**"), counsel for FTI Consulting Canada Inc. ("**FTI**") the court-appointed monitor (the "**Monitor**") of the Petitioners (as defined in the Initial Order pronounced in these proceedings on September 13, 2019) and as such, I have personal knowledge of the facts hereinafter deposed to except where stated to be on information and belief, in which case I verily believe them to be true.
2. I am one of the individuals at CBB that has had primary carriage of this proceeding.
3. Attached hereto and marked as indicated are the following Exhibits (together, the "**Invoices**"):

Exhibit	Invoice Number	Invoice Date	Amount
"A"	2089528	October 3, 2019	\$87,309.85

Exhibit	Invoice Number	Invoice Date	Amount
"B"	2092421	November 5, 2029	\$44,602.66
"C"	2095586	November 29, 2019	\$860.16
"D"	2097042	December 12, 2019	\$19,467.28
"E"	2100122	December 31, 2019	\$26,178.88
"F"	2102085	January 31, 2020	\$13,648.88
TOTAL:			\$192,067.71

4. As detailed in the Invoices, from September 4, 2019 to January 31, 2020, CBB's invoiced fees amounted to \$165,632.00, and CBB incurred and invoiced for disbursements in the amount of \$6,377.52 and taxes in the amount of \$20,058.19, for a total of \$192,067.71.

5. The fees set out in the Invoices are calculated on the basis of the hours spent by CBB personnel, multiplied by the applicable standard hourly rates charged by CBB. The total time comprised in the Invoices is 313.4 hours at an average hourly rate of \$528.50 per hour ($\$165,632.00 \div 313.4$). To the best of my knowledge, information and belief, those hourly rates are consistent with those charged by other law firms for work of a similar nature in Vancouver, British Columbia.

6. This matter was primarily directed by the following counsel:

- (a) **H. Lance Williams.** I have been a member of the CBB insolvency group since joining the firm as a partner in March of 2017. Prior to joining CBB, I was a member of the DLA Piper (Canada) LLP ("**DLAP**") insolvency group since joining the firm as an associate in 2008. I became a partner of DLAP in 2014, and continued practicing in the DLAP insolvency group until joining CBB. I was called to the bars of Alberta and Saskatchewan in 2007, British Columbia in 2008, and Yukon in 2015. I practice primarily in the areas of commercial insolvency, including on numerous complex restructuring and receivership matters. I was listed in the 2016 publication of Best Lawyers in Canada for insolvency and restructuring. I am also a member of the British Columbia Model Order Committee, have published several publications on complex restructuring matters and previously taught insolvency law at the University of British Columbia

law school. Attached hereto and marked as **Exhibit "G"** to this my Affidavit is a true copy of my *curriculum vitae* maintained by CBB.

- (b) **Mary I.A. Buttery, Q.C.** Mary has been a member of the CBB insolvency group since joining the firm as a partner in March of 2017. Prior to joining CBB, Mary was a member of the insolvency group at DLAP. Mary has extensive experience in complex restructuring, bankruptcy, insolvency, and receivership matters, and has appeared in all levels of the Ontario and British Columbia courts, and the Federal Court. Mary has also been lead counsel in the Supreme Court of Canada. Mary has been ranked in both the 2017 and 2018 Global Chambers publication for her expertise in insolvency and restructuring, and is frequently recognized by various publications, as one of Canada's leading insolvency and litigation lawyers. In 2018, Mary was appointed Queen's Counsel in British Columbia. Attached hereto and marked as **Exhibit "H"** to this my Affidavit is a true copy of Mary's *curriculum vitae* maintained by CBB.

7. To the best of my knowledge, information and belief, the information contained in the Invoices as to:

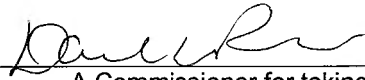
- (a) the number of hours worked;
- (b) the nature of work performed;
- (c) the identity of the individuals who performed work; and
- (d) the rates charged for the work performed,

is true and correct in all respects.

8. I have reviewed the accounts of CBB and do verily believe that:

- (a) CBB's professional fees and disbursements have been properly incurred and are fair and reasonable in the circumstances;
- (b) the work completed by CBB was delegated to the appropriate professionals in CBB with the appropriate seniority and appropriate hourly rates;

This is **Exhibit "A"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, on February 3, 2020.



A Commissioner for taking Affidavits
for British Columbia



CASSELS BROCK
LAWYERS

FTI CONSULTING, INC.
555 BURRARD STREET
VANCOUVER, BC V7X 1M8

ATTN: TOM POWELL

Date: 10/03/19
Our File #: 045306-00008
Invoice #: 2089528
HST/GST #: R121379572
PST - BC #: 1012-5078

Re: Energold Drilling Corp.

TO PROFESSIONAL SERVICES RENDERED up to and including 09/30/19

Date		Description	Hours
09/04/19	MIAB	Conference call with T. Powell, T. Vanderlaan and L. Williams regarding status of matter and urgent issues; conference call with T. Powell, L. Hiebert and L. Williams regarding timing of draft material; receipt and begin review of draft materials;	1.90
09/04/19	HLW	Telephone calls regarding matter; review of various documents and materials relating to filing and related matter;	2.00
09/05/19	MIAB	Finish review of material; review of, and comment on, SISP materials, discussion with L. Williams regarding same; email correspondence re: same; email correspondence regarding status of matter; telephone call with clients to discuss SISP process; consideration of issue and working on revision to SISP process;	5.20
09/05/19	HLW	Review and commenting on various application materials and processes; multiple correspondence and telephone calls with counsel to the Petitioners and with proposed monitor; requesting security for review and conducting searches regarding noteholder security;	5.20
09/06/19	MIAB	Consideration of and comments on sales process; further email correspondence regarding same; telephone call from T. Powell and C. Munro;	3.30
09/06/19	HLW	Correspondence with counsel to Noteholders regarding security; receipt of same;	0.50
09/08/19	MIAB	Review of Initial Order and email correspondence regarding same;	0.80

Accounts are due when rendered. Pursuant to the Solicitors' Act, interest will be charged on any unpaid balance of this account from one month after the date rendered, at the rate of 1.30 % per annum until paid.

