



This is Affidavit #1 of H. Lance Williams in this case and was made on September 10, 2024

NO. S-235306 VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

NATIONAL BANK OF CANADA

PETITIONER

AND:

1239583 B.C. LTD.

RESPONDENT

AFFIDAVIT

I, H. Lance Williams, lawyer, of 2400 – 745 Thurlow Street, Vancouver, British Columbia, SWEAR THAT:

- 1. I am a partner at McCarthy Tétrault LLP ("McCarthy"), counsel for FTI Consulting Canada Inc., the court-appointed receiver and receiver-manager (in such capacity, the "Receiver") of the assets, properties and undertakings of the Respondent, 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 have had primary carriage of this proceeding.
3. Attached hereto and marked as indicated are the following Exhibits (together, the "Invoices" or the "McCarthy Accounts"):

Table with 4 columns: Exhibit, Invoice Number, Invoice Date, Amount. Rows include Exhibits A through E with corresponding invoice numbers, dates, and amounts.

Exhibit	Invoice Number	Invoice Date	Amount
"F"	8574358	December 31, 2023	\$1,022.78
"G"	8575683	February 20, 2024	\$20,000.88
"H"	8577094	March 21, 2024	\$406.56
"I"	8578641	April 16, 2024	\$135.52
"J"	8579614	May 8, 2024	\$1,355.20
"K"	8584420	August 26, 2024	\$802.49
"L"	8585302	August 31, 2024	\$2,986.48
TOTAL:			\$75,516.03

4. As detailed in the Invoices, from July 1, 2023 to August 31, 2024, McCarthy's invoiced fees amounted to \$66,902.00, invoiced disbursements amount to \$560.50, and invoiced taxes amounted to \$8,053.53, for a total of \$75,516.03.

5. The fees set out in the Invoices are calculated on the basis of the hours spent by McCarthy personnel, multiplied by the applicable standard hourly rates charged by McCarthy. The total time comprised in the Invoices is 114.90 hours at an average hourly rate of \$582.26 per hour ($\$66,902.00 \div 114.90$). 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. The following summary sets out the total hours billed by all lawyers and other employees of McCarthy working on this matter, and their respective hourly rates:

Timekeeper	Title	Hours	Rate	Total Billed
Williams, Lance	Partner	12.20	\$770.00 (2023)	\$9,394.00
		2.90	\$815.00 (2024)	\$2,363.50
Bowron, Ashley	Associate	35.50	\$545.00 (2023)	\$19,347.50
		33.00	\$605.00 (2024)	\$19,965.00
Clark, Jenna	Associate	7.30	\$630.00	\$4,599.00
Stewart, Nathan	Associate	0.10	\$545.00	\$54.50
Kovac, Angelica	Associate	1.10	\$515.00	\$566.50
Choi, Jennifer	Former Associate	3.00	\$595.00	\$1,785.00

Timekeeper	Title	Hours	Rate	Total Billed
Wilson, Erinn	Former Associate	7.30	\$480.00	\$3,504.00
Yard, Tammy	Paralegal	8.20	\$450.00	\$3,690.00
Danielisz, Sue	Paralegal	4.20	\$380.00	\$1,596.00
Campbell, Bonnie	Paralegal	0.10	\$370.00	\$37.00
Total:		114.90		\$66,902.00

7. I primarily directed this matter. I have been a member of McCarthy's insolvency group since joining the firm as a partner in August of 2021. Prior to joining McCarthy, I was a partner in the insolvency group at Cassels, Brock & Blackwell LLP ("**Cassels**") until joining McCarthy. Prior to joining Cassels, I was a member of the DLA Piper (Canada) LLP ("**DLAP**") insolvency group since joining that firm as an associate in 2008. I became a partner of DLAP in 2014, and continued practicing in the DLAP insolvency group until joining Cassels. 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 area of commercial insolvency, including on numerous complex restructuring and receivership matters. I am recognized in Chambers, Best Lawyers in Canada and Lexpert, among other rankings, 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 "M"** is a true copy of my *curriculum vitae* maintained by McCarthy.

8. 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;

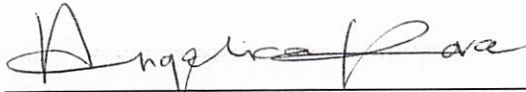
is true and correct in all respects.

9. I have reviewed the accounts of McCarthy and do verily believe that:


- (a) McCarthy's professional fees and disbursements have been properly incurred and are fair and reasonable in the circumstances;
- (b) the work completed by McCarthy was delegated to the appropriate professionals in McCarthy with the appropriate seniority and appropriate hourly rates;
- (c) McCarthy's fees in this matter are consistent with the fees charged by similar firms with the capacity to handle a file of comparable size and complexity;
- (d) the Invoices were provided to the Receiver when rendered, and all have been approved by the Receiver; and
- (e) the services were performed by McCarthy in a prudent and economical manner.

10. I make this affidavit expressly for the purposes of the Receiver's application to approve its accounts and the McCarthy Accounts, and for no other purpose. In particular, nothing herein is a waiver of solicitor-client privilege by the Receiver.

SWORN BEFORE ME at the City of)
Vancouver, in the Province of British)
Columbia, this 10th day of September,)
2024.)




A Commissioner for taking Affidavits for)
British Columbia)



H. LANCE WILLIAMS

ANGELICA M. KOVAC
Barrister & Solicitor
McCarthy Tétrault LLP
SUITE 2400 - 745 THURLOW STREET
VANCOUVER, B.C. V6E 0C5
DIRECT 604-643-5889

This is **Exhibit "A"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 10th day of September, 2024.



A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
Suite 2400, 745 Thurlow Street
Vancouver, British Columbia
V6E 0C5
Tel: 604-643-7100
Fax: 604-643-7900

FTI Consulting Canada Inc.
Suite 1450
701 W Georgia St.
Vancouver, BC V7Y 1B6

Invoice No: 8567372
GST/HST Reg. No: 116532839
Date: August 25, 2023

Attention: Tom Powell
Senior Managing Director

FTI Consulting Canada Inc.
Reference: 1239583 B.C. Ltd.
207091-576466

For Professional Services Rendered for the period ending July 31, 2023

OUR FEES			\$	1,099.00
Disbursements	Non-Taxable	\$	0.00	
	Taxable		0.00	0.00
GST	Fees	\$	54.95	
	Disbursements		0.00	54.95
PST (BC)	Fees	\$	76.93	76.93
TOTAL DUE ON ABOVE-NOTED MATTER			\$	<u>1,230.88</u>

McCarthy Tétrault LLP

DocuSigned by:

Lance Williams

0B38D88CABCB430...

Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



FTI Consulting Canada Inc.
 Re: 1239583 B.C. Ltd.
 207091-576466

Invoice No. 8567372
 Page No. 2

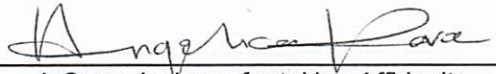
FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
04/07/23	LWI	0.50	Call with counsel to petitioning creditor re mandate and status.
04/07/23	JCL	0.20	Attend call with counsel to National Bank of Canada to discuss status of the file and their proposed next steps.
17/07/23	LWI	0.60	Review and correspond on receivership order; call with proposed receiver.
17/07/23	JCL	0.10	Review correspondence from counsel to a secured creditor and FTI Consulting Canada Inc..
20/07/23	JCL	0.10	Review correspondence from FTI Consulting Canada Inc..

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Clark, Jenna	0.40
Williams, Lance	1.10
	<u>1.50</u>

This is **Exhibit "B"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 10th day of September, 2024.

A handwritten signature in cursive script, appearing to read "Angela Rose", written over a horizontal line.

A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
 Suite 2400, 745 Thurlow Street
 Vancouver, British Columbia
 V6E 0C5
 Tel: 604-643-7100
 Fax: 604-643-7900

FTI Consulting Canada Inc.
 Suite 1450
 701 W Georgia St.
 Vancouver, BC V7Y 1B6

Invoice No: 8568459
 GST/HST Reg. No: 116532839
 Date: September 18, 2023

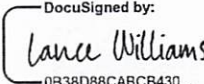
Attention: Tom Powell
 Senior Managing Director

FTI Consulting Canada Inc.
 Reference: 1239583 B.C. Ltd.
 207091-576466

For Professional Services Rendered for the period ending August 31, 2023

OUR FEES			\$	511.00
Disbursements	Non-Taxable	\$	0.00	
	Taxable		0.00	0.00
GST	Fees	\$	25.55	
	Disbursements		0.00	25.55
PST (BC)	Fees	\$	35.77	35.77
TOTAL DUE ON ABOVE-NOTED MATTER			\$	<u>572.32</u>

McCarthy Tétrault LLP

DocuSigned by:

 0B38D88CABCB430...
 Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

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FTI Consulting Canada Inc.
Re: 1239583 B.C. Ltd.
207091-576466

Invoice No. 8568459
Page No. 2

FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
15/08/23	JCL	0.10	Review correspondence from counsel to the lender.
21/08/23	JCL	0.10	Review correspondence received from counsel to the creditor.
31/08/23	LWI	0.50	Preparation of consent to act; call with T. Powell.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Clark, Jenna	0.20
Williams, Lance	0.50
	<hr/>
	0.70

This is **Exhibit "C"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 10th day of September, 2024.

A handwritten signature in cursive script, appearing to read "Angela Pace", written over a horizontal line.

A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
 Suite 2400, 745 Thurlow Street
 Vancouver, British Columbia
 V6E 0C5
 Tel: 604-643-7100
 Fax: 604-643-7900

FTI Consulting Canada Inc.
 Suite 1450
 701 W Georgia St.
 Vancouver, BC V7Y 1B6

Invoice No: 8570110
 GST/HST Reg. No: 116532839
 Date: October 26, 2023

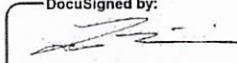
Attention: Tom Powell
 Senior Managing Director

FTI Consulting Canada Inc.
 Reference: 1239583 B.C. Ltd.
 207091-576466

For Professional Services Rendered for the period ending September 30, 2023

OUR FEES			\$	13,814.00
Disbursements	Non-Taxable	\$	0.00	
	Taxable		8.50	8.50
			\$	13,822.50
GST	Fees	\$	690.70	
	Disbursements		0.43	691.13
PST (BC)	Fees	\$	966.98	966.98
TOTAL DUE ON ABOVE-NOTED MATTER			\$	15,480.61

McCarthy Tétrault LLP

DocuSigned by:

 0B38D88CABC8430...

Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDNS) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDNS) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDNS) or T9647U (US\$).

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FTI Consulting Canada Inc.
 Re: 1239583 B.C. Ltd.
 207091-576466

Invoice No. 8570110
 Page No. 2

FEE DETAIL			
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<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
05/09/23	ABO	0.20	Email T. Powell filed materials.
06/09/23	ABO	2.10	Emails with T. Powell re file updates; review receivership pleadings; prepare for and attend call with T. Powell and H. Parks; draft overview for J. Choi re hearing; emails D. Urquhart re application materials.
06/09/23	JCL	0.10	Review correspondence from counsel to the receiver.
06/09/23	LWI	0.40	Meeting with Receiver.
08/09/23	CJe	3.00	Prepare for and attend hearing to appoint receiver.
08/09/23	SDZ	0.30	Create e-pleadings court records hyperlinked index; receive receivership order and add to e-pleadings.
08/09/23	ABO	1.00	Correspondence with J. Choi re receivership hearing; emails with D. Urquhart re receivership order; emails with T. Powell re same.
12/09/23	LWI	0.20	Review bill of sale for motorhome.
13/09/23	LWI	0.30	Call with Receiver re various items to be addressed.
13/09/23	ABO	0.70	Prepare for and attend call with T. Powell and H. Parks; review receivership order re bankruptcy question.
18/09/23	ABO	0.30	Prepare letter re appointment of receiver; correspondence with E. Wilson re same.
19/09/23	ABO	0.80	Emails with L. Williams re follow tasks for receivership; arrange call with FTI; email E. Wilson re draft letter; order and review corporate search; review receivership order re bankruptcy powers.
19/09/23	BC	0.10	Conduct BC Corporate Registry search of 1329370 B.C. Ltd.; email to L. Bellantoni.
19/09/23	SDZ	0.30	Create service list for posting on FTI Consulting's website and forward to L. Williams for review.
20/09/23	EWI	1.90	Draft letter re secured creditor realization.
20/09/23	NST	0.10	Attend to correspondence with E. Wilson and confer re basis for commercial reasonableness requirement and provide advice re draft letter to secured party seizing assets.
20/09/23	LWI	0.80	Call with receiver; update call with counsel to NBC.
20/09/23	ABO	0.70	Preapre for and attend aall with FTI re case updates; call with D. Urquhart re same.
21/09/23	JCL	0.20	Discussions with L. Williams re letters to be sent on behalf of the receiver to a related company of the debtor and its employees.
21/09/23	LWI	0.30	Review and revise letters; review vegetable regulations.
21/09/23	EWI	2.40	Draft Letter to Kubota; send and receive email correspondence with L.Williams re the same.

