

Clerk's Stamp

COURT FILE NO. 2001-05482

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANTS IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, RSC 1985, c C-36, as amended
AND IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF JMB CRUSHING SYSTEMS INC. and 2161889 ALBERTA LTD.

DOCUMENT **AFFIDAVIT**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **Gowling WLG (Canada) LLP**
1600, 421 – 7th Avenue SW
Calgary, AB T2P 4K9
Attn: **Tom Cumming/Caireen E. Hanert/Alex Matthews**
Phone: 403.298.1938/403.298.1992/403.298.1018
Fax: 403.263.9193
File No.: A163514

AFFIDAVIT OF JEFF BUCK
sworn May 8, 2020

I, **JEFF BUCK**, of the City of Edmonton, in the Province of Alberta, **MAKE OATH AND SAY THAT:**

1. I am the President and Chief Executive Officer of the Applicant JMB Crushing Systems Inc. ("**JMB**") and a director of the Applicant 2161889 Alberta Ltd. ("**216**") and have personal knowledge of the matters herein deposed to, except where stated to be based upon information and belief, in which case I verily believe same to be true.
2. In preparing this Affidavit, I consulted with the Applicants' management team and advisors and reviewed relevant documents and information concerning the Applicants' operations, financial affairs and restructuring activities.



3. I am authorized to swear this Affidavit as corporate representative of the Applicants.
4. On April 16, 2020, I swore an Affidavit in this Action (the “**First Affidavit**”). On April 30, 2020, I swore a Supplemental Affidavit in this Action (the “**Supplemental Affidavit**”).
5. All capitalized terms that are used but not defined herein are intended to bear their meanings as defined in the order of the Honourable Madam Justice K.M. Eidsvik granted in the within proceedings on May 1, 2020 (the “**Initial Order**”) pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”).
6. All references to dollar amounts contained herein are to Canadian Dollars unless otherwise stated.
7. This Affidavit is sworn in support of the Applicants’ application for an Order amending and restating the Initial Order including, without limitation:
 - (a) extending the Stay Period up to and including July 31, 2020, or such further and other date as determined by this Honourable Court;
 - (b) declaring that the maximum aggregate amount available from time to time under the Facilities shall be \$900,000;
 - (c) declaring that Sequeira Partners shall be appointed as the Sale Advisor to carry out the SISF in cooperation with the Applicants and the Monitor;
 - (d) authorizing the Applicants to remain in possession and control of their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (the “**Property**”) and to continue to carry on business in a manner consistent with the preservation of its business (the “**Business**”) and Property
 - (e) entitling the Applicants to make payment of all obligations owing in respect of employee wages and benefits;



- (f) entitling the Applicants to pay reasonable expenses incurred by them in operating the Business in the ordinary course, including making payment of obligations owing in respect of goods and services supplied to JMB prior to the date of the Initial Order to the extent permitted by the Initial Order;
- (g) preventing any Person from accelerating performance of any rights in respect of the Applicants, except with the written consent of the relevant Applicant and the Monitor, or leave of the Court;
- (h) restraining any Person from interfering with the supply of goods or services to any of the Applicants;
- (i) staying all proceedings and remedies taken or that might be taken in respect of claims against the directors or officers of the Applicants that relate to liability of such Persons in their capacity as directors or officers of the Applicants, except as otherwise set forth in the Amended and Restated Initial Order or otherwise permitted by law;
- (j) providing enhanced powers to the Monitor;
- (k) authorizing the Applicants to pay all reasonable fees and disbursements of their counsel, the Monitor and the Monitor's counsel;
- (l) granting the following charges on the Applicants' Property in priority to all other charges
 - i. a charge in favour of the Monitor, its counsel, and the Applicants' counsel in respect of their fees and disbursements;
 - ii. a charge in favour of the interim lenders to the Applicants; and
 - iii. a charge in favour of the directors and officers of the Applicants; and
- (m) such further and other relief as the Applicants may request and this Honourable Court may grant.



