



This is the 1st Affidavit of Joanne Austen in this case and was made on October 25, 2024

File No. B -240477
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

STELLEX POWER LINE OPCO LLC AND 1501841 B.C. LTD.

PETITIONERS

AND:

ROKSTAD HOLDINGS CORPORATION, ROKSTAD POWER (2018) LTD., ROKSTAD POWER CONSTRUCTION SERVICES LTD., ROKSTAD POWER TRANSMISSION SERVICES LTD, ROKSTAD POWER (PRAIRIES) LTD., GOLDEN EARS PAINTING & SANDBLASTING (2018) LTD. AND PLOWE POWER SYSTEMS (2018) LTD.

RESPONDENTS

AFFIDAVIT

I, **Joanne Austen**, of Suite 3500 – 1133 Melville Street, Vancouver, BC, Legal Administrative Assistant, SWEAR THAT:

1. I am a legal assistant at Blake, Cassels & Graydon LLP, counsel to Stellex Power Line Opco LLC and 1501841 B.C. Ltd., the Petitioners in this action, and as such have personal knowledge of the matters hereinafter deposed to, save and except where stated to be on information and belief, in which case I verily believe them to be true.

2. Now shown to me and marked as **Exhibit "A"**, but not attached hereto due to its contents exceeding several thousand printed pages, is a USB that has on it the following documents:

1. Amended and Restated Credit Agreement, dated December 22, 2020 between the Canadian Western Bank ("**CWB**"), Rokstad Holdings Corporation ("**Rokstad**"), Rokstad Power (2018) Ltd. ("**Rokstad 2018**"), Rokstad Power inc. ("**Rokstad Power**"), Golden Ears Painting & Sandblasting (2018) Ltd. ("**Golden Ears**"), Plowe Power Systems (2018) Ltd. ("**PPS**"), Rokstad Power Construction Services Ltd. ("**Bear Creek**"), Rokstad Power Transmission Services Ltd. ("**Long Lake**"), and Rokstad Power (Prairies) Ltd. ("**BiPole**") (the "**Loan Agreement**").
2. First Amending Agreement of the Loan Agreement, dated April 1, 2021.

3. Confirmation and Acknowledgment, dated January 6, 2021.
4. General Security Agreement, dated June 3, 2020 granted by Rokstad.
5. General Security Agreement, dated June 3, 2020 granted by Rokstad 2018.
6. General Security Agreement, dated June 3, 2020 granted by Golden Ears.
7. General Security Agreement, dated June 3, 2020 granted by PPS.
8. General Security Agreement, dated June 3, 2020 granted by Bear Creek.
9. General Security Agreement, dated June 3, 2020 granted by Long Lake.
10. General Security Agreement, dated June 3, 2020 granted by BiPole.
11. Security Agreement, dated June 3, 2020, granted by Rokstad Power.
12. Amended and Restated Security Agreement, dated September 21, 2022, granted by Rokstad Power.
13. Security Agreement, dated September 21, 2022, granted by Rokstad Power (East), Inc ("**Rokstad East**").
14. Security Agreement, dated September 21, 2022, granted by Rok Air, LLC ("**Rok Air**").
15. General Continuing Guaranty, dated June 3, 2020, granted by Rokstad Power.
16. Guarantee and Indemnity Agreement, dated June 3, 2020 granted by Rokstad, Rokstad 2018, Golden Ears, PPS, Bear Creek, Long Lake, and BiPole.
17. Amended and Restated General Continuing Guaranty, dated September 21, 2022, granted by Rokstad Power, Rokstad East, and Rok Air.
18. Limited Liability Guarantee, dated November 8, 2023, granted by Bernard Rokstad.
19. Assignment and Postponement of Creditor's Claims, dated June 3, 2020 executed by Monolith Asset Group Inc.
20. Assignment and Postponement of Creditor's Claims, dated June 3, 2020 executed by 0887845 B.C. Ltd.
21. Assignment and Postponement of Creditor's Claims, dated June 3, 2020 executed by Stephanie Leigh Anne Rokstad.
22. Assignment and Postponement of Creditor's Claims, dated June 3, 2020 executed by Tracy Rokstad.
23. Assignment and Postponement of Creditor's Claims, dated June 3, 2020 executed by Brody Rokstad.