Cassels Brock & Blackwell LLP

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Date		Description	Hours
09/08/19	HLW	Receipt and review of Initial Order and correspondence regarding same;	0.60
09/09/19	WFU	Coordinating searches; Reviewing searches;	2.50
09/09/19	TMY	Various emails with J. Clark regarding due diligence to be conducted; attend to conducting Manitoba due diligence searches; discussions with W. Fung and J. Clark; attend to conducting further due diligence searches in British Columbia, Alberta and Manitoba; emails to W. Fung and J. Clark regarding same;	2.50
09/09/19	JCL	Conduct review of security and guarantees granted by Energold Drilling Corp. and its subsidiaries in favour of Extract Advisors LLC, as administrative agent on behalf of the noteholders;	4.60
09/09/19	MIAB	Email correspondence and telephone calls and review of, and comment on draft material;	2.20
09/09/19	HLW	Attending to numerous matters in anticipation of filing and security review, including multiple phone calls with counsel to Petitioners, counsel to noteholders; Monitor and others; review of security matters and issues regarding same; correspondence with foreign counsel; review of pleadings and related matters;	6.40
09/10/19	WFU	Reviewing searches; Summarizing search results;	2.60
09/10/19	MIAB	Email correspondence regarding sales process and security review; discussion with L. Williams regarding same;	0.60
09/10/19	TMY	Discussions with W. Fung regarding due diligence Searches; attend to conducting Nuans and Cyberbahn search and email to W. Fung and J. Clark regarding same; receive and review Alberta court searches for Bertram Drilling Corp. and email to W. Fung and J. Clark regarding same;	0.70
09/10/19	JCL	Conduct review of security and guarantees granted by Energold Drilling Corp. and its subsidiaries in favour of Extract Advisors LLC, as administrative agent on behalf of the noteholders;	2.50
09/10/19	HLW	Review of security matters and international review requirements; correspondence with various parties; review of filing materials and multiple correspondence and telephone calls regarding same;	3.80



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Date		Description	Hours
09/11/19	JCL	Conduct review of security and guarantees granted by Energold Drilling Corp. and its subsidiaries in favour of Extract Advisors LLC, as administrative agent on behalf of the noteholders; draft opinion re: security review;	4.20
09/11/19	MIAB	Review of draft materials; email correspondence with client; telephone call to C. Ramsay, L. Hiebert and extra-jurisdictional counsel; meeting with L. Williams to discuss same. telephone call to T. Powell;	6.40
09/11/19	TMY	Email with W. Fung regarding Alberta litigation searches; receive Manitoba execution and litigation searches and email to W. Fung regarding same;	0.50
09/11/19	HLW	Multiple correspondence with foreign counsel regarding security review and related matters; review of security structure and matters relating to same; correspondence regarding sale process and matters relating thereto; multiple telephone calls with Monitor and counsel to Petitioners;	4.90
09/11/19	WFU	Reviewing share certificates; Reviewing pledged securities; Reviewing searches;	2.90
09/12/19	JCL	Draft opinion regarding security review; attend to various matters regarding security review;	2.60
09/12/19	TMY	Attend ordering certificates of good standing and certificates of status; attend to updating opinion letter with search details; email to J. Clark regarding same;	1.90
09/12/19	HLW	Attending to multiple matters regarding preparation for filing, including multiple telephone calls with counsel to noteholders, counsel to Petitioners, additional noteholder counsel; preparation of security reviews and correspondence regarding same; review and commenting on report of proposed monitor; multiple matters relating thereto;	8.70
09/12/19	MIAB	Revisions to documents and review of materials and conference calls in preparation for initial order application; numerous telephone calls and emails between company counsel and clients regarding outstanding matters;	6.90
09/13/19	HLW	Preparation of Proposed Monitor's report and finalising same; multiple correspondence with foreign agents regarding security matters; correspondence with counsel to noteholders regarding various deficiencies;	2.60



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Date		Description	Hours
09/13/19	MIAB	Prepare for and attend at Court for Initial Hearing;	8.30
09/13/19	SUD	Compile Petition Record for September 13th hearing; attend at court registry to file Pre-Filing Report and distribute to service list parties; update e-pleadings; all communications regarding maintaining the CCAA service list;	2.80
09/16/19	HLW	Review of foreign security opinions;	0.60
09/16/19	MIAB	Email correspondence;	0.20
09/16/19	SUD	All matters and correspondence relating to preparing and maintaining service list;	0.70
09/17/19	HLW	Multiple correspondence and telephone calls regarding SSP process; preparation of security opinions and multiple correspondence with foreign agents; telephone call with counsel to Petitioners regarding status of sale documents;	2.50
09/17/19	JCL	Attend to matters re: security review;	0.20
09/17/19	MIAB	Email correspondence with clients; conference call with clients; discussion with L. Williams regarding SSP process; telephone conference with L. Hiebert regarding APA; meeting with L. Williams to discuss APA and issues regarding same; considering of SSP process and material dissemination and drafting email to L. Hiebert regarding process integrity; conference call with clients to discuss ongoing issues; revising draft of information issues; email correspondence with L. Hiebert regarding same;	4.40
09/18/19	WFU	Drafting rider for security opinion;	1.00
09/18/19	JCL	Draft opinion re: security review;	1.60
09/19/19	MIAB	Telephone call from T. Powell regarding APA and SPA; review of drafts and email regarding same; discussion with L. Williams regarding same; email and telephone call with R. Laity;	1.10
09/19/19	HLW	Receipt and review of draft agreements for sales process, and multiple telephone calls and correspondence regarding revisions to same;	2.90
09/20/19	DPO	Discussion regarding closing purchase price adjustments in Purchase Agreement;	0.30
09/20/19	SUD	Receive request for service list addition and forwarding updated list to Monitor;	0.20



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Date		Description	Hours
09/20/19	HLW	Receipt and review of further security documents; receipt and review of revised share and asset purchase agreements;	2.10
09/22/19	HLW	Review of revised share purchase agreement and asset purchase agreement; correspondence regarding same and stalking horse bids;	0.70
09/22/19	MIAB	Email correspondence regarding SSP process; email correspondence with L. Williams regarding same;	0.30
09/23/19	JCL	Review draft asset and share purchase agreement in connection with the credit sale; revise draft opinion re: security review to reflect changes in the structure of the credit sale;	2.10
09/23/19	MIAB	Email correspondence regarding SPA and APA; review of drafts and discussion with L. Williams regarding same;	0.90
09/23/19	HLW	Multiple telephone calls and correspondence regarding security review and stalking horse bids; review of deficiencies in share register and related matters;	1.30
09/24/19	HLW	Attending to matters regarding security review and status of various entities shares; multiple telephone calls with counsel to noteholders; telephone call with counsel to Petitioners and with Monitor regarding engagement of parties to collect accounts receivable;	2.10
09/24/19	JCL	Correspondence with opposing counsel regarding security review; review new materials provided by opposing counsel in connection with security review;	0.60
09/25/19	HLW	Multiple correspondence regarding security in South American and status of same; review and multiple correspondence on credit bids and matters relating thereto;	3.50
09/25/19	JCL	Review and analyze additional documentation and materials provided by opposing counsel in connection with security review; draft analysis of issues flagged from review of additional documentation and materials; correspondence with opposing counsel regarding security review;	1.90
09/25/19	MIAB	Email correspondence regarding SPA and APA and review of same;	0.60
09/25/19	SUD	Update service list and provide to FTI Consulting to post on website; update e-pleadings with entered September 13th orders;	0.30

Accounts are due when rendered. Pursuant to the Solicitors' Act, interest will be charged on any unpaid balance of this account from one month after the date rendered, at the rate of 1.30 % per annum until paid.



