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Aug. 26 2020

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 **AFFIDAVIT OF BYRON LEVKULICH**

ADDRESS FOR SERVICE AND CONTACT
Gowling WLG (Canada) LLP
1600, 421 – 7th Avenue SW
Calgary, AB T2P 4K9

INFORMATION OF PARTY FILING THIS DOCUMENT
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 BYRON LEVKULICH
sworn August 21, 2020

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

1. I am a Director of the Applicants JMB Crushing Systems Inc. (“**JMB**”) and 2161889 Alberta Ltd. (“**216**”, and with JMB, the “**Applicants**”). 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 swear this Affidavit further to my Affidavit sworn July 24, 2020 in these proceedings.

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3. In preparing this Affidavit, I have consulted with legal, financial and other advisors of the Applicants and members of the Applicants' management team. I have also reviewed the business records of the Applicants relevant to these proceedings and have satisfied myself that I am possessed of sufficient information and knowledge to swear this Affidavit.
4. I am authorized to swear this Affidavit as corporate representative of the Applicants.
5. The background to these proceedings is described in detail in the Affidavit of Jeff Buck sworn April 16, 2020.
6. On May 1, 2020, the Honourable Justice K.M. Eidsvik granted the Initial Order in favour of the Applicants which, among other things:
 - (a) granted the Applicants protection from their creditors under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended, up to and including May 11, 2020 (the "Stay Period");
 - (b) appointed FTI Consulting Canada Inc. as monitor of the Applicants in these proceedings (in such capacity, the "Monitor");
 - (c) approved a debtor-in-possession interim revolving credit facility to be provided by ATB Financial and an alternate interim revolving credit facility to be provided by Canadian Aggregate Resources Corporation, the Applicants' parent; and
 - (d) approved a sale and investment solicitation process (the "SISP").
7. On May 11, 2020, the Honourable Justice K.M. Eidsvik granted the Amended and Restated Initial Order, which, among other things, extended the Stay Period to July 31, 2020 and appointed Sequeira Partners as the sale advisor (the "Sale Advisor") for the SISP.
8. Since the granting of the Amended and Restated Initial Order, the Applicants have been acting diligently and in good faith in these proceedings by:
 - (a) continuing to care and maintain the Applicants' business;
 - (b) continuing to collect outstanding receivables owed to JMB;

- (c) providing information to the Monitor for the purposes of two lien claims processes, which were approved by court order to facilitate the determination of a number of lien claims;
 - (d) applying for various subsidies from the Government of Canada to support the financial stability of the Applicants;
 - (e) continuing to reduce overhead costs to the minimum level required to support the SISP and complete certain contractual obligations approved of by the Monitor, including reducing the number of employees as contracts were completed;
 - (f) communicating with employees and creditors with respect to their restructuring plans;
 - (g) cooperating with the Monitor and the Sale Advisor in their efforts to conduct the SISP; and
 - (h) advising the Monitor and their two primary secured creditors of changes that may have a material effect on the Applicants' business and the SISP.
9. Based upon my review of the Monitor's Third Report filed July 24, 2020, and certain discussions with the Monitor, I understand that the Monitor has been reviewing and evaluating bids received pursuant to Phase 2 of the SISP and consulting with certain affected secured creditors. I further understand that to date, there is no consensus with the secured creditors as to the allocation of costs, and that the Monitor is seeking such consensus before providing this Honourable Court with a recommendation with respect to a sale of a significant package of the Applicants' assets.
10. I understand from my discussions with the Monitor that extending the Stay Period until September 11, 2020 will allow the Monitor additional time to form a consensus amongst the secured creditors as to the allocation of costs.
11. Based on my discussions with the Monitor and my review of the Applicants' most recent cash flow statement, the Applicants have sufficient funds through to October 23, 2020 to allow for the completion of the steps outlined above.

- 12. Having regard to the circumstances, I believe that the granting of an extension of the Stay Period to September 11, 2020 or such other later date as may be directed by this Honourable Court is necessary and in the best interests of the Applicants and their stakeholders.
- 13. The Monitor is supportive of the extension of the Stay Period sought by the Applicants.
- 14. The Applicants have and continue to act in good faith and with due diligence in respect of all matters relating to the CCAA proceedings, and no creditor will be prejudiced by the proposed extension of the Stay Period.
- 15. I was not physically present before the Commissioner for Oaths, but was connected to her by video technology and followed the process for remote commissioning.

SWORN (OR AFFIRMED) BEFORE ME)
 at Denver, Colorado, this 21st day of)
 August, 2020.)

 Notary Public in and for the State of)
 Colorado)



BYRON LEVKULICH

Clerk's Stamp

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Attn: **Tom Cumming/Caireen E. Hanert/Alex Matthews**
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sworn August 21, 2020

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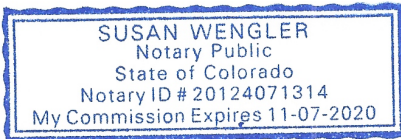
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- 15. I was not physically present before the Commissioner for Oaths, but was connected to her by video technology and followed the process for remote commissioning.

SWORN (OR AFFIRMED) BEFORE ME)
 at Denver, Colorado, this 21st day of)
 August, 2020.)

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

BYRON LEVKULICH



sw

COURT FILE NO.: 2001-05482

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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

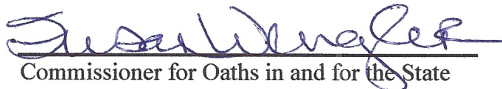
DOCUMENT **CERTIFICATE OF REMOTE COMMISSIONING FOR THE AFFIDAVIT OF BYRON LEVKULICH**

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

I, Susan Wengler, a Commissioner for Oaths in and for the State of Colorado, certify that the requirements outlined in the Court of Queen's Bench of Alberta, Notice to the Profession and Public, "Remote Commissioning of Affidavits for Use in Civil and Family Proceedings During the COVID-19 Pandemic" dated March 25, 2020 (the "Notice"), has been complied with as follows:

1. I met with Byron Levkulich on August 21, 2020, using video technology.
2. While connected to video technology, I undertook the following steps in accordance with the Notice:
 - (a) verified and retained "screenshot" copies of the front and back of Byron Levkulich's government issued photo identification;
 - (b) verified that both parties had a paper copy of the Affidavit and all Exhibits before them during the video conference;
 - (c) reviewed every page of the Affidavit and Exhibits with Byron Levkulich, with both parties initialing the lower right corner of each page to verify the pages are identical; and
 - (d) administered the oath at the end of the review and observed Byron Levkulich sign his name to the Affidavit.
3. I received the signed Affidavit with Exhibits from Byron Levkulich electronically, and upon receipt, verified that this copy was identical to the one I initialed during the video conference, and signed the jurat. Both copies are attached to this Certificate.
4. I believe that remote commissioning is necessary because it is impossible or unsafe, for medical reasons, to physically meet with Byron Levkulich to commission the Affidavit.

SIGNED at the City of Denver Colorado,
this 21st day of August, 2020.


Commissioner for Oaths in and for the State
of Colorado

SUSAN WENGLER
Notary Public
State of Colorado
Notary ID # 20124071314
My Commission Expires 11-07-2020