8. This Affidavit is also sworn in support of the Applicants' application for an Order, *inter alia*:
- (a) directing the Municipal District of Bonnyville No. 87 ("**Bonnyville**") and EllisDon Industrial Inc. ("**EllisDon**") to remit amounts owing to JMB to the Monitor;
 - (b) directing the Monitor, upon confirmation of the validity and quantum of certain lien claims made against projects owned or managed by Bonnyville or EllisDon pursuant to the *Builders' Lien Act*, RSA 2000, c B-7, as amended (the "**BLA**"), to pay the validated amount to the lien claimant in exchange for the discharge of each lien; and
 - (c) providing that, if a lien claimant is unwilling to discharge the lien in exchange for payment, the Monitor shall have leave to apply to the Court for an Order discharging the lien upon confirming the payment of validated amount to the lien claimant.

UPDATE AND ACTIONS TAKEN SINCE THE INTIAL APPLICATION

9. As detailed in my First Affidavit, the Applicants sought and obtained CCAA protection on May 1, 2020 due to a need to obtain additional time to investigate, evaluate and consider possible financing and restructuring processes for the Business. A stay of proceedings was granted up to and including May 11, 2020 in respect of the Applicants and their Business, Property, and directors and officers.
10. Since the granting of the Initial Order, the Applicants, with the oversight and assistance of the Monitor, have been working diligently to maintain the stability of their Business, continue discussions with their senior secured lenders and reduce operating costs and defer expenditures where possible. In particular, the Applicants:
- (a) negotiated the terms of an engagement letter with Sequeira Partners ("**Sequeira**") pursuant to which Sequeira will, among other things, advise and assist the Monitor in implementing the sale, re-capitalization and investment solicitation process ("**SISP**"), provide the Monitor with financial advice and analysis with respect to

- any potential transaction in the SISP, and advise and assist the Monitor evaluate and respond to any transaction proposal received in the SISP;
- (b) worked with the Monitor to begin implementing the SISP authorized by the Initial Order, including preparing a data room;
 - (c) notified suppliers, customers, employees and other stakeholders, in consultation with the Monitor, of these CCAA proceedings and responded to inquiries related to these CCAA proceedings, the Applicants' business during these CCAA proceedings, payment of pre-filing amounts and amounts accruing during these CCAA proceedings, and various other issues;
 - (d) in consultation with the Monitor, developed a process for paying certain lien claim amounts registered or to be registered against projects the Applicants have performed work on, which will allow the Applicants to collect amounts owing to them by those project owners;
 - (e) in consultation with the Monitor, reviewed the cost-effectiveness of current and future projects secured by the Applicants to ensure an increased likelihood of profitability; and
 - (f) in consultation with the Monitor, reviewed their forecasted operating costs and expenses to reduce unnecessary capital and operational expenditures and conserve capital during these CCAA proceedings.

AMENDED AND RESTATED INITIAL ORDER

11. The proposed Amended and Restated Initial Order provides for certain amendments to the Initial Order, namely: (a) the appointment of Sequeira as the Sale Advisor; (b) the increase of the Interim Financing available to the Applicants to \$900,000, the aggregate maximum amount available to the Applicants under the Facilities; and (c) the extension of the Stay Period to July 31, 2020.



12. By way of a separate application, the Applicants seek to have the process that has been developed in consultation with the Monitor for paying certain lien claim amounts approved by this Court. This relief is addressed below.

Appointment of Sale Advisor

13. The Applicants, in consultation with the Monitor, have negotiated the terms of an engagement letter with Sequeira (the “**Sale Advisor Engagement Letter**”) to set out the terms on which Sequeira will assist the Applicants in the implantation and carrying out of the SISP. A copy of the Sale Advisor Engagement Letter is attached as Exhibit 1 to the Confidential Affidavit of Jeff Buck, sworn May 8, 2020.
14. Pursuant to the Sale Advisor Engagement Letter, the Applicants agreed to pay the Sale Advisor certain fees, including monthly work fees as well as a transaction fee payable upon the completion of a transaction under the SISP. The specific terms of the Sale Advisor Engagement Letter are commercially sensitive and the Applicants are seeking to have the Confidential Affidavit of Jeff Buck sealed.