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Date		Description	Hours
09/26/19	VEM	Attending to due diligence matters against OmniTerra International Drilling Inc.;	0.40
09/26/19	WFU	Reviewing search results;	0.70
09/26/19	MIAB	Receipt and review of Stalking Horse bids and email correspondence regarding security review;	0.80
09/26/19	HLW	Multiple correspondence, telephone calls and review/revisions to forms of asset purchase agreement and share purchase agreement; telephone call with counsel to stalking horse purchaser; review of share and security matters;	5.60
09/26/19	TMY	Attend to conducting due diligence searches in BC and Alberta; attend to arranging for due diligence searches in Ontario and discussions with J. Clark regarding same;	1.10
09/26/19	JCL	Review and analyze additional documentation and materials provided by opposing counsel in connection with security review; draft analysis of issues flagged from review of additional documentation and materials; correspondence with opposing counsel re: security review;	2.60
09/27/19	VEM	Receive and review writs and litigation search against OmniTerra International Drilling Inc.; report to working group;	0.30
09/27/19	HLW	Review of staking horse provisions and matters relating thereto; commenting on same; telephone call with Monitor regarding same and security; telephone call with counsel to Petitioners;	2.20
09/27/19	TMY	Receive and review search results; attend to updating opinion letter with BC and Alberta search results;	0.40
09/27/19	MIAB	Further email correspondence regarding SPA and APA and regarding security issues;	0.40
09/27/19	JTCC	Review and comment on share and asset purchase agreement form; conference with L. Williams regarding same; email comments to client; review "stalking horse" bid documents;	1.50
09/30/19	WFU	Reviewing searches;	0.30
09/30/19	JCL	Review and analyze additional documentation and materials provided by opposing counsel in connection with security review; review results of additional due diligence searches conducted in connection with security review;	0.60

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Date		Description	Hours
09/30/19	MIAB	Email correspondence regarding share holdings.	0.10

Time Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Darrell Podowski	0.30	685.00	205.50
H. Lance Williams	58.20	525.00	30,555.00
Jenna Clark	23.50	355.00	8,342.50
John T.C. Christian	1.50	675.00	1,012.50
Mary I.A. Buttery	44.40	665.00	29,526.00
Sue Danielisz	4.00	240.00	960.00
Tammy Yard	7.10	295.00	2,094.50
Veronica Ma	0.70	215.00	150.50
Winda Fung	10.00	320.00	3,200.00
Our Fee			76,046.50
GST on Fees			3,802.33
PST on Fees			5,323.26
Total Tax on Fees			9,125.59
Total Fees and Tax			85,172.09

Taxable Disbursements

Copies	88.00
Electronic Due Diligence	1,358.70
PPSA- Registrations / Applic. / Discharges	16.50
Total Taxable Disbursements	1,463.20
GST on Disbursements	73.16
PST on Disbursements	102.42
Total Tax on Disbursements	175.58
Total Taxable Disbursements and Tax	1,638.78

Non-Taxable Disbursements

Electronic Due Diligence	367.48
Bank Act Search	16.00

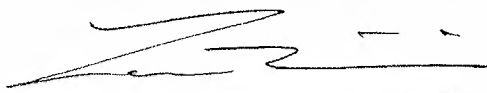
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Certificate of Compliance - Non Taxable	40.00	
BC Registry Search	8.50	
Certificate of Good Standing	26.50	
PPSA Search/Registrations	8.50	
Government of Alberta Corporate Reg	21.00	
Govt Of Alberta Pers .Prop, Regi	3.00	
PPSA- Registrations / Applic. / Discharges	8.00	
Sub-total		<u>498.98</u>
Total Disbursements and Tax		<u>2,137.76</u>
Total Fees, Disbursements & Tax	CAD	<u>87,309.85</u>

This is our account herein
Cassels Brock & Blackwell LLP



H. Lance Williams
 E&OE

This is **Exhibit "B"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, on February 3, 2020.



A Commissioner for taking Affidavits
for British Columbia



FTI CONSULTING, INC.
555 BARRARD STREET
VANCOUVER, BC V7X 1M8

ATTN: TOM POWELL

Date: 11/05/19
Our File #: 045306-00008
Invoice #: 2092421
HST/GST #: R121379572
PST - BC #: 1012-5078

Re: Energold Drilling Corp.

TO PROFESSIONAL SERVICES RENDERED up to and including 10/31/19

Date		Description	Hours
10/01/19	JCL	Review and analyze additional documentation and materials provided by opposing counsel in connection with security review; review results of additional due diligence searches conducted in connection with security review;	0.20
10/01/19	TMY	Attend to obtaining certificate of status for Alberta for OmniTerra international drilling Inc. and email to J. Clark regarding same;	0.30
10/01/19	HLW	Telephone call with Monitor regarding status and stalking horse bids; review of security updates from Petitioners;	0.40
10/01/19	MIAB	Email correspondence regarding motion and cash flow;	0.30
10/02/19	HLW	Correspondence regarding stalking horse; review of outstanding matters regarding security; correspondence regarding report and extension; review of evidence in relation to same;	1.00
10/02/19	MIAB	Brief review of draft motion material; email correspondence regarding timing;	0.40
10/02/19	JCL	Review and analyze additional documentation and materials provided by opposing counsel in connection with security review; review results of additional due diligence searches conducted in connection with security review; draft opinion regarding security review;	0.50

Accounts are due when rendered. Pursuant to the Solicitors' Act, interest will be charged on any unpaid balance of this account from one month after the date rendered, at the rate of 1.30 % per annum until paid.

Cassels Brock & Blackwell LLP

Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, BC Canada V6C 3E8
Tel: 604.691.6100 Fax: 604.691.6120 www.casselsbrock.com



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Date		Description	Hours
10/03/19	JCL	Review and analyze additional documentation and materials provided by opposing counsel in connection with security review; review results of additional due diligence searches conducted in connection with security review; draft opinion regarding security review;	1.00
10/03/19	SUD	Receive Petitioners' application materials for October 10th hearing and update e-pleadings;	0.30
10/03/19	HLW	Review of Wellsite matters; telephone call with counsel to Petitioners; telephone call with T. Powell regarding same; receipt and review of extension materials;	0.80
10/04/19	JCL	Review and provide comments on draft opinion from Barbados counsel regarding Barbados law governed security granted to Noteholders; review documents and materials provided by opposing counsel in connection with security review; draft opinion regarding security review;	2.10
10/04/19	HLW	Correspondence regarding provisions of Monitor's report; attending to matters regarding security review and shares in Peru; telephone call with C. Munro;	2.60
10/07/19	HLW	Commenting on Monitor's report; receipt and review of stalking horse APA and commenting on same; review of Barbados share issues; finalising and serving Monitor's report;	2.90
10/07/19	JCL	Review and analyze additional documentation and materials provided by opposing counsel in connection with security review; review results of additional due diligence searches conducted in connection with security review; draft opinion regarding security review;	0.90
10/07/19	MIAB	Receipt and review of draft report and discussion with L. Williams regarding same;	0.60
10/07/19	JTCC	Review further amended "stalking horse" bid document; conference with L. Williams regarding same;	0.40
10/07/19	SUD	All matters relating to court filing and service of First Report of the Monitor;	0.50