FTI Consulting Canada Inc.
 Re: 1239583 B.C. Ltd.
 207091-576466

Invoice No. 8570110
 Page No. 3

FEE DETAIL			
<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
22/09/23	LWI	0.30	Review of vegetable matters.
22/09/23	EWI	0.20	Revise Letter to Kubota; send and receive email correspondence with T.Powell re the same.
24/09/23	JCL	1.10	Draft letters to seasonal agricultural workers and their employer in connection with receivership.
25/09/23	JCL	0.60	Draft letters to seasonal agricultural workers and their employer in connection with receivership; correspondence with receiver.
25/09/23	LWI	0.30	Prepare letters re receivership.
25/09/23	ABO	0.50	Call with E. Wilson re contacting secured creditor re equipment; discussion with L. Williams re same.
26/09/23	EWI	0.20	Call with Avenue Equipment.
26/09/23	ABO	0.30	Discussions with E. Wilson re communication to Avenue Equipment.
27/09/23	JCL	1.10	Attend call with FTI to discuss current status and next steps re receivership; revise letters to seasonal agricultural workers to reflect comments from FTI; correspondence with FTI.
27/09/23	ABO	1.20	Review and revise draft receiver report; meeting with L. Williams re same.
27/09/23	LWI	0.40	Call with receiver; preparation of materials.
28/09/23	ABO	0.30	Correspondence with E. Wilson re bankruptcy materials.
29/09/23	ABO	0.70	Confer with E. Wilson and L. Williams re application materials; confer with L. Williams re receiver's report.
29/09/23	LWI	0.30	Review and comment on report; update to parties.
30/09/23	ABO	0.30	Emails with L. Williams and counsel to Monitor re case updates.

FEE SUMMARY	
<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	9.10
Campbell, Bonnie	0.10
Choi, Jennifer K.	3.00
Clark, Jenna	3.10
Danielisz, Susan	0.60
Stewart, Nathan	0.10
Williams, Lance	3.30
Wilson, Erinn	4.70
	<u>24.00</u>

FTI Consulting Canada Inc.
Re: 1239583 B.C. Ltd.
207091-576466

Invoice No. 8570110
Page No. 4

DISBURSEMENT DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Amount</u>	<u>Description</u>
19/09/23	BC	8.50	Search Fees - BC OnLine (T) SEARCH 1329370

DISBURSEMENT SUMMARY

<u>Taxable Y/N</u>	<u>Description</u>	<u>Total Cost</u>
Y	Search Fees - BC OnLine (T)	\$ 8.50
	Total Disbursements	<u>\$ 8.50</u>

This is **Exhibit "D"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 10th day of September, 2024.

A handwritten signature in black ink, appearing to read "Angelica Pava". The signature is written in a cursive style with a horizontal line extending from the end of the name.

A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
Suite 2400, 745 Thurlow Street
Vancouver, British Columbia
V6E 0C5
Tel: 604-643-7100
Fax: 604-643-7900

FTI Consulting Canada Inc.
Suite 1450
701 W Georgia St.
Vancouver, BC V7Y 1B6

Invoice No: 8572152
GST/HST Reg. No: 116532839
Date: November 30, 2023

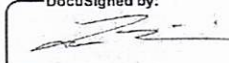
Attention: Tom Powell
Senior Managing Director

FTI Consulting Canada Inc.
Reference: 1239583 B.C. Ltd.
207091-576466

For Professional Services Rendered for the period ending October 31, 2023

OUR FEES			\$	18,219.00
Disbursements	Non-Taxable	\$	0.00	
	Taxable		198.05	198.05
			\$	18,417.05
GST	Fees	\$	910.95	
	Disbursements		9.90	920.85
PST (BC)	Fees	\$	1,275.33	1,275.33
TOTAL DUE ON ABOVE-NOTED MATTER			\$	20,613.23

McCarthy Tétrault LLP

DocuSigned by:

0B38D88CABC8430...

Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
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FTI Consulting Canada Inc.
 Re: 1239583 B.C. Ltd.
 207091-576466

Invoice No. 8572152
 Page No. 2

FEE DETAIL			
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<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
03/10/23	EWI	2.60	Draft NOA and Order regarding Receiver's powers to bankruptcy debtor.
03/10/23	JCL	0.20	Discussions with E. Wilson re: application for assignment into bankruptcy;
04/10/23	SDZ	0.50	Review and revise Notice of Application and draft Order; attend to email correspondence with E. Wilson re same.
04/10/23	ABO	0.20	Call with FTI re case updates.
04/10/23	LWI	1.40	Review and comment on status update; drafting materials for bankruptcy assignment; attend update calls; addressing employment matters.
05/10/23	LWI	0.30	Draft employment letters and correspond regarding same; correspond on other matters.
05/10/23	JCL	0.10	Review correspondence received from client.
06/10/23	LWI	0.50	Update call with Receiver on various status matters.
06/10/23	ABO	0.60	Call with client re case updates.
10/10/23	ABO	4.50	Arrange for filing of bankruptcy materials; review and finalize same; call with D. Urquhart and L. Williams re case updates; draft letters to employees and contractor re payment; call with FTI re same; meeting with D. Plomp re same; meeting with L. Williams re same; emails to L. Williams and J. Clark re same.
10/10/23	LWI	0.60	Update call with counsel to NBC on various matters.
10/10/23	JCL	0.20	Correspondence with A. Bowron re: letters to be issued by the receiver to seasonal agricultural workers.
11/10/23	SDZ	0.20	Forward service list to FTI Consulting for posting on website for 1239583 B.C. Ltd.; update e-pleadings court records.
11/10/23	LWI	0.20	Prepare letters to employees and employer company.
11/10/23	ABO	2.20	Review and revise draft letters to employees; complete RTA notice to terminate tenancy; meeting with L. Williams re same.
12/10/23	ABO	0.50	Email FTI re case updates; review circulated correspondence.
13/10/23	ABO	0.30	Call with FTI re case updates.
13/10/23	LWI	0.60	Call with receiver.
16/10/23	ABO	0.50	Arrange materials in advance of hearing.
16/10/23	SDZ	0.90	Prepare Application Record and Book of Authorities indices for Receiver's October 24th application hearing; retrieve case law and legislation.
17/10/23	ABO	0.40	Review materials prepped for hearing; confer with S. Danielisz re same.