Increase to Maximum Limit for Interim Financing

15. Although the aggregate maximum amount available to the Applicants under the Facilities is \$900,000, it was initially limited to \$500,000 for the initial 10-day stay period, which was the amount the Applicants expected to require to support their operations during that period.
16. The Applicants have worked in consultation with the Monitor to develop adjusted cash flow forecasts. I understand that these cash flows will be appended to the Monitor’s report to the Court.
17. From these consultations and the review of the Cash Flows, it is apparent that the Applicants will need to be able to access the maximum amount available to them under the Facilities to successfully stabilize their Business and carry out the SISP during the course of these CCAA proceedings.



Extension of the Stay Period

18. The Applicants seek an extension of the Stay Period up to and including July 31, 2020, or such further and other date as this Honourable Court may consider appropriate. The proposed extension of the Stay Period will provide the Applicants with additional time to stabilize their Business and conduct their continued restructuring efforts.
19. The proposed extension of the Stay Period will also provide the Applicants with time to implement and conduct the SISP in consultation with the Monitor. The Applicants anticipate that the additional time provided by the proposed extension may increase the likelihood of completing a transaction under the SISP that maximizes the value of the Applicants' Business for the benefit of the Applicants and their stakeholders as the economic effects of COVID-19 begin to subside.

BUILDERS' LIEN ORDER

20. As part of its Business, JMB has engaged subcontractors (the "**Subcontractors**") to perform certain services in respect of projects owned or managed by Bonnyville and EllisDon (the "**Projects**"). Due to the Applicants' financial difficulties, as detailed in my First Affidavit, JMB was unable to make payment in full to the Subcontractors for the services they performed.
21. As a result of this non-payment, a number of the Subcontractors have registered liens under the *Builders' Lien Act*, RSA 2000, c B-7 against the Projects (the "**Liens**"). Copies of the Certificates of Title for the Projects against which the Liens have been registered are attached as **Exhibit "A"**.
22. Both Bonnyville and EllisDon have advised JMB that they will not pay any amounts owing to JMB until the Liens registered against the Projects have been discharged.
23. JMB does not have the liquidity to pay the accounts payable to the Subcontractors to effect a discharge of the Liens without first being paid the accounts receivable from Bonnyville and EllisDon. In light of this, JMB, in consultation with the Monitor, has proposed a process whereby:

THIS IS EXHIBIT "A" REFERRED TO IN
THE SECOND AFFIDAVIT OF JEFF BUCK
SWORN BEFORE ME
THIS 8TH DAY OF MAY, 2020

A Commissioner of Oaths and Notary Public
in and for the Province of Alberta





LAND TITLE CERTIFICATE

S
LINC SHORT LEGAL TITLE NUMBER
0021 117 742 4;22;56;11;NE 162 224 619

LEGAL DESCRIPTION

MERIDIAN 4 RANGE 22 TOWNSHIP 56
SECTION 11
ALL THAT PORTION OF THE NORTH EAST QUARTER
WHICH LIES SOUTH OF A LINE DRAWN THROUGHOUT AND AT RIGHT ANGLES TO THE
EAST BOUNDARY 407.4 METRES SOUTHERLY FROM THE NORTH EAST CORNER THEREOF;
CONTAINING 32.0 HECTARES (79 ACRES) MORE OR LESS.
EXCEPTING THEREOUT ALL MINES AND MINERALS

ESTATE: FEE SIMPLE

MUNICIPALITY: STURGEON COUNTY

REFERENCE NUMBER: 062 220 464

REGISTERED OWNER(S)				
REGISTRATION	DATE (DMY)	DOCUMENT TYPE	VALUE	CONSIDERATION
162 224 619	17/08/2016	TRANSFER OF LAND	\$3,350,500	\$3,350,500

OWNERS

1598313 ALBERTA LTD.
OF 4000, 585-8 AVENUE SW
CALGARY
ALBERTA T2P 1G1

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
202 093 308	29/04/2020	BUILDER'S LIEN LIENOR - 1577248 ALBERTA LTD. C/O MILLER THOMSON LLP ATTN: PAUL RYZUK 2700-10155 102 STREET EDMONTON

(CONTINUED)

A handwritten signature in the bottom right corner of the page.