24. Assignment and Postponement of Creditor's Claims, dated June 3, 2020 executed by Bernard George Rokstad.
25. Assignment and Postponement of Creditor's Claims, dated June 3, 2020 executed by Bernard Aaron Rokstad.
26. Assignment and Postponement of Creditor's Claims, dated June 3, 2020 executed by 0991249 B.C. Ltd.
27. Assignment and Postponement of Creditor's Claims, dated June 3, 2020 executed by 0921780 B.C. Ltd.
28. Assignment of Insurance, dated June 3, 2020, granted by Rokstad, Rokstad 2018, Rokstad Power, Golden Ears, PPS, Bear Creek, Long Lake, and BiPole.
29. Confirmation and Acknowledgement, dated June 3, 2020, granted by SGSF Master Purchasing DE LLC.
30. Indemnity and Contribution Agreement, dated August 24, 2020, between Crown Capital Partner Funding LP ("**Crown**") and CWB.
31. Deposit Account Control Agreement, dated August 24, 2020, among Rokstad Power, CWB, and Bank of America, N.A.
32. Forbearance Agreement, dated August 26, 2022 between CWB, Rokstad, Rokstad 2018; Rokstad Power, Golden Ears, PPS, Bear Creek, Long Lake, BiPole, Rokstad East, and Rok Air (the "**Original Forbearance**").
33. Amending Agreement to the Original Forbearance, dated October 19, 2022.
34. Re-Instatement and Amending Agreement to the Original Forbearance, dated March 21, 2023.
35. Amending Agreement to the Original Forbearance, dated April 14, 2023.
36. Amending Agreement to the Original Forbearance, dated May 15, 2023.
37. Amending Agreement to the Original Forbearance, dated May 26, 2023.
38. Amending Agreement to the Original Forbearance, dated June 16, 2023.
39. Amending Agreement to the Original Forbearance, dated June 30, 2023.
40. Amending Agreement to the Original Forbearance, dated July 28, 2023.
41. Amending Agreement to the Original Forbearance, dated August 17, 2023.
42. Amending Agreement to the Original Forbearance, dated August 30, 2023.
43. Amending Agreement to the Original Forbearance, dated September 29, 2023.
44. Amending Agreement to the Original Forbearance, dated October 27, 2023.

45. Amending Agreement to the Original Forbearance, dated November 15, 2023.
46. Amending Agreement to the Original Forbearance, dated November 30, 2023.
47. Amending Agreement to the Original Forbearance, dated December 15, 2023.
48. Amending Agreement to the Original Forbearance, dated January 5, 2024.
49. Amending Agreement to the Original Forbearance, dated January 19, 2024.
50. Amending Agreement to the Original Forbearance, dated February 2, 2024.
51. Amending Agreement to the Original Forbearance, dated February 9, 2024.
52. Amending Agreement to the Original Forbearance, dated February 23, 2024.
53. Amended and Restated Forbearance Agreement, dated March 7, 2024 between CWB, Rokstad, Rokstad 2018, Rokstad Power, Golden Ears, Bear Creek, Long Lake, BiPole, Rokstad East, Rok Air, and Bernard George Rokstad (the **"Amended and Restated Forbearance"**).
54. Omnibus Amending Agreement, to the Amended and Restated Forbearance Agreement and the Loan Agreement, dated June 21, 2024.
55. Second Omnibus Amending Agreement to the Amended and Restated Forbearance and the Loan Agreement, dated August 1, 2024.
56. Third Omnibus Amending Agreement to the Amended and Restated Forbearance and the Loan Agreement, dated August 16, 2024.
57. Subordination, Priority, Standstill and Postponement Agreement, dated June 3, 2020 among CWB, Crown, and Rokstad (**"Crown Priority Agreement"**).
58. First Amending Agreement to the Crown Priority Agreement, dated April 9, 2021.
59. Second Amending Agreement to the Crown Priority Agreement, dated September 23, 2022.
60. Breach letters, dated March 31, 2022 and April 8, 2022 issued by CWB to Rokstad, Rokstad 2018, Rokstad Power, Golden Ears, PPS, Bear Creek, Long Lake, and BiPole.
61. Default letter, dated June 21, 2022, issued by CWB.
62. Demand letter, dated September 4, 2024 issued by CWB to Rokstad, Rokstad 2018, Rokstad Power, Golden Ears, PPS, Bear Creek, Long Lake, BiPole, Rokstad East, Rok Air and Bernard George Rokstad.
63. Notices of Intention to Enforce Security, dated September 4, 2024, issued by CWB to each of Rokstad, Rokstad 2018, Rokstad Power, Golden Ears, PPS, Bear Creek, Long Lake, BiPole, Rokstad East, and Rok Air.