FTI Consulting Canada Inc.
 Re: 1239583 B.C. Ltd.
 207091-576466

Invoice No. 8572152
 Page No. 3

FEE DETAIL

<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
17/10/23	SDZ	0.30	Email correspondence with A. Bowron re contents of Application Record for October 24th hearing; update Application Record index.
19/10/23	SDZ	0.80	Assemble Application Record and Book of Authorities and print court and counsel binders for October 24th hearing.
19/10/23	ABO	0.30	Arrange hearing materials; meeting with S. Danielisz re same.
20/10/23	ABO	0.30	Communicate with S. Danielisz re filing of application record.
20/10/23	SDZ	0.40	Submit Application Record for filing at Supreme Court registry; circulate Application Record index to services list parties; attend to related email correspondence.
23/10/23	ABO	4.80	Preparation for bankruptcy hearing.
24/10/23	LWI	0.40	Calls regarding motorhome and next steps.
24/10/23	SDZ	0.50	Retrieve legislation for hearing before Justice Morley; receive entered copy of Order made by Justice Morley and circulate to service list parties; update e-pleadings court records; attend to related email correspondence.
24/10/23	ABO	7.80	Prepare for and attend bankruptcy assignment hearing; arrange for filing and circulation of order; emails with FTI re updates; call with FTI re same; call with P. Rubin and L. Williams re update on collateral.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	22.40
Clark, Jenna	0.50
Danielisz, Susan	3.60
Williams, Lance	4.00
Wilson, Erinn	2.60
	33.10

DISBURSEMENT DETAIL

<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Amount</u>	<u>Description</u>
22/09/23	LWI	11.05	Postage Postage 1 registered mail
20/10/23	SDZ	1.00	Scanning Danielisz, Sue
20/10/23	SDZ	20.50	Tabs Danielisz, Sue
20/10/23	SDZ	10.00	Binders - Small Danielisz, Sue
20/10/23	SDZ	155.50	Scanning Danielisz, Sue

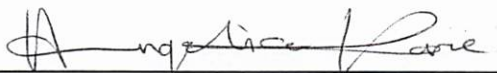
FTI Consulting Canada Inc.
Re: 1239583 B.C. Ltd.
207091-576466

Invoice No. 8572152
Page No. 4

DISBURSEMENT SUMMARY

<u>Taxable Y/N</u>	<u>Description</u>		<u>Total Cost</u>
Y	Postage	\$	11.05
Y	Tabs		20.50
Y	Scanning		156.50
Y	Binders - Small		10.00
	Total Disbursements	\$	198.05

This is **Exhibit "E"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 10th day of September, 2024.

A handwritten signature in cursive script, appearing to read "Angelica Pare", written over a horizontal line.

A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
 Suite 2400, 745 Thurlow Street
 Vancouver, British Columbia
 V6E 0C5
 Tel: 604-643-7100
 Fax: 604-643-7900

FTI Consulting Canada Inc.
 Suite 1450
 701 W Georgia St.
 Vancouver, BC V7Y 1B6

Invoice No: 8573109
 GST/HST Reg. No: 116532839
 Date: December 20, 2023

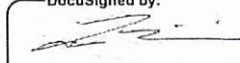
Attention: Tom Powell
 Senior Managing Director

FTI Consulting Canada Inc.
 Reference: 1239583 B.C. Ltd.
 207091-576466

For Professional Services Rendered for the period ending November 30, 2023

OUR FEES			\$	9,524.00
Disbursements	Non-Taxable	\$	10.31	
	Taxable		<u>220.85</u>	<u>231.16</u>
			\$	9,755.16
GST	Fees	\$	476.20	
	Disbursements		<u>11.04</u>	<u>487.24</u>
PST (BC)	Fees	\$	<u>666.68</u>	<u>666.68</u>
TOTAL DUE ON ABOVE-NOTED MATTER			\$	<u>10,909.08</u>

McCarthy Tétrault LLP

DocuSigned by:

 0B38D88CABC8430...

Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDNS) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDNS) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDNS) or T9647U (US\$).

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FTI Consulting Canada Inc.
 Re: 1239583 B.C. Ltd.
 207091-576466

Invoice No. 8573109
 Page No. 2

FEE DETAIL			
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<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> Initials	<u>Hours</u>	<u>Description</u>
02/11/23	LWI	0.30	Attend to security review matters; correspond with counsel to debtors.
02/11/23	TYA	2.10	Discussions with J. Clark regarding security review; commence conducting due diligence and reviewing documents; email to J. Clark regarding same;
02/11/23	JCL	0.40	Attend to matters re: security review; discussions with T. Yard to provide instructions re: security review; review security documents granted by the debtor in favour of National Bank of Canada;
03/11/23	JCL	1.00	Draft reporting email to client re: verbal security review; review search results and loan and security documents granted by debtor in favour of National Bank of Canada; discussions with L. Williams re: verbal security review;
06/11/23	TYA	2.60	Commence preparation of opinion letter; attend to obtaining copy of Tax Certificate and email to J. Clark regarding same;
06/11/23	LWI	0.20	Call with T. Powell.
06/11/23	JCL	0.30	Draft email to client summarizing preliminary findings from review of security documents; correspondence with T. Yard to provide instructions re: security review;
07/11/23	TYA	2.40	Further drafting of security review opinion letter; discussions and email with J. Clark regarding same;
07/11/23	JCL	1.10	Review and provide input on legal opinion re: security review; discussions with T. Yard re: legal opinion;
08/11/23	JCL	0.20	Review and provide input on opinion re: security review; discussions with T. Yard re: security review;
08/11/23	TYA	0.40	Review draft of opinion letter and discussions with J. Clark regarding same; email to L. Williams regarding same;
11/11/23	ABO	0.20	Review forwarded email from T. Powell.
15/11/23	ABO	0.40	Call with FTI and L. Williams re case updates; discussion with L. Williams re letter.
15/11/23	LWI	0.30	Update call with FTI; review correspondence.
20/11/23	LWI	0.90	Call from representative of debtor; review of multiple correspondence and other matters sent to receiver.
20/11/23	ABO	2.20	Draft letter re S. Bath; correspondence with various parties re same; revise letter re comments from L. Williams.
21/11/23	LWI	1.00	Update call with lenders on various matters; update call with FTI; review materials regarding same; prepare letter to counsel for debtors.
21/11/23	ABO	1.00	Revise and finalize letter to Mr. Bath; correspondence with various parties re same.