ENCUMBRANCES, LIENS & INTERESTS

PAGE 2
162 224 619

REGISTRATION
NUMBER DATE (D/M/Y) PARTICULARS

ALBERTA T5J4G8
AGENT - BALRAJ SINGH BASSI
AMOUNT: \$58,609

202 093 341 29/04/2020 BUILDER'S LIEN
LIENOR - AZAD TRUCKING LTD.
C/O MILLER THOMSON LLP
2700-10155 102 ST
EDMONTON
ATTN: PAUL RYZUK
ALBERTA T5J4G8
AMOUNT: \$34,787

202 093 377 29/04/2020 BUILDER'S LIEN
LIENOR - AZAD TRANSPORT LTD.
C/O MILLER THOMSON LLP
ATTN: PAUL RYZUK
2700-10155-102 STREET
EDMONTON
ALBERTA T5J4G8
AGENT - DALJIT RALL
AMOUNT: \$114,343

TOTAL INSTRUMENTS: 003

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN
ACCURATE REPRODUCTION OF THE CERTIFICATE OF
TITLE REPRESENTED HEREIN THIS 4 DAY OF MAY,
2020 AT 09:53 A.M.

ORDER NUMBER: 39254661

CUSTOMER FILE NUMBER: 65329-6



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED
FOR THE SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER,
SUBJECT TO WHAT IS SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM
INCLUDING THIS UNMODIFIED PRODUCT IN ANY REPORT, OPINION,
APPRAISAL OR OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS
PART OF THE ORIGINAL PURCHASER APPLYING PROFESSIONAL, CONSULTING
OR TECHNICAL EXPERTISE FOR THE BENEFIT OF CLIENT(S).

A handwritten signature or set of initials in the bottom right corner of the page.



LAND TITLE CERTIFICATE

S			TITLE NUMBER
LINC	SHORT LEGAL		162 224 632
0030 819 635	4;22;56;12;NW		
0030 819 643	4;22;56;12;NE		

LEGAL DESCRIPTION

FIRST

MERIDIAN 4 RANGE 22 TOWNSHIP 56
SECTION 12

THE NORTH WEST QUARTER

CONTAINING 64.7 HECTARES (160 ACRE) MORE OR LESS

EXCEPTING THEREOUT: HECTARES (ACRES) MORE OR LESS

A) PLAN 5345NY - ROAD	0.813	2.01
B) PLAN 0426682 - ROAD	0.394	0.97

EXCEPTING THEREOUT ALL MINES AND MINERALS

SECOND

MERIDIAN 4 RANGE 22 TOWNSHIP 56
SECTION 12

THE NORTH EAST QUARTER

CONTAINING 64.7 HECTARES (160 ACRES) MORE OR LESS

EXCEPTING THEREOUT: HECTARES (ACRES) MORE OR LESS

A) PLAN 5345NY - ROAD	0.813	2.01
B) PLAN 9020063 - ROAD	2.01	4.97
C) PLAN 0426682 - ROAD	0.230	0.57

EXCEPTING THEREOUT ALL MINES AND MINERALS

ESTATE: FEE SIMPLE

MUNICIPALITY: STURGEON COUNTY

REFERENCE NUMBER: 062 237 723

REGISTERED OWNER(S)				
REGISTRATION	DATE (DMY)	DOCUMENT TYPE	VALUE	CONSIDERATION
162 224 632	17/08/2016	TRANSFER OF LAND	\$7,706,600	\$7,706,600

