

COURT FILE NO. 2001-05482  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE CALGARY

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.

APPLICANTS JMB CRUSHING SYSTEMS INC. and 2161889 ALBERTA LTD.

DOCUMENT **CONFIDENTIAL AFFIDAVIT OF BYRON LEVKULICH**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT  
**Gowling WLG (Canada) LLP**  
1600, 421 – 7<sup>th</sup> Avenue SW  
Calgary, AB T2P 4K9

Attn: **Tom Cumming/Caireen E. Hanert/Stephen Kroeger**  
Phone: 403.298.1938/403.298.1992/403.298.1018  
Fax: 403.263.9193  
File No.: A163514

**AFFIDAVIT OF BYRON LEVKULICH**  
sworn March 4, 2021

I, **BYRON LEVKULICH**, of the City of Denver, in the State of Colorado, **MAKE OATH AND SAY THAT:**

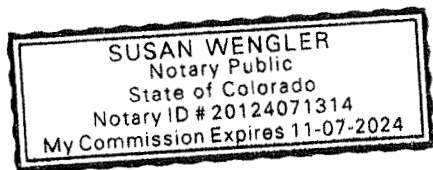
- I am a director of the Applicant JMB Crushing Systems Inc. ("**JMB**") and was a director of the Applicant 2161889 Alberta Ltd. ("**216**", and with JMB, the "**CCAA Applicants**"). I am also a principal at Resource Land Holdings, LLC ("**RLH**"), which is the contracted fund manager of Resource Land Fund V, LP ("**RLF**"), which is the ultimate parent of JMB, 216 and Mantle Materials Group, Ltd. ("**Mantle**"). Finally, I am a director of Mantle. As such, I 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. I am authorized to swear this Affidavit as corporate representative of the CCAA Applicants.
3. This Affidavit is supplemental to my Affidavit sworn March 3, 2021 in these proceedings.
4. Attached hereto and marked as **Exhibit "A"** is an unredacted version of the amended and restated purchase agreement dated March 3, 2021 between JMB and 216 as vendors and Mantle as purchaser, which amends and restates the earlier amended and restated asset purchase agreement dated September 28, 2020, as amended October 23, 2020.
8. I swear this Affidavit in support of the CCAA Applicants' Application to have the Amended Purchase Agreement attached hereto sealed on the court record, to be filed, and for no other or improper purpose.

SWORN BEFORE ME at the City of )  
 Denver in the State of Colorado, this 4th )  
 day of March, 2021. )  
 )

*Susan Wengler* )  
 Notary Public in and for the State of )  
 Colorado )

*Byron Levkulich*  
 BYRON LEVKULICH



THIS IS CONFIDENTIAL EXHIBIT "A" REFERRED TO IN  
THE AFFIDAVIT OF BYRON LEVKULICH

SWORN BEFORE ME

THIS 4th DAY OF MARCH, 2021



A Notary Public in and  
for the State of Colorado