FTI Consulting Canada Inc.
 Re: 1239583 B.C. Ltd.
 207091-576466

Invoice No. 8573109
 Page No. 3

FEE DETAIL			
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<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
22/11/23	ABO	0.20	Follow up correspondence re enclosures to letter.

FEE SUMMARY	
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<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	4.00
Clark, Jenna	3.00
Williams, Lance	2.70
Yard, Tammy	7.50
	17.20

DISBURSEMENT SUMMARY		
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<u>Taxable Y/N</u>	<u>Description</u>	<u>Total Cost</u>
Y	Court filing - HL Litigation Support - T	\$ 75.00
Y	Court filing - HL Litigation Support - NT	87.00
Y	LTSA Service Charge	1.85
Y	Search Fees - BC OnLine (T)	57.00
N	Filing Fees - LTSA - (NT)	10.31
	Total Disbursements	\$ 231.16

This is **Exhibit "F"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 10th day of September, 2024.

A handwritten signature in cursive script that reads "Angelica Pava". The signature is written in black ink and is positioned above a horizontal line.

A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
Suite 2400, 745 Thurlow Street
Vancouver, British Columbia
V6E 0C5
Tel: 604-643-7100
Fax: 604-643-7900

FTI Consulting Canada Inc.
Suite 1450
701 W Georgia St.
Vancouver, BC V7Y 1B6

Invoice No: 8574358
GST/HST Reg. No: 116532839
Date: December 31, 2023

Attention: Tom Powell
Senior Managing Director

FTI Consulting Canada Inc.
Reference: 1239583 B.C. Ltd.
207091-576466

For Professional Services Rendered for the period ending December 31, 2023

OUR FEES			\$	840.00
Disbursements	Non-Taxable	\$	44.60	
	Taxable		<u>35.60</u>	<u>80.20</u>
			\$	920.20
GST	Fees	\$	42.00	
	Disbursements		<u>1.78</u>	<u>43.78</u>
PST (BC)	Fees	\$	<u>58.80</u>	<u>58.80</u>
TOTAL DUE ON ABOVE-NOTED MATTER			\$	<u>1,022.78</u>

McCarthy Tétrault LLP

DocuSigned by:

0B38D88CABC430...

Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

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Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

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FTI Consulting Canada Inc.
Re: 1239583 B.C. Ltd.
207091-576466

Invoice No. 8574358
Page No. 2

FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
04/12/23	LWI	0.60	Call with receiver; finalise security opinion.I
04/12/23	TYA	0.70	Email from L. Williams; attend to conducting further due diligence searches; email to L. Williams regarding same; discussions with L. Williams regarding same;
04/12/23	JCL	0.10	Attend to matters re: issuance of opinion with respect to security review; discussions with L. Williams regarding same;

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Clark, Jenna	0.10
Williams, Lance	0.60
Yard, Tammy	0.70
	1.40


DISBURSEMENT DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Amount</u>	<u>Description</u>
04/12/23	TYA	14.30	Government Fees - OnCorp (NT) ONCORP ACCT 13436 INV 3134632 1239583 B.C. LTD.EDD Bank Act Sec. 427
04/12/23	TYA	14.30	Government Fees - OnCorp (NT) ONCORP ACCT 13436 INV 3134632 1134759 B.C. LTD.EDD Bank Act Sec. 427
04/12/23	TYA	14.40	Corp Searches - Agent - OnCorp ONCORP ACCT 13436 INV 3134632 1239583 B.C. LTD.EDD Bank Act Sec. 427
04/12/23	TYA	14.40	Corp Searches - Agent - OnCorp ONCORP ACCT 13436 INV 3134632 1134759 B.C. LTD.EDD Bank Act Sec. 427
04/12/23	TYA	16.00	Government Fees - (NT) VENDOR: Mastercard/Banque Nationale du Canada; INVOICE#: 20231215; DATE: 12/15/23 - osb-bsf/gc - t yard
05/12/23	LBU	2.80	Scanning Doumakis, Katerina
05/12/23	LBU	3.50	Scanning Doumakis, Katerina
06/12/23	LBU	0.25	Copies
06/12/23	LBU	0.25	Copies

DISBURSEMENT SUMMARY

<u>Taxable Y/N</u>	<u>Description</u>	<u>Total Cost</u>
Y	Copies	\$ 0.50
N	Government Fees - (NT)	16.00
N	Government Fees - OnCorp (NT)	28.60
Y	Scanning	6.30
Y	Corp Searches - Agent - OnCorp	28.80
	Total Disbursements	\$ 80.20

This is **Exhibit "G"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 10th day of September, 2024.



A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
Suite 2400, 745 Thurlow Street
Vancouver, British Columbia
V6E 0C5
Tel: 604-643-7100
Fax: 604-643-7900

FTI Consulting Canada Inc.
Suite 1450
701 W Georgia St.
Vancouver, BC V7Y 1B6

Invoice No: 8575683
GST/HST Reg. No: 116532839
Date: February 20, 2024

Attention: Tom Powell
Senior Managing Director

FTI Consulting Canada Inc.
Reference: 1239583 B.C. Ltd.
207091-576466

For Professional Services Rendered for the period ending February 16, 2024

OUR FEES			\$	17,818.00
Disbursements	Non-Taxable	\$	0.00	
	Taxable		42.59	42.59
				\$ 17,860.59
GST	Fees	\$	890.90	
	Disbursements		2.13	893.03
PST (BC)	Fees	\$	1,247.26	1,247.26
TOTAL DUE ON ABOVE-NOTED MATTER			\$	<u>20,000.88</u>

McCarthy Tétrault LLP

DocuSigned by:

0B38D88CABCB430...
Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

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Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

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FTI Consulting Canada Inc.
 Re: 1239583 B.C. Ltd.
 207091-576466