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Date		Description	Hours
10/08/19	JCL	Attend conference calls regarding security review and credit bid; review documents and materials provided by opposing counsel in connection with security review; draft summary of outstanding issues regarding security review for circulation to the working group;	1.70
10/08/19	MIAB	Discussion with L. Williams regarding bids and outstanding issues regarding security review; review of correspondence attaching bids;	0.50
10/08/19	HLW	Multiple correspondence and telephone calls regarding SPA and APA provisions for working capital; conference call regarding status and security review matters;	3.70
10/08/19	SUD	Compile Petitioners' application record for October 10th; emails from and to Clark Wilson assistant; update service list and circulate to all parties and FTI for posting on website;	0.80
10/09/19	HLW	Multiple telephone calls with C. Munro and T. Powell regarding sales process; telephone call with counsel to Petitioners regarding same; telephone call with counsel to RBC regarding priority matters; review and revisions to Barbados opinion;	1.90
10/09/19	JCL	Attend to matters regarding security review; review and provide comments on draft legal opinion from Barbados counsel regarding Barbados law governed security; correspondence with Barbados counsel regarding draft legal opinion;	1.10
10/10/19	TMY	Attend to conducting British Columbia PPSA search of Bertram Drilling Corp. and email to J. Clark regarding same;	0.30
10/10/19	HLW	Preparation for and attending hearing to extend stay of proceedings; review of revisions to Asset Purchase Agreement and Share Purchase Agreement forms, and telephone calls with C. Munro and counsel to Petitioners regarding same and amendments; review of security matters and preparation of security opinion;	5.20
10/10/19	JCL	Attend to matters regarding security review; draft opinion regarding security review; correspondence with client and opposing counsel regarding security review;	4.50



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Date		Description	Hours
10/10/19	JTCC	Review further revised versions of bid documents; conference with L. Williams regarding same;	0.40
10/11/19	JCL	Attend to matters regarding security review; draft opinion regarding security review; review and analyze additional documents and information provided by opposing counsel regarding security review;	1.20
10/11/19	MIAB	Telephone call from T. Cumming regarding bids; telephone calls to T. Powell and L. Hiebert; receipt and review of emails regarding working capital; discussion with L. Williams regarding same; review of further documents;	1.80
10/11/19	HLW	Attending to security review matters; finalising opinion for Barbados and correspondence regarding same;	2.20
10/15/19	MIAB	Review of bid summary and consideration of same; discussion with L. Williams regarding same; call with T. Powell and C. Munro to discuss bids and process; receipt and review of critical supplier order and comment on same and availability;	1.30
10/15/19	HLW	Receipt and review of bids and summaries; telephone call with Monitor regarding same; review of security; meeting with Financial Advisor, Petitioners and Monitor to review bids and next steps;	3.50
10/16/19	HLW	Telephone calls and correspondence regarding bids and related matters; telephone calls with Monitor and counsel to DIP lender regarding DIP funding and correspondence regarding same; updating security opinion;	2.50
10/16/19	MIAB	Review of Wellsite issue and respond to same; email correspondence regarding, and telephone call from T. Powell and C. Munro regarding bid process and regarding status of security; review of interim lender term sheet; telephone call from C. Ramsay regarding same; discussion with L. Williams regarding status of security review;	1.10
10/16/19	JCL	Finalize opinion regarding security review;	0.20
10/16/19	SUD	Update service list and provide to FTI Consulting to post on website;	0.20
10/17/19	HLW	Correspondence regarding bid matters;	0.30
10/17/19	SUD	Receive petitioners' application materials and update e-pleadings;	0.20



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Date		Description	Hours
10/17/19	TIK	Conduct British Columbia PPSA searches against Energold Drilling Corp., Bertram Drilling Corp., and OmniTerra International Drilling Inc.; conduct Manitoba PPSA search against Cros-Man Direct Underground Ltd.; provide same to Tammy Yard;	0.30
10/17/19	JCL	Finalize opinion regarding security review; correspondence with opposing counsel to finalize opinion regarding security review; conduct updated due diligence searches in connection with opinion regarding security review;	1.10
10/17/19	TMY	Attend to coordination of British Columbia and Manitoba PPSA searches; attend conducting Alberta PSA searches; review search results and email to J. Clark regarding new registrations and update opinion letter regarding same; further email to J. Clark regarding same;	0.90
10/18/19	JCL	Finalize opinion regarding security review;	0.10
10/18/19	HLW	Multiple correspondence regarding bids and qualifying same; review of relevant materials; review of auction matters; finalising and issuing security opinion;	1.50
10/18/19	MIAB	Email correspondence regarding bids and status; email from T. Powell regarding Century; further email correspondence regarding bids; discussion with L. Williams;	0.60
10/19/19	HLW	Telephone call with counsel to Petitioners regarding auction and other related matters; review of correspondence regarding auction and guarantee matters;	1.00
10/21/19	HLW	Telephone call with C. Munro regarding security opinion; telephone call to counsel for stalking horse bidder;	0.60
10/21/19	JCL	Telephone call with C. Munro to discuss legal opinion for the security review;	0.30
10/22/19	HLW	Correspondence and finalising matters with Barbados counsel;	0.20
10/23/19	HLW	Addressing matters regarding bids and auction process;	0.60
10/23/19	SUD	Compile Application Record for October 25th critical supplier application;	0.30



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Date		Description	Hours
10/24/19	MIAB	Email correspondence regarding status of matter and next steps;	0.20
10/25/19	HLW	Telephone calls and multiple correspondence with counsel to Petitioners regarding form of offers and related matters;	1.20
10/25/19	MIAB	Discuss with L. Williams regarding next steps and email correspondence regarding same;	0.20
10/28/19	HLW	Preparation for and attending sales process meeting;	1.50
10/28/19	MIAB	Email correspondence and participate in meeting regarding auction procedure;	0.80
10/29/19	MIAB	Review of draft documents; email correspondence regarding same and regarding auction; participate in conference call with FA, CRO, Monitor and company counsel; emails to other counsel; further telephone calls and emails regarding same; consideration of potential plan;	2.20
10/29/19	HLW	Review of potential changes to credit bid and telephone call with counsel to company;	0.60
10/30/19	MIAB	Email correspondence and participate in conference calls to discuss auction; telephone call to and from T. Powell regarding report and timing of same; review of letters to bidders and consideration of SSP process to prepare for auction;	1.20
10/30/19	HLW	Attending multiple phone calls regarding process and review of multiple revised materials;	1.50
10/31/19	MIAB	Prepare for and participate in auction; further considerations post auction;	3.20
10/31/19	HLW	Review of sales approval matters; telephone calls and correspondence regarding same; review of plan matters and related security issues;	1.30



-7-

Time Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
H. Lance Williams	37.00	525.00	19,425.00
Jenna Clark	14.90	355.00	5,289.50
John T.C. Christian	0.80	675.00	540.00
Mary I.A. Buttery	14.40	665.00	9,576.00
Sue Danielisz	2.30	240.00	552.00
Tammy Yard	1.50	295.00	442.50
Tiffany Konechny	0.30	215.00	64.50
Our Fee			35,889.50
GST on Fees			1,794.48
PST on Fees			2,512.27
Total Tax on Fees			4,306.75
Total Fees and Tax			40,196.25

Taxable Disbursements

Copies	20.25	
PPSA- Registrations / Applic. / Discharges	22.00	
Total Taxable Disbursements		42.25
GST on Disbursements	2.11	
PST on Disbursements	2.96	
Total Tax on Disbursements		5.07
Total Taxable Disbursements and Tax		47.32

Non-Taxable Disbursements

Insolvency/Bankruptcy Search	8.00	
Agency Fees and Disbursements	4,265.59	
PPSA Search/Registrations	59.50	
Government of Alberta Corporate Reg	7.00	
Govt Of Alberta Pers .Prop, Regi	9.00	
PPSA- Registrations / Applic. / Discharges	10.00	
Sub-total		4,359.09
Total Disbursements and Tax		4,406.41

Accounts are due when rendered. Pursuant to the Solicitors' Act, interest will be charged on any unpaid balance of this account from one month after the date rendered, at the rate of 1.30 % per annum until paid.