OWNERS


1598313 ALBERTA LTD.
OF 4000, 585-8 AVENUE SW
CALGARY

ALBERTA T2P 1G1

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
782 288 730	14/12/1978	CAVEAT RE : EASEMENT CAVEATOR - PEMBINA NGL CORPORATION. C/O PEMBINA PIPELINE CORPORATION #4000, 585-8TH AVE SW CALGARY ALBERTA T2P1G1 (DATA UPDATED BY: CHANGE OF NAME 952038160) (DATA UPDATED BY: TRANSFER OF CAVEAT 192261989)
902 162 250	05/06/1990	UTILITY RIGHT OF WAY GRANTEE - THE MUNICIPAL DISTRICT OF STURGEON NO. 90. MORINVILLE ALBERTA AFFECTED LAND: 4;22;56;12;NE AS TO PORTION OR PLAN:9021567
092 212 887	26/06/2009	UTILITY RIGHT OF WAY GRANTEE - CORONADO GAS CO-OP LTD. AS TO PORTION OR PLAN:0840153
092 309 288	01/09/2009	UTILITY RIGHT OF WAY GRANTEE - ATCO GAS AND PIPELINES LTD. AFFECTED LAND: 4;22;56;12;NE AS TO PORTION OR PLAN:0924404
092 309 317	01/09/2009	UTILITY RIGHT OF WAY GRANTEE - ATCO GAS AND PIPELINES LTD. AS TO PORTION OR PLAN:0924292
102 336 614	23/09/2010	CAVEAT RE : LEASE INTEREST UNDER 20 ACRES CAVEATOR - AIR PRODUCTS CANADA LTD. 12600 NORTHBROUGH DRIVE, SUITE 196 HOUSTON, TEXAS 77067 USA AGENT - PROGRESS LAND SERVICES LTD. AFFECTED LAND: 4;22;56;12;NE
102 337 235	23/09/2010	UTILITY RIGHT OF WAY GRANTEE - AIR PRODUCTS CANADA LTD. AFFECTED LAND: 4;22;56;12;NE

(CONTINUED)



ENCUMBRANCES, LIENS & INTERESTS

PAGE 3
162 224 632

REGISTRATION

NUMBER	DATE (D/M/Y)	PARTICULARS
102 366 717	18/10/2010	CAVEAT RE : UTILITY RIGHT OF WAY CAVEATOR - NORTH WEST REDWATER HOLDINGS CORP. C/O SUN LIFE PLAZA NORTH TOWER 2800, 140-4TH AVENUE SW CALGARY ALBERTA T2P3N3 AFFECTED LAND: 4;22;56;12;NW (DATA UPDATED BY: TRANSFER OF CAVEAT 142056018) (DATA UPDATED BY: TRANSFER OF CAVEAT 152048106)
112 167 231	06/06/2011	UTILITY RIGHT OF WAY GRANTEE - INTER PIPELINE OFFGAS LTD. ATTEN: SURFACE LAND DEPT SUITE 3200 215-2ND ST SW CALGARY ALBERTA T2P1M4 AFFECTED LAND: 4;22;56;12;NW (DATA UPDATED BY: CHANGE OF NAME 142021038) (DATA UPDATED BY: CHANGE OF ADDRESS 162050048) (DATA UPDATED BY: TRANSFER OF UTILITY RIGHT OF WAY 162320584)
122 064 654	01/03/2012	DISCHARGE OF UTILITY RIGHT OF WAY 102337235 PARTIAL EXCEPT PLAN/PORTION: 1220497
142 003 340	06/01/2014	DISCHARGE OF UTILITY RIGHT OF WAY 112167231 PARTIAL EXCEPT PLAN/PORTION: 1323724
142 023 111	20/01/2014	CAVEAT RE : UTILITY RIGHT OF WAY CAVEATOR - STURGEON COUNTY. 9613-100 STREET, MORINVILLE ALBERTA T8R1L9 AGENT - KELSEY BECKER BROOKES
142 026 781	23/01/2014	CAVEAT RE : RIGHT OF WAY AGREEMENT CAVEATOR - STURGEON COUNTY. 9613-100 STREET, MORINVILLE ALBERTA T8R1L9 AGENT - KELSEY BECKER BROOKES
162 201 007	26/07/2016	CAVEAT RE : LEASE INTEREST UNDER 20 ACRES