Invoice No. 8575683
 Page No. 2

FEE DETAIL			
<u>Date</u>	<u>Timekeeper</u>		
<u>(dd/mm/yy)</u>	<u>Initials</u>	<u>Hours</u>	<u>Description</u>
04/01/24	LWI	0.60	Review of claims and related matters.
04/01/24	ABO	0.90	Review materials received from FTI; call with L. Williams re same; email H. Parks re same.
05/01/24	LWI	0.20	Review letter re residential tenancy matter.
05/01/24	ABO	2.70	Draft letter to residential tenancy board and counsel to 136 re dispute notice; legal research re same; confer with L. Williams re same; finalize letters for sending.
08/01/24	ABO	1.60	Meet with L. Williams re RTB matter; email RTB re dispute; revise letter to 136 re same.
09/01/24	ABO	2.20	Arrange correspondence to RTB and 136; emails with RTB re dispute; research re correspondence from RTB; meet with L. Williams re same.
10/01/24	ABO	2.60	Meet with K. Doumakis re RTB dispute; draft application response re same; email FTI with updates re same; legal research re same.
11/01/24	ABO	1.10	Email T. Powell re summary of RTB dispute; revise materials for RTB; emails with H. Park re same.
12/01/24	ABO	0.50	Draft response to RTB dispute.
14/01/24	ABO	4.00	Draft consent to act for FTI; draft letter to individuals; draft application response for RTB; compile evidence re same; email L. Williams re same; research re same.
14/01/24	LWI	0.10	Review Residential Tenancy Board matters.
15/01/24	LWI	0.40	Review and revise residential tenancy documents.
15/01/24	ABO	6.80	Call with H. Parks re details for RTB application response; draft application response; research re same; correspondence with RTB re same; prepare materials for filing; upload materials to RTB website; email S. Bath re dispute, application materials, and evidence; research for service of materials under RTB rules.
23/01/24	ABO	1.50	Prepare oral submissions for RTB hearing; prepare and file proof of service with RTB.
24/01/24	ABO	1.00	Prepare oral submissions for hearing.
25/01/24	ABO	2.10	Prepare for and attend RTB hearing; email R. Kleebaum re same.
26/01/24	ABO	1.50	Review and respond re contract question from R. Kleebaum; email L. Williams re same.
30/01/24	ABO	0.20	Email L. Williams re RTB matter.

FTI Consulting Canada Inc.
Re: 1239583 B.C. Ltd.
207091-576466

Invoice No. 8575683
Page No. 3


FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	28.70
Williams, Lance	1.30
	<u>30.00</u>

DISBURSEMENT SUMMARY

<u>Taxable Y/N</u>	<u>Description</u>	<u>Total Cost</u>
Y	Courier / Messenger	\$ 42.59
	Total Disbursements	<u>\$ 42.59</u>

This is **Exhibit "H"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 10th day of September, 2024.

A handwritten signature in cursive script that reads "Angelica Pace".

A Commissioner for taking Affidavits
for British Columbia

McCarthy Tétrault LLP
Suite 2400, 745 Thurlow Street
Vancouver, British Columbia
V6E 0C5
Tel: 604-643-7100
Fax: 604-643-7900



FTI Consulting Canada Inc.
Suite 1450
701 W Georgia St.
Vancouver, BC V7Y 1B6

Invoice No: 8577094
GST/HST Reg. No: 116532839
Date: March 21, 2024

Attention: Tom Powell
Senior Managing Director

FTI Consulting Canada Inc.
Reference: 1239583 B.C. Ltd.
207091-576466

For Professional Services Rendered for the period ending February 29, 2024

OUR FEES			\$	363.00
Disbursements	Non-Taxable	\$	0.00	
	Taxable		0.00	0.00
GST	Fees	\$	18.15	
	Disbursements		0.00	18.15
PST (BC)	Fees	\$	25.41	25.41
TOTAL DUE ON ABOVE-NOTED MATTER				\$ 406.56

McCarthy Tétrault LLP

DocuSigned by:

0B38D88CABCB430...
Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

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Re: 1239583 B.C. Ltd.
207091-576466

Invoice No. 8577094
Page No. 2

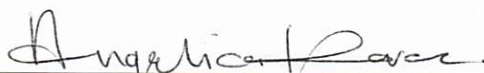
FEE DETAIL

<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
13/02/24	ABO	0.30	Emails with H. Parks re RTB hearing; arrange materials in response to same.
14/02/24	ABO	0.30	Email H. Parks re RTB materials.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	0.60
	<u>0.60</u>

This is **Exhibit "I"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 10th day of September, 2024.

A handwritten signature in cursive script, appearing to read "Angelica Pava", written in black ink.

A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
Suite 2400, 745 Thurlow Street
Vancouver, British Columbia
V6E 0C5
Tel: 604-643-7100
Fax: 604-643-7900

FTI Consulting Canada Inc.
Suite 1450
701 W Georgia St.
Vancouver, BC V7Y 1B6

Invoice No: 8578641
GST/HST Reg. No: 116532839
Date: April 16, 2024

Attention: Tom Powell
Senior Managing Director

FTI Consulting Canada Inc.
Reference: 1239583 B.C. Ltd.
207091-576466

For Professional Services Rendered for the period ending March 31, 2024

OUR FEES			\$	121.00
Disbursements	Non-Taxable	\$	0.00	
	Taxable		<u>0.00</u>	<u>0.00</u>
GST	Fees	\$	6.05	
	Disbursements		<u>0.00</u>	<u>6.05</u>
PST (BC)	Fees	\$	<u>8.47</u>	<u>8.47</u>
	TOTAL DUE ON ABOVE-NOTED MATTER			\$

McCarthy Tétrault LLP

DocuSigned by:

0B38D88CABCB430...
Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer’s name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

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FTI Consulting Canada Inc.
Re: 1239583 B.C. Ltd.
207091-576466

Invoice No. 8578641
Page No. 2

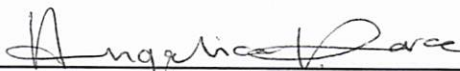
FEE DETAIL

<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
13/03/24	ABO	0.20	Call with T. Powell and H. Parks re file status.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	0.20
	<u>0.20</u>

This is **Exhibit "J"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 10th day of September, 2024.

A handwritten signature in cursive script, appearing to read "Angelica Parce".