-8-

Total Fees, Disbursements & Tax

CAD 44,602.66

This is our account herein
Cassels Brock & Blackwell LLP

A handwritten signature in black ink, appearing to read 'H. Lance Williams', is written over a horizontal line.

H. Lance Williams
E&OE

This is **Exhibit "C"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, on February 3, 2020.



A Commissioner for taking Affidavits
for British Columbia

Cassels

Attn: Tom Powell
Fti Consulting, Inc.
555 Burrard Street
Vancouver, BC V7X 1M8

Invoice No: 2095586
Date: November 29, 2019
Matter No.: 045306-00008
GST/HST No.: R121379572
PST No.: 1012-5078

Lawyer: Williams, H. Lance
Tel.:
E-mail: lwilliams@cassels.com

Re: Energold Drilling Corp.

Fees for professional services rendered up to and including October 31, 2019

Our Fees	768.00
GST @ 5.00%	38.40
PST @ 7.00%	53.76
TOTAL DUE (CAD)	860.16



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44 King St. West,
Toronto, ON, M5H 1H1
Transit No.: 47696
Account No.: 0073911
Swift Code: NOSCCATT

Email payment details to
payments@cassels.com

Cheque Payments:

Cassels Brock & Blackwell LLP
Finance & Accounting (Receipts)
Scotia Plaza, Suite 2100
40 King Street West
Toronto, Ontario, M5H 3C2
Canada

Please return remittance advice(s) with
cheque

Invoice No: 2095586
Matter No.: 045306-00008
Amount: **CAD 860.16**

FEE DETAIL			
Date	Name	Description	Hours
Sep-11-19	W. Fung	Revising opinion;	2.40

FEE SUMMARY				
Name	Title	Hours	Rate	Amount
Fung, Winda	Associate	2.40	320.00	768.00
Total (CAD)		2.40		768.00

Our Fees	768.00	
GST @ 5.00%	38.40	
PST @ 7.00%	53.76	
TOTAL FEES & TAXES (CAD)		860.16

TOTAL FEES	768.00
TOTAL TAXES	92.16
TOTAL FEES & TAXES (CAD)	860.16

This is **Exhibit "D"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, on February 3, 2020.



A Commissioner for taking Affidavits
for British Columbia

Cassels

Attn: Tom Powell
FTI Consulting, Inc.
555 Burrard Street
Vancouver, BC V7X 1M8

Invoice No: 2097042
Date: December 12, 2019
Matter No.: 045306-00008
GST/HST No.: R121379572
PST No.: 1012-5078

Lawyer: Williams, H. Lance
Tel.:
E-mail: lwilliams@cassels.com

Re: Energold Drilling Corp.

Fees for professional services rendered up to and including November 30, 2019

Our Fees	17,371.50
Disbursements	10.00
Total Fees and Disbursements	17,381.50
GST @ 5.00%	869.08
PST @ 7.00%	1,216.70
TOTAL DUE (CAD)	19,467.28



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Account No.: 0073911
Swift Code: NOSCCATT

**Email payment details to
payments@cassels.com**

Cheque Payments:

Cassels Brock & Blackwell LLP
Finance & Accounting (Receipts)
Scotia Plaza, Suite 2100
40 King Street West
Toronto, Ontario, M5H 3C2
Canada

**Please return remittance advice(s) with
cheque**

Invoice No: 2097042
Matter No.: 045306-00008
Amount: **CAD 19,467.28**

FEE DETAIL			
Date	Name	Description	Hours
Nov-01-19	M. Buttery	Review of draft material regarding approval motion; email from L. Hiebert regarding new instructions from Clark Wilson; email correspondence to Clark Wilson and clients; participate in conference call regarding next steps; participate in conference call with Clark Wilson regarding Plan; consideration of timing of Plan and next steps; email correspondence with clients;	1.40
Nov-01-19	H. Williams	Review of plan matters and related correspondence;	0.40
Nov-06-19	H. Williams	Receipt and review of plan and issues relating to same; telephone call regarding issues and review of relevant jurisprudence;	4.30
Nov-06-19	M. Buttery	Email correspondence regarding status of matter; receipt and review of first draft of Plan and Sanction order; email correspondence regarding same; meeting with L. Williams to discuss response to same and current issues; participate in conference call to discuss Plan, timing and next steps;	5.90
Nov-07-19	J. Clark	Prepare for meeting with Noteholders' counsel to discuss the Noteholders' security package;	0.10
Nov-07-19	M. Buttery	Continue review of draft plan, telephone call with clients to discuss same; telephone call with all parties to discuss next steps;	1.60
Nov-07-19	H. Williams	Telephone call with T. Powell and C. Munro regarding proposed plan; telephone call with counsel to petitioners and plan sponsor; review of relevant jurisprudence;	1.20
Nov-08-19	H. Williams	Preparation and attending meeting regarding security; review of various matters regarding redundant assets;	2.60
Nov-08-19	J. Clark	Prepare for and attend meeting with opposing counsel to review and discuss security structure and rights of noteholders thereunder; attend to follow up matters regarding meeting with opposing counsel;	1.80
Nov-08-19	M. Buttery	Email correspondence from C. Ramsay regarding Plan and considerations; review of law regarding cram down; consideration of secured creditor cram down; attend end of meeting to discuss status of matter and next steps;	1.60
Nov-12-19	M. Buttery	Conference call with C. Munro, T. Powell and L. Williams to discuss status of matter; notes regarding outstanding matters;	0.50
Nov-18-19	H. Williams	Review and correspondence regarding status;	0.30
Nov-19-19	H. Williams	Review of claim and correspondence regarding same;	1.00
Nov-19-19	M. Buttery	Email correspondence regarding next steps and timing;	0.20
Nov-20-19	H. Williams	Review of security matters;	0.30
Nov-21-19	M. Buttery	Email correspondence regarding status of matter and review of draft material;	0.50
Nov-22-19	M. Buttery	Review of draft order regarding extension; review of notes regarding same;	0.40
Nov-23-19	M. Buttery	Email correspondence regarding Bertram Drilling	0.20

Date	Name	Description	Hours
		disclaimers;	
Nov-24-19	M. Buttery	Receipt and review of draft report; email to L. Williams regarding description of security review; comments on report and email correspondence with T. Powell and C. Munro regarding same;	1.20
Nov-24-19	H. Williams	Review of Monitor's report and security matters;	0.50
Nov-24-19	J. Clark	Attend to matters regarding review of security granted by Energold Drilling Corp. and its subsidiaries in favour of the noteholders;	0.20
Nov-25-19	S. Danielisz	Receive Second Report of the Monitor and circulate to service list parties;	0.20
Nov-25-19	M. Buttery	Review of final draft of report and arranging for service and filing;	0.60
Nov-26-19	S. Danielisz	Attend at court registry to file Second Report of the Monitor and circulate same to service list parties; compile copy of application record for hearing of November 28th application for stay extension;	1.00
Nov-28-19	M. Buttery	Prepare for and attend at Court for extension application.	2.10