(CONTINUED)

ENCUMBRANCES, LIENS & INTERESTS

PAGE 4
162 224 632

REGISTRATION

NUMBER	DATE (D/M/Y)	PARTICULARS
		CAVEATOR - ATCO GAS AND PIPELINES LTD. 7210 42 STREET EDMONTON ALBERTA T6B3H1
202 093 308	29/04/2020	BUILDER'S LIEN LIENOR - 1577248 ALBERTA LTD. C/O MILLER THOMSON LLP ATTN: PAUL RYZUK 2700-10155 102 STREET EDMONTON ALBERTA T5J4G8 AGENT - BALRAJ SINGH BASSI AMOUNT: \$58,609
202 093 341	29/04/2020	BUILDER'S LIEN LIENOR - AZAD TRUCKING LTD. C/O MILLER THOMSON LLP 2700-10155 102 ST EDMONTON ATTN: PAUL RYZUK ALBERTA T5J4G8 AMOUNT: \$34,787
202 093 377	29/04/2020	BUILDER'S LIEN LIENOR - AZAD TRANSPORT LTD. C/O MILLER THOMSON LLP ATTN: PAUL RYZUK 2700-10155-102 STREET EDMONTON ALBERTA T5J4G8 AGENT - DALJIT RALL AMOUNT: \$114,343
202 098 051	05/05/2020	BUILDER'S LIEN LIENOR - MATT SILVER TRUCKING LTD. PO BOX 4844 BONNYVILLE ALBERTA T9N0H2 AGENT - PRIORITY CREDIT MANAGEMENT CORP. AMOUNT: \$33,968 AFFECTED LAND: 4;22;56;12;NW

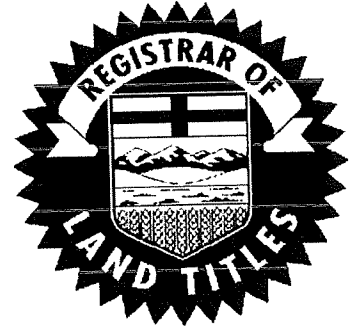
TOTAL INSTRUMENTS: 018

(CONTINUED)

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN
ACCURATE REPRODUCTION OF THE CERTIFICATE OF
TITLE REPRESENTED HEREIN THIS 8 DAY OF MAY,
2020 AT 02:21 P.M.

ORDER NUMBER: 39287289

CUSTOMER FILE NUMBER: 65329-6



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED
FOR THE SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER,
SUBJECT TO WHAT IS SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM
INCLUDING THIS UNMODIFIED PRODUCT IN ANY REPORT, OPINION,
APPRAISAL OR OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS
PART OF THE ORIGINAL PURCHASER APPLYING PROFESSIONAL, CONSULTING
OR TECHNICAL EXPERTISE FOR THE BENEFIT OF CLIENT(S).

B



LAND TITLE CERTIFICATE

S LINC SHORT LEGAL TITLE NUMBER
0030 819 684 4;22;56;11;NE 162 224 620

LEGAL DESCRIPTION

MERIDIAN 4 RANGE 22 TOWNSHIP 56 SECTION 11 ALL THAT PORTION OF THE NORTH EAST QUARTER WHICH LIES NORTH OF A LINE DRAWN THROUGHOUT AND AT RIGHT ANGLES TO THE EAST BOUNDARY 407.4 METRES SOUTHERLY FROM THE NORTH EAST CORNER THEREOF; CONTAINING 32.8 HECTARES (81 ACRES) MORE OR LESS. EXCEPTING THEREOUT:

Table with 4 columns: Description, HECTARES, (ACRES), MORE OR LESS. Rows include A) PLAN 5345NY - ROAD and B) PLAN 0426682 - ROAD.