A Commissioner for taking Affidavits
for British Columbia

McCarthy Tétrault LLP
Suite 2400, 745 Thurlow Street
Vancouver, British Columbia
V6E 0C5
Tel: 604-643-7100
Fax: 604-643-7900



FTI Consulting Canada Inc.
Suite 1450
701 W Georgia St.
Vancouver, BC V7Y 1B6

Invoice No: 8579614
GST/HST Reg. No: 116532839
Date: May 8, 2024

Attention: Tom Powell
Senior Managing Director

FTI Consulting Canada Inc.
Reference: 1239583 B.C. Ltd.
207091-576466

For Professional Services Rendered for the period ending April 30, 2024

OUR FEES			\$	1,210.00
Disbursements	Non-Taxable	\$	0.00	
	Taxable		0.00	0.00
GST	Fees	\$	60.50	
	Disbursements		0.00	60.50
PST (BC)	Fees	\$	84.70	84.70
TOTAL DUE ON ABOVE-NOTED MATTER				\$ 1,355.20

McCarthy Tétrault LLP

DocuSigned by:

0B38D88CABC430...
Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDNS) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer’s name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDNS) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDNS) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



FTI Consulting Canada Inc.
Re: 1239583 B.C. Ltd.
207091-576466

Invoice No. 8579614
Page No. 2

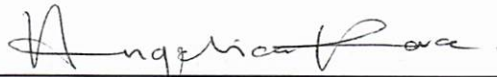
FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> Initials	<u>Hours</u>	<u>Description</u>
17/04/24	ABO	0.50	Prepare for RTB hearing.
18/04/24	ABO	1.00	Prepare for and attend RTB hearing.
19/04/24	ABO	0.30	Review decision from RTB arbitrator; email FTI re same.
26/04/24	ABO	0.20	Emails with H. Parks re farm site notice.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	2.00
	<u>2.00</u>

This is **Exhibit "K"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 10th day of September, 2024.



A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
Suite 2400, 745 Thurlow Street
Vancouver, British Columbia
V6E 0C5
Tel: 604-643-7100
Fax: 604-643-7900

FTI Consulting Canada Inc.
Suite 1450
701 W Georgia St.
Vancouver, BC V7Y 1B6

Invoice No: 8584420
GST/HST Reg. No: 116532839
Date: August 26, 2024

Attention: Tom Powell
Senior Managing Director

FTI Consulting Canada Inc.
Reference: 1239583 B.C. Ltd.
207091-576466

For Professional Services Rendered for the period ending July 31, 2024

OUR FEES			\$	716.50
Disbursements	Non-Taxable	\$	0.00	
	Taxable		0.00	0.00
GST	Fees	\$	35.83	
	Disbursements		0.00	35.83
PST (BC)	Fees	\$	50.16	50.16
TOTAL DUE ON ABOVE-NOTED MATTER				<u>\$ 802.49</u>

McCarthy Tétrault LLP

DocuSigned by:

0B38D88CABC430...

Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

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Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

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Re: 1239583 B.C. Ltd.
207091-576466

Invoice No. 8584420
Page No. 2

FEE DETAIL

<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
18/07/24	AKO	0.60	Review contract of purchase and sale and apply suggested amendments; email and telephone call with R. Kleebaum.
18/07/24	LWI	0.50	Attend to property sale matters.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Kovac, Angelica	0.60
Williams, Lance	0.50
	<u>1.10</u>

This is **Exhibit "L"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 10th day of September, 2024.

A handwritten signature in cursive script, appearing to read "Angelica Pava", written over a horizontal line.

A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
Suite 2400, 745 Thurlow Street
Vancouver, British Columbia
V6E 0C5
Tel: 604-643-7100
Fax: 604-643-7900

FTI Consulting Canada Inc.
Suite 1450
701 W Georgia St.
Vancouver, BC V7Y 1B6

Invoice No: 8585302
GST/HST Reg. No: 116532839
Date: August 31, 2024

Attention: Tom Powell
Senior Managing Director

FTI Consulting Canada Inc.
Reference: 1239583 B.C. Ltd.
207091-576466

For Professional Services Rendered for the period ending August 31, 2024

OUR FEES			\$	2,666.50
Disbursements	Non-Taxable	\$	0.00	
	Taxable		0.00	0.00
GST	Fees	\$	133.33	
	Disbursements		0.00	133.33
PST (BC)	Fees	\$	186.66	186.66
TOTAL DUE ON ABOVE-NOTED MATTER			\$	<u>2,986.49</u>

McCarthy Tétrault LLP

DocuSigned by:

0B38D88CABCB430...

Lance Williams

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Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

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FTI Consulting Canada Inc.
 Re: 1239583 B.C. Ltd.
 207091-576466

Invoice No. 8585302
 Page No. 2

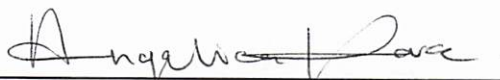
FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
12/08/24	LWI	0.40	Attend to matters re asset sale; review and amend offer.
12/08/24	ABO	0.60	Review sale terms from R. Kleebaum; email M. Hawkins re same; confer with L. Williams re same.
15/08/24	LWI	0.20	Correspond re real estate offer.
20/08/24	ABO	0.20	Emails with R. Kleebaum re case updates.
21/08/24	ABO	0.20	Call with FTI re case updates.
21/08/24	LWI	0.50	Update call re status; review of required materials.
30/08/24	ABO	1.50	Prepare sale approval application materials; meet with A. Kovac re same; email client re same.
30/08/24	AKO	0.50	Confer with L. Williams re instructions to prepare application for sale approval, distribution and discharge; confer with A. Bowron re documents required for application and file history.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	2.50
Kovac, Angelica	0.50
Williams, Lance	1.10
	4.10

This is **Exhibit "M"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 10th day of September, 2024.

A handwritten signature in cursive script, appearing to read "Angelina Rose", written over a horizontal line.

A Commissioner for taking Affidavits
for British Columbia



Lance Williams

Partner

Vancouver

lwilliams@mccarthy.ca

t. 604-643-7154

Bar Admission

Alberta 2007
Saskatchewan 2007
British Columbia 2008
Yukon 2015

Law School

University of Saskatchewan
York University

Industries

Banking & Financial Services
Cannabis
Global Metals & Mining
Oil & Gas
Retail & Consumer Markets (RCM)
Technology & Communications

Practices

Bankruptcy & Restructuring
Distressed Transactions
Construction
Intellectual Property
Real Estate

With experience crafting bespoke arrangements in complex bankruptcy and insolvency mandates, Lance turns restructuring into an opportunity for businesses to chart a new course.