FEE SUMMARY

Name	Title	Hours	Rate	Amount
Buttery, Mary I.A.	Partner	16.20	665.00	10,773.00
Williams, H. Lance	Partner	10.60	525.00	5,565.00
Clark, Jenna	Associate	2.10	355.00	745.50
Danielisz, Sue	Law Clerk/ Paralegal	1.20	240.00	288.00
Total (CAD)		30.10		17,371.50

Our Fees	17,371.50
GST @ 5.00%	868.58
PST @ 7.00%	1,216.00
TOTAL FEES & TAXES (CAD)	19,456.08

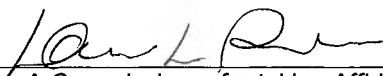
DISBURSEMENT SUMMARY

Taxable Disbursements

Copies	10.00
Total Taxable Disbursements	10.00
GST @ 5.00%	0.50
PST @ 7.00%	0.70
Total Taxable Disbursements & Taxes	11.20

TOTAL DISBURSEMENTS & TAXES (CAD)	11.20
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TOTAL FEES	17,371.50
TOTAL DISBURSEMENTS	10.00
TOTAL TAXES	2,085.78
TOTAL FEES, DISBURSEMENTS & TAXES (CAD)	19,467.28

This is **Exhibit "E"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, on February 3, 2020.



A Commissioner for taking Affidavits
for British Columbia

Cassels

Attn: Tom Powell
FTI Consulting, Inc.
555 Burrard Street
Vancouver, BC V7X 1M8

Invoice No: 2100122
Date: December 31, 2019
Matter No.: 045306-00008
GST/HST No.: R121379572
PST No.: 1012-5078

Lawyer: Williams, H. Lance
Tel.:
E-mail: lwilliams@cassels.com

Re: Energold Drilling Corp.

Fees for professional services rendered up to and including December 31, 2019

Our Fees	23,370.00
Disbursements	4.00
Total Fees and Disbursements	23,374.00
GST @ 5.00%	1,168.70
PST @ 7.00%	1,636.18
TOTAL DUE (CAD)	26,178.88



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Finance & Accounting (Receipts)
Scotia Plaza, Suite 2100
40 King Street West
Toronto, Ontario, M5H 3C2
Canada

*Please return remittance advice(s) with
cheque*

Invoice No: 2100122
Matter No.: 045306-00008

Amount: **CAD 26,178.88**

FEE DETAIL

Date	Name	Description	Hours
Dec-05-19	M. Buttery	Telephone call from T. Powell regarding valuation analysis and next steps; consideration of issues and evidence required for same; telephone call to C. Ramsay to discuss timing and next steps;	0.90
Dec-06-19	M. Buttery	Email correspondence regarding disclaimer of Cros-Man equipment; review of last draft of plan in preparation for revised plan;	0.80
Dec-09-19	M. Buttery	Email from T. Powell; email to C. Ramsay and K. Mak requesting revised Plan and regarding timing; email to T. Powell; meeting to discuss information provided by Company and Monitor's assessment of same;	0.90
Dec-09-19	H. Williams	Review of matters regarding plan and meeting with Monitor regarding same;	1.00
Dec-10-19	M. Buttery	Email correspondence regarding Extract debt and status of matter; telephone call to J. Ross; telephone call from J. Ross; email correspondence regarding same; consideration of issues;	1.40
Dec-11-19	M. Buttery	Telephone call with J. Ross to discuss matter;	0.20
Dec-12-19	M. Buttery	Receipt of and begin review of Plan; email to Clark Wilson regarding same;	0.50
Dec-13-19	M. Buttery	Telephone call to T. Powell to discuss draft Plan and timing of report; continue review of Plan;	1.00
Dec-15-19	M. Buttery	Working through Plan and draft report; email correspondence with client;	3.80
Dec-15-19	H. Williams	Review and addressing plan and related matters;	0.30
Dec-16-19	H. Williams	Review and commenting on revised plan and related materials;	1.50
Dec-16-19	M. Buttery	Finish review of draft Plan and email and telephone correspondence with Monitor regarding same; forwarding comments on first draft of report to Monitor; forwarding comments to Clark Wilson regarding Plan; review of further email correspondence; review and consideration of further draft of Plan and review of further drafts of documents relating to Plan; email correspondence with clients regarding same;	6.30
Dec-17-19	M. Buttery	Working through draft of plan and consideration of outstanding issues; participate in call with clients to discuss same; participate in call with C. Ramsay and K. Mak to discuss same and need for evidence regarding valuation;	2.80
Dec-17-19	S. Danielisz	Update service list and provide to R. Kleebaum for posting on FTI Consulting's website; circulate updated list to service list parties;	0.20
Dec-17-19	H. Williams	Multiple telephone calls and correspondence regarding amended Plan and related issues with same and required materials and evidence; review of materials;	2.90
Dec-18-19	S. Danielisz	Attend at court registry to file Third Report of the Monitor	2.00

Date	Name	Description	Hours
		and email to service list with copy; compile Application Record for December 19th hearing; update service list and provide to M. Clark for posting on FTI Consulting's website; circulate updated list to service list parties; update e-pleadings; conduct PPR search and report to L. Williams;	
Dec-18-19	M. Buttery	Telephone call from T. Powell and C. Munro regarding Plan and next steps; telephone call to L. Hiebert; telephone call from C. Simard; Telephone call from counsel for RBC; review of affidavit regarding value of assets; review of revised plan and discussion with clients; email and telepoen call from J. Ross; review of further documents and final revisions to plan;	5.20
Dec-18-19	H. Williams	Multiple telephone calls and correspondence regarding application for meetings order; review of revised plan and related matters;	2.60
Dec-19-19	S. Danielisz	All matters relating to updating and circulating service list;	0.20
Dec-19-19	M. Buttery	Prepare for and attend at Court for meetings and process order;	2.40
Dec-20-19	S. Danielisz	Email to service list circulating information package and updated service list;	0.30
Dec-20-19	M. Buttery	Receipt and review of draft creditors meetings materials;	0.70
Dec-20-19	H. Williams	Receipt and review of instructions regarding EY fees;	0.20
Dec-21-19	M. Buttery	Email correspondence regarding creditors meeting materials and regarding EY fees;	0.20
Dec-22-19	M. Buttery	Email correspondence regarding status of payments.	0.20
Dec-22-19	H. Williams	Correspondence regarding EY fees;	0.20

FEE SUMMARY

Name	Title	Hours	Rate	Amount
Buttery, Mary I.A.	Partner	27.30	665.00	18,154.50
Williams, H. Lance	Partner	8.70	525.00	4,567.50
Danielisz, Sue	Law Clerk/ Paralegal	2.70	240.00	648.00
Total (CAD)		38.70		23,370.00

Our Fees	23,370.00
GST @ 5.00%	1,168.50
PST @ 7.00%	1,635.90
TOTAL FEES & TAXES (CAD)	26,174.40

DISBURSEMENT SUMMARY

Taxable Disbursements
 Copies

4.00

Total Taxable Disbursements	4.00
GST @ 5.00%	0.20
PST @ 7.00%	0.28
Total Taxable Disbursements & Taxes	4.48
<hr/>	
TOTAL DISBURSEMENTS & TAXES (CAD)	4.48
<hr/>	
TOTAL FEES	23,370.00
TOTAL DISBURSEMENTS	4.00
TOTAL TAXES	2,804.88
TOTAL FEES, DISBURSEMENTS & TAXES (CAD)	26,178.88

This is **Exhibit "F"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, on February 3, 2020.