ESTATE: FEE SIMPLE

MUNICIPALITY: STURGEON COUNTY

REFERENCE NUMBER: 062 211 650

Table with 5 columns: REGISTRATION, DATE (DMY), REGISTERED OWNER(S) DOCUMENT TYPE, VALUE, CONSIDERATION. Row: 162 224 620 17/08/2016 TRANSFER OF LAND \$1,565,100 \$1,565,100

OWNERS

1598313 ALBERTA LTD. OF 4000, 585-8 AVENUE SW CALGARY ALBERTA T2P 1G1

ENCUMBRANCES, LIENS & INTERESTS

Table with 3 columns: REGISTRATION NUMBER, DATE (D/M/Y), PARTICULARS. Row: 092 309 317 01/09/2009 UTILITY RIGHT OF WAY GRANTEE - ATCO GAS AND PIPELINES LTD.

Handwritten signature

ENCUMBRANCES, LIENS & INTERESTS

PAGE 2
162 224 620

REGISTRATION
NUMBER DATE (D/M/Y) PARTICULARS

AS TO PORTION OR PLAN:0924292

192 275 553 14/11/2019 UTILITY RIGHT OF WAY
GRANTEE - TELUS COMMUNICATIONS INC.

202 093 308 29/04/2020 BUILDER'S LIEN
LIENOR - 1577248 ALBERTA LTD.
C/O MILLER THOMSON LLP
ATTN: PAUL RYZUK
2700-10155 102 STREET
EDMONTON
ALBERTA T5J4G8
AGENT - BALRAJ SINGH BASSI
AMOUNT: \$58,609

202 093 341 29/04/2020 BUILDER'S LIEN
LIENOR - AZAD TRUCKING LTD.
C/O MILLER THOMSON LLP
2700-10155 102 ST
EDMONTON
ATTN: PAUL RYZUK
ALBERTA T5J4G8
AMOUNT: \$34,787

202 093 377 29/04/2020 BUILDER'S LIEN
LIENOR - AZAD TRANSPORT LTD.
C/O MILLER THOMSON LLP
ATTN: PAUL RYZUK
2700-10155-102 STREET
EDMONTON
ALBERTA T5J4G8
AGENT - DALJIT RALL
AMOUNT: \$114,343

TOTAL INSTRUMENTS: 005

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN
ACCURATE REPRODUCTION OF THE CERTIFICATE OF
TITLE REPRESENTED HEREIN THIS 8 DAY OF MAY,
2020 AT 03:31 P.M.

ORDER NUMBER: 39288044

CUSTOMER FILE NUMBER:



END OF CERTIFICATE

(CONTINUED)

Handwritten signature

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM INCLUDING THIS UNMODIFIED PRODUCT IN ANY REPORT, OPINION, APPRAISAL OR OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR THE BENEFIT OF CLIENT(S).





LAND TITLE CERTIFICATE

S LINC SHORT LEGAL TITLE NUMBER
0034 014 175 4;5;61;19;NE 122 412 899

LEGAL DESCRIPTION

MERIDIAN 4 RANGE 5 TOWNSHIP 61 SECTION 19

QUARTER NORTH EAST

CONTAINING 64.7 HECTARES (160 ACRES) MORE OR LESS

EXCEPTING THEREOUT: HECTARES (ACRES) MORE OR LESS

- A) PLAN 8622670 ROAD 0.416 1.03
B) PLAN 0023231 DESCRIPTIVE 2.02 4.99
C) PLAN 0928625 SUBDIVISION 20.22 49.96

EXCEPTING THEREOUT ALL MINES AND MINERALS

ESTATE: FEE SIMPLE

MUNICIPALITY: MUNICIPAL DISTRICT OF BONNYVILLE NO. 87

REFERENCE NUMBER: 092 310 481 +1

Table with 5 columns: REGISTRATION, DATE (DMY), REGISTERED OWNER(S) DOCUMENT TYPE, VALUE, CONSIDERATION. Row 1: 122 412 899, 14/12/2012, TRANSFER OF LAND, \$1,100,000, \$1,100,000