Lance is a partner in our Bankruptcy and Restructuring group, providing clients with creative advice on complex insolvency and corporate finance matters, as well as innovative solutions to intricate restructuring issues. As a member of the British Columbia, Alberta, Saskatchewan and Yukon bars, he is uniquely situated to steer clients through cross-jurisdictional issues, possessing expertise in debt restructuring, corporate reorganizations, plans of arrangement, loan workouts, fraudulent preference actions, foreclosures, bankruptcies, and receiverships. He frequently guides companies and stakeholders through proceedings under the *Companies' Creditors Arrangement Act* and the *Bankruptcy and Insolvency Act*, acting for trustees, debtors, directors and creditors.

With experience in a diverse range of industries, Lance has advised clients operating in the technology, mining, cannabis, real estate and forestry sectors.

Lance also provides strategic advice in corporate and commercial finance, advising borrowers and lenders on domestic and multi-jurisdictional loans. Clients have included borrowers, private lenders, financial institutions, mezzanine lenders and distressed lenders on asset-backed loans, real estate financing, acquisition financing, debtor-in-possession (DIP) financing and syndicated loans. This interdisciplinary toolkit gives him unique insight into negotiations and allows him to provide consistent, nuanced, and strategic advice on clients' most novel challenges.

Recent Transactions

Transactions and matters representative of Lance's experience and skill include acting as counsel to:

Insolvency

Lance Williams

Partner

Vancouver

lwilliams@mccarthy.ca

t. 604-643-7154

- the court-appointed Monitor in the *Companies' Creditors Arrangement Act* proceedings of Mountain Equipment Co-op
- the senior secured creditor and lessor in the receivership and bankruptcy of Yukon Zinc Corporation, a zinc mine in Yukon
- a NYSE-listed international technology company in its acquisition of a distressed fitness wearables company
- a licenced cannabis producer in its restructuring under the *Companies' Creditors Arrangement Act*
- the court-appointed Monitor in the restructuring of the Ascent group of companies, Canada's first cannabis restructuring under the *Companies' Creditors Arrangement Act*
- Arthon Group of companies, including a construction company, a coal mine, and an aggregate mine in their successful restructuring under the *Companies' Creditors Arrangement Act*
- a custom footwear technology company in its restructuring and recapitalization under the *Bankruptcy and Insolvency 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

Finance

- the bond trustee on a nearly \$300 million bond issuance to a copper mining group
- the syndicate lead in a \$100 million credit facility to a nationwide private mortgage lender
- a Schedule I chartered bank on numerous large construction projects by a prominent construction company
- a Schedule I chartered bank on credit facilities to a national private lender
- a Schedule I chartered bank on credit facilities to a multi-national forestry company

Lance Williams

Partner

Vancouver

lwilliams@mccarthy.ca

t. 604-643-7154

Lance is a member in several leading professional bodies working in financial restructuring and insolvency, including the Insolvency Institute of Canada, the INSOL, the International Insolvency Institute, and the Turnaround Management Association. He frequently contributes as a lecturer for the Continuing Legal Education Society of British Columbia, and previously taught insolvency law as an adjunct professor at the University of British Columbia.

Lance received a Bachelor of Commerce with Distinction from the University of Alberta in 2004 and his law degree from the University of Saskatchewan in 2006. He completed a Masters of Laws (LL.M) in 2016 at York University's Osgoode Hall Law School. He was called to the Alberta and Saskatchewan bars in 2007, the British Columbia bar in 2008 and the Yukon bar in 2015, and he is a member of those provinces respective law societies.

Publications & Insights

- Yukon Court of Appeal Clarifies Environmental Security and Third-Party Property Rights in Receivership Proceedings, (2021)
- Caught in the Rye: The Canada Grain Act, Security, Title and Insolvency Proceedings, Annual Review of Insolvency Law, (2020)
- To Vest, or Not to Vest? Royalties and the Court's Power to Extinguish Third-party Interests in Land Through a Vesting Order, (2019)
- Re-ordering Priorities: A Review of Recent Jurisprudence Regarding the Categorization of Debt vs. Equity and Equitable Subordination, Insolvency Institute of Canada, (2019)
- Substance Over Form? A Review of the Evolving Practice of Approving the Fees of Court Officers, Annual Review of Insolvency Law, (2016)
- Is That My Receivable? Annual Review of Insolvency Law, (2016)
- TLC The Land Conservancy of Canada: The Evolution of the Role of "Other" Interests in Companies' Creditors Arrangement Act Proceedings, Annual Review of Insolvency Law, (2015)
- New Developments in Receivership Law: A Survey, Insolvency Institute of Canada, (2012)

Lance Williams

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t. 604-643-7154

Awards & Rankings

Chambers Global

Leading Lawyer: Restructuring/Insolvency - Canada

Chambers Canada

Leading Lawyer: Restructuring/Insolvency

Canadian Legal Lexpert Directory

Leading Lawyer: Insolvency & Financial Restructuring – Insolvency Litigation;
Insolvency & Financial Restructuring - Financial Restructuring

IFLR1000

Restructuring & Insolvency

Lexpert Guide to the Leading US/Canada Cross-Border Corporate Lawyers in Canada - 2017

Lawyer to Watch

Lexpert Special Edition: Litigation

Leading Lawyer

Lexpert Rising Stars

Canada's Leading Lawyers Under 40

Best Lawyers in Canada

Leading Lawyer: Insolvency and Financial Restructuring Law, Banking and
Finance Law, Real Estate Law

Best Lawyers in Canada - 2023 and 2024

Lawyer of the Year: Insolvency and Restructuring Law

INSOL Fellowship - 2024

Global Insolvency Practice Course Graduate

Lance Williams

Partner

Vancouver

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t. 604-643-7154

Recent Experience

- **KfW IPEX-Bank GmbH acts as syndicate lead in Nevada Copper et al.'s CCAA proceedings**
June 21, 2024
- **Corby Spirit and Wine and Ace Beverage Group acquire Nude Beverage Ready to Drink Brand and Assets**
May 13, 2024
- **ElectraMeccanica Vehicles Corp is acquired by Xos, Inc.**
March 26, 2024
- **Otsuka Pharmaceutical acquires Mindset Pharma for C\$80M**
October 26, 2023

Recent Insights

- **Private Equity Outlook 2023 - Top Ten Takeaways**
February 24, 2023
- **On Target: 2023 Private Equity Outlook**
January 10, 2023
- **Mining in the Courts, Vol. XII**
April 5, 2022

Events

- **Private Equity Outlook Webinar**
February 14, 2023