A Commissioner for taking Affidavits
for British Columbia

Cassels

Attn: Tom Powell
FTI Consulting, Inc.
555 Burrard Street
Vancouver, BC V7X 1M8

Invoice No: 2102085
Date: January 31, 2020
Matter No.: 045306-00008
GST/HST No.: R121379572
PST No.: 1012-5078

Lawyer: Williams, H. Lance
Tel.:
E-mail: lwilliams@cassels.com

Re: Energold Drilling Corp.

Fees for professional services rendered up to and including January 31, 2020

Our Fees	12,186.50
GST @ 5.00%	609.33
PST @ 7.00%	853.05
TOTAL DUE (CAD)	13,648.88



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*Email payment details to
payments@cassels.com*

Cheque Payments:

Cassels Brock & Blackwell LLP
Finance & Accounting (Receipts)
Scotia Plaza, Suite 2100
40 King Street West
Toronto, Ontario, M5H 3C2
Canada

*Please return remittance advice(s) with
cheque*

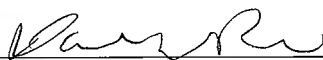
Invoice No: 2102085
Matter No.: 045306-00008
Amount: **CAD 13,648.88**

FEE DETAIL			
Date	Name	Description	Hours
Jan-02-20	M. BATTERY	Telephone call from T. Powell and M. Clark to discuss matter and considerations for creditors meeting; consideration of issues.	0.40
Jan-06-20	H. Williams	Review of creditor issues;	0.20
Jan-06-20	M. BATTERY	Telephone call from C. McKechnie regarding status of proceedings and claims of unsecured creditors.	0.40
Jan-07-20	S. Danielisz	Receive application materials from numerous parties; update e-pleadings;	0.50
Jan-07-20	M. BATTERY	Email to and from T. Powell regarding status of matter; email to C. Ramsay and L. Hiebert regarding same; emails from C. Ramsay and L. Hiebert; respond to same.	0.50
Jan-09-20	M. BATTERY	Review of revised materials and conference call with L. Hiebert, K. Mak and C. Ramsay regarding status of matter and creditors meeting; report to client.	0.90
Jan-10-20	M. BATTERY	Conference call regarding status of matter and next steps; review of summary of creditors voting.	0.80
Jan-13-20	M. BATTERY	Prepare for and participate in Purewal Creditor's meeting; consideration of outstanding issues.	1.10
Jan-14-20	H. Williams	Review of materials and related matters;	1.10
Jan-15-20	H. Williams	Telephone calls with Monitor and counsel regarding plan and issues relating to same; review of materials;	1.30
Jan-16-20	S. Danielisz	Compile counsel copy of Application Record for January 17, 2020 hearing;	0.50
Jan-16-20	M. BATTERY	Telephone call with C. Ramsay, K. Mak and L. Hiebert; review of email correspondence; review of proposed issues resolutions; telephone call from counsel for RBC; email to clients and group regarding same; prepare for court hearing.	1.60
Jan-17-20	S. Danielisz	Receive entered vesting and sanction orders and update e-pleadings;	0.20
Jan-17-20	M. BATTERY	Prepare for and attend at Court for Plan sanction hearing and ancillary matters; email correspondence with client.	2.20
Jan-21-20	S. Danielisz	Receive entered stay extension order and update e-pleadings;	0.10
Jan-27-20	M. BATTERY	Email correspondence from and to T. Powell regarding status of matter; email to and from C. Ramsay regarding same; instructions to S. Danielisz regarding preparation of motion material.	0.50
Jan-29-20	S. Danielisz	Email to T. Powell; begin preparing draft fee approval applications materials;	1.50
Jan-30-20	M. BATTERY	Email correspondence with C. Ramsay and working through final steps; preparing for motion and ancillary matters.	5.00
Jan-31-20	S. Danielisz	Finalize fee approval application materials, arrange for filing and circulate to service list parties; update e-pleadings;	2.50

FEE SUMMARY

Name	Title	Hours	Rate	Amount
Buttery, Mary I.A.	Partner	13.40	690.00	9,246.00
Williams, H. Lance	Partner	2.60	550.00	1,430.00
Danielisz, Sue	Law Clerk/ Paralegal	5.30	285.00	1,510.50
Total (CAD)		21.30		12,186.50
Our Fees		12,186.50		
GST @ 5.00%		609.33		
PST @ 7.00%		853.05		
TOTAL FEES & TAXES (CAD)				13,648.88
TOTAL FEES				12,186.50
TOTAL TAXES				1,462.38
TOTAL FEES & TAXES (CAD)				13,648.88

This is **Exhibit "G"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, on February 3, 2020.



A Commissioner for taking Affidavits
for British Columbia

Cassels



Lance Williams

Partner

Contact Information

604 691 6112

lwilliams@cassels.com

Office

Vancouver

Expertise

- Banking & Specialty Finance
- Restructuring & Insolvency

Biography

Lance Williams is a partner in the Banking & Specialty Finance Group, where he specializes in restructuring & insolvency and commercial finance. Lance has been involved in numerous significant insolvency files and commercial finance transactions in multiple jurisdictions. Lance's practice includes advising and representing trustees, debtors, directors and creditors on insolvency and restructuring issues including debt restructuring, corporate reorganizations, plans of arrangement, loan workouts, fraudulent preference actions, foreclosures, bankruptcies, and receiverships. Lance is frequently involved in proceedings pursuant to the *Companies' Creditors Arrangement Act* and the *Bankruptcy and Insolvency Act* and has particular experience regarding restructurings involving: technology and intellectual property, mining, forestry, cannabis, oil and gas, retail operations, real estate and agriculture. In commercial finance, Lance often advises borrowers and lenders on domestic and multi-jurisdictional loans. He acts for major financial institutions, mezzanine lenders and distressed lenders on asset-backed loan, real estate financing, acquisition financing, debtor-in-possession (DIP) financing and syndicated loans.

Lance's representative experience includes acting for:

Insolvency

- The court-appointed Monitor in the restructuring of the Ascent group of companies, Canada's first cannabis restructuring under the Companies' Creditors Arrangement Act
- A national coffee retailer and roaster in its successful restructuring, reorganization and recapitalization
- A prominent glass design manufacturer in its reorganization and integration into a prominent international manufacture
- The Government of the Northwest Territories in relation to the restructuring of North American Tungsten Corporation Ltd., a major tungsten mining operation in the Northwest Territories and Yukon

Commercial Finance

- Counsel to the syndicate lead in a \$100 million credit facility to a nationwide private mortgage lender
- Counsel to a Schedule I chartered bank on numerous large construction projects by a prominent construction company
- Counsel to a Schedule I chartered bank on credit facilities to a national private lender

As a member of the bars of British Columbia, Alberta, Saskatchewan and Yukon, Lance regularly advises clients on multi-jurisdictional matters and appears in the courts of British Columbia, Alberta, Saskatchewan and the Yukon.