OWNERS

THE MUNICIPAL DISTRICT OF BONNYVILLE NO. 87. OF 4905-50 AVE, BAG 1010 BONNYVILLE ALBERTA T9N 2J7

ENCUMBRANCES, LIENS & INTERESTS

Table with 3 columns: REGISTRATION NUMBER, DATE (D/M/Y), PARTICULARS. Row 1: 912 156 474, 24/06/1991, UTILITY RIGHT OF WAY GRANTEE - BONNYVILLE GAS COMPANY LIMITED. Row 2: 912 340 529, 11/12/1991, DISCHARGE OF UTILITY RIGHT OF WAY 912156474

ENCUMBRANCES, LIENS & INTERESTS

PAGE 2
122 412 899

REGISTRATION

NUMBER	DATE (D/M/Y)	PARTICULARS
		PARTIAL EXCEPT PLAN/PORTION: 9121747
972 184 590	25/06/1997	CAVEAT RE : UTILITY RIGHT OF WAY CAVEATOR - BONNYVILLE GAS COMPANY LIMITED. 5509 - 45 ST LEDUC ALBERTA T9E6T6 AGENT - MYRNA KING
982 036 883	05/02/1998	DISCHARGE OF CAVEAT 972184590 PARTIAL EXCEPT PLAN/PORTION: 9722851
002 241 364	21/08/2000	CAVEAT RE : ROAD WIDENING CAVEATOR - THE MUNICIPAL DISTRICT OF BONNYVILLE NO. 87. BAG 1010 BONNYVILLE ALBERTA T9N2J7 AGENT - ROBERT A DOONANCO
092 310 470	01/09/2009	CAVEAT RE : ROADWAY CAVEATOR - HER MAJESTY THE QUEEN IN RIGHT OF ALBERTA AS REPRESENTED BY MINISTER OF TRANSPORTATION 2ND FLOOR, TWIN ATRIA BUILDING 4999 - 98 AVENUE NW EDMONTON ALBERTA T6B2X3
202 088 861	23/04/2020	BUILDER'S LIEN LIENOR - MATT SILVER TRUCKING LTD. PO BOX 4844 BONNYVILLE ALBERTA T9N0H2 AGENT - PRIORITY CREDIT MANAGEMENT CORP. AMOUNT: \$15,569

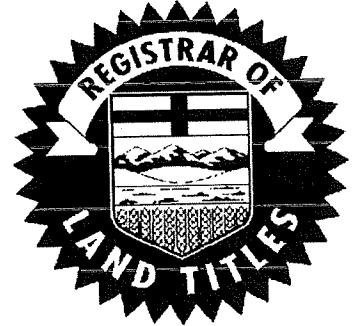
TOTAL INSTRUMENTS: 007

(CONTINUED)

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN
ACCURATE REPRODUCTION OF THE CERTIFICATE OF
TITLE REPRESENTED HEREIN THIS 29 DAY OF APRIL,
2020 AT 12:53 P.M.

ORDER NUMBER: 39231495

CUSTOMER FILE NUMBER: A163514



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED
FOR THE SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER,
SUBJECT TO WHAT IS SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM
INCLUDING THIS UNMODIFIED PRODUCT IN ANY REPORT, OPINION,
APPRAISAL OR OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS
PART OF THE ORIGINAL PURCHASER APPLYING PROFESSIONAL, CONSULTING
OR TECHNICAL EXPERTISE FOR THE BENEFIT OF CLIENT(S).

A handwritten signature or mark is located in the bottom right corner of the page.