Achievements

- *Best Lawyers in Canada* (Insolvency and Financial Restructuring)
- *Canadian Legal Expert Directory* (Insolvency & Financial Restructuring – Insolvency Litigation, Insolvency & Financial Restructuring – Financial Restructuring)
- Durward Thomas Prize in Civil Procedure (2006)

- Jason Lang Memorial Scholarship (2002)
- *Lexpert Guide to the Leading US/Canada Cross-Border Corporate Lawyers in Canada* (Lawyer to Watch) (2017)
- *Lexpert Special Edition*, Leading Canadian Litigation Lawyers (2017)
- University of Alberta Entrance Scholarship (2000)

Recent Representative Work

- Stonebriar Commercial Finance Closes US\$685 Million Asset-Backed Securitization Transaction
- Sun Metals Completes \$6.15 Million Bought Deal Financing
- Canopy Growth Announces Acquisition of KeyLeaf Life Sciences
- Cassels Acts for HSBC Bank Canada in Connection with \$23.5 Million Credit Facility
- Stonebriar Commercial Finance Closes US\$650 Million Asset-Backed Securitization Transaction

Insights

- To Vest, or Not to Vest? Royalties and the Court's Power to Extinguish Third-party Interests in Land Through a Vesting Order

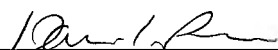
Education / Bar Admissions

- LL.M., Osgoode Hall Law School, 2016
- J.D., University of Saskatchewan, 2006
- B.Com. (Hons.), University of Alberta, 2004
- Alberta, 2007
- Saskatchewan, 2007
- British Columbia, 2008
- Yukon, 2015

Associations

- Banking and Finance Law Review, Member, Editorial Board
- Canadian Bar Association
- Continuing Legal Education Society of British Columbia, Lecturer
- Insolvency Institute of Canada
- International Association of Restructuring, Insolvency and Bankruptcy Professionals (INSOL)
- Law Society of Alberta
- Law Society of British Columbia
- Law Society of Saskatchewan
- Turnaround Management Association (TMA)
- University of British Columbia Faculty of Law, Former Adjunct Professor

This is **Exhibit "H"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, on February 3, 2020.



A Commissioner for taking Affidavits
for British Columbia

Cassels



Mary I.A. Buttery, Q.C.

Partner

Contact Information

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Office

Vancouver

Expertise

- Competition, International Trade & Foreign Investment
- Restructuring & Insolvency
- Litigation
- Class Actions

Biography

Mary Buttery is partner in the Restructuring & Insolvency Group at Cassels. Mary has gained national recognition for her involvement in countless significant insolvency files and many prominent litigation matters. Specializing in commercial insolvency and complex, multi-party litigation, she represents financial institutions, debtors and creditors, receivers and trustees in matters related to debt restructuring, corporate reorganizations, loan workouts, fraudulent preference actions, bankruptcy and receiverships. Mary regularly advises clients who are experiencing financial difficulty, or whose customers' or suppliers' insolvency affects their business. In addition, Mary is an experienced commercial litigator, with expertise in the enforcement of foreign judgments, class actions, debt enforcement and fraud. She has appeared in all levels of the Ontario and British Columbia courts, the Federal Court, and has been lead counsel in the Supreme Court of Canada. In 2018, Mary was appointed Queen's Counsel in British Columbia.

Mary has extensive experience in many different sectors, most notably, mining, retail, real estate, forestry and natural resources. She has also served as counsel in class action matters involving automobile wire harnesses and lithium ion battery price fixing.

Mary's representative work includes having acted for:

- Walter Canada Energy Holdings, Inc. in its restructuring under the *Companies' Creditors Arrangement Act*
- A major US-based gold mining group in its cross-border insolvency pursuant to Part IV of the *Companies' Creditors Arrangement Act*
- The court-appointed Monitor of Yukon Zinc Corporation and the court-appointed Receiver of Maple Leaf Loading, a multi-jurisdictional trucking company
- The court-appointed liquidator in world-wide liquidation and asset tracing proceedings with proceedings in Australia, Hong Kong, London and the Cayman Islands
- Counsel to the Government of the Northwest Territories in relation to the restructuring of North American Tungsten Corporation Ltd., a major tungsten mining operation in the Northwest Territories and Yukon

Mary is recognized by numerous legal directories as a leader in her field and has served as an Adjunct Professor of Law at the University of British Columbia, where she taught insolvency law to upper-year students. She has also authored several articles on varied topics in her area of practice.

Achievements

- Appointed Queen's Counsel
- *Benchmark Canada* (Litigation Star, Insolvency)
- *Best Lawyers in Canada* (Insolvency and Financial Restructuring)
- *Canadian Legal Lexpert Directory* (Insolvency & Financial Restructuring – Insolvency Litigation; Insolvency & Financial Restructuring – Financial Restructuring)
- *Chambers Canada* (Restructuring/Insolvency)
- *Chambers Global* (Restructuring/Insolvency)
- *Legal 500 Canada* (Restructuring and Insolvency)
- *Lexpert*, Rising Star Award
- *Lexpert*, Zenith Award

- *Martindale Hubbell*, Distinguished™Peer Review Rated
- *Who's Who Legal: Canada* (Restructuring & Insolvency)

Client Commentary

- "Extremely well regarded' and a 'great advocate for her clients.'" – *Chambers Canada (Restructuring/Insolvency)*
- "A fantastic lawyer and a wonderful person." – *Chambers Canada (Restructuring/Insolvency)*
- "A 'top practitioner' and a 'great litigator'" – *Chambers Global (Restructuring/Insolvency)*

Insights

- Alberta Court of Appeal Releases Anticipated Decision in *Canada v Canada North Group Inc.*

Pro Bono & Community Involvement

- BC Cancer Foundation, Board of Directors, Member
- Collingwood School, Class Parent Volunteer
- Minerva Foundation for B.C. Women's Follow A Leader Program (recognized in the *Vancouver Sun* for her community leadership in association with this role)
- West Vancouver Field Hockey Association, Assistant Coach
- Vancouver Aquarium, Board of Governors, Member

Education / Bar Admissions

- LL.B., University of Windsor, 1991
- Ontario, 1993
- British Columbia, 1997

Associations

- American Bankruptcy Institute
- Annual Review of Insolvency Law, Editorial Board
- British Columbia Law Society
- Canadian Association of Insolvency and Restructuring Professionals (CAIRP), Editorial Advisory Board
- Canadian Bar Association, B.C. Branch, Civil Litigation, Insolvency & Banking Subsections
- Continuing Legal Education Society of British Columbia, Lecturer
- Insolvency Institute of Canada (IIC)
- Law Society of Ontario
- Turnaround Management Association (TMA)
- University of British Columbia Law School, Former Adjunct Professor