64. Demand letters, dated October 2, 2024 issued by Crown to Rokstad, Rokstad 2018, Rokstad Power, Golden Ears, PPS, Bear Creek, Long Lake, BiPole, Rokstad East, Rok Air, Bernard Aaron Rokstad, and Bernard George Rokstad.
65. Notices of Intention to Enforce Security, dated October 2, 2024, issued by Crown to each of Rokstad, Rokstad 2018, Rokstad Power, Golden Ears, PPS, Bear Creek, Long Lake, BiPole, Rokstad East, Rok Air, Bernard Aaron Rokstad, and Bernard George Rokstad.
66. Promissory Note in the maximum principal amount of \$725,439, dated January 15, 2021, granted by Rokstad 2018.
67. Promissory Note in the maximum principal amount of \$523,650, dated February 3, 2021, granted by Rokstad 2018.
68. Full Liability Guarantees, dated January 14, 2021, granted by Bear Creek.
69. Full Liability Guarantee, dated January 14, 2021, granted by Rokstad.
70. Full Liability Guarantee, dated January 14, 2021, granted by Golden Ears.
71. Full Liability Guarantee, dated January 14, 2021, granted by PPS.
72. Full Liability Guarantee, dated January 14, 2021, granted by Rokstad Power.
73. Full Liability Guarantee, dated January 14, 2021, granted by BiPole.
74. Full Liability Guarantee, dated January 14, 2021, granted by Long Lake.
75. Full Liability Guarantee Reaffirmation, dated February 4, 2021, executed by Bear Creek.
76. Full Liability Guarantee Reaffirmation, dated February 4, 2021, executed by Rokstad.
77. Full Liability Guarantee Reaffirmation, dated February 4, 2021, executed by Golden Ears.
78. Full Liability Guarantee Reaffirmation, dated February 4, 2021, executed by PPS.
79. Full Liability Guarantee Reaffirmation, dated February 4, 2021, executed by Rokstad Power.
80. Full Liability Guarantee Reaffirmation, dated February 4, 2021, executed by Long Lake.
81. Full Liability Guarantee Reaffirmation, dated February 4, 2021, executed by BiPole.
82. British Columbia Personal Property Registry (the “**BC PPR**”) search results against Rokstad dated September 10, 2024.

83. Alberta Personal Property Registry (the “**AB PPR**”) search results against Rokstad dated September 10, 2024.
84. Manitoba Personal Property Registry (the “**MB PPR**”) search results against Rokstad dated September 10, 2024.
85. Saskatchewan Personal Property (the “**SK PPR**”) search results against Rokstad dated September 10, 2024.
86. BC PPR search results against Rokstad 2018 dated September 10, 2024.
87. AB PPR search results against Rokstad 2018 dated September 10, 2024.
88. MB PPR search results against Rokstad 2018 dated September 10, 2024.
89. SK PPR search results against Rokstad 2018 dated September 10, 2024.
90. BC PPR search results against Golden Ears dated September 10, 2024.
91. AB PPR search results against Golden Ears dated September 10, 2024.
92. MB PPR search results against Golden Ears dated September 10, 2024.
93. SK PPR search results against Golden Ears dated September 10, 2024.
94. BC PPR search results against PPS dated September 10, 2024.
95. AB PPR search results against PPS dated September 10, 2024.
96. MB PPR search results against PPS dated September 10, 2024.
97. SK PPR search results against PPS dated September 10, 2024.
98. BC PPR search results against Bear Creek dated September 10, 2024.
99. AB PPR search results against Bear Creek dated September 10, 2024.
100. MB PPR search results against Bear Creek dated September 10, 2024.
101. SK PPR search results against Bear Creek dated September 10, 2024.
102. BC PPR search results against Long Lake dated September 10, 2024.
103. AB PPR search results against Long Lake dated September 10, 2024.
104. MB PPR search results against Long Lake dated September 10, 2024.
105. SK PPR search results against Long Lake dated September 10, 2024.
106. BC PPR search results against BiPole dated September 10, 2024.
107. AB PPR search results against BiPole dated September 10, 2024.

108. MB PPR search results against BiPole dated September 10, 2024.
109. SK PPR search results against BiPole dated September 10, 2024.
110. UCC (State of Delaware) Search against Rokstad Power, dated October 24, 2024.
111. BC PPR search results against Rokstad Power, dated October 24, 2024.
112. AB PPR search results against Rokstad Power, dated October 24, 2024.
113. MB PPR search results against Rokstad Power, dated October 24, 2024.
114. SK PPR search results against Rokstad Power, dated October 24, 2024.
115. UCC (State of Delaware) Search against Rokstad East, dated October 24, 2024.
116. BC PPR search results against Rokstad East, dated October 24, 2024.
117. AB PPR search results against Rokstad East, October 24, 2024.
118. MB PPR search results against Rokstad East, dated October 24, 2024.
119. SK PPR search results against Rokstad East, dated October 24, 2024.
120. UCC (State of Delaware) Search against Rok Air, dated October 24, 2024.
121. BC PPR search results against Rok Air, dated October 24, 2024.
122. AB PPR search results against Rok Air, dated October 24, 2024.
123. MB PPR search results against Rok Air, dated October 24, 2024.
124. SK PPR search results against Rok Air, dated October 24, 2024.
125. British Columbia Corporate Search for Rokstad, dated September 10, 2024.
126. British Columbia Corporate Search, Alberta Corporate Search, Manitoba Corporate Search and Saskatchewan Corporate Search for Rokstad 2018 dated, September 10, 2024.
127. British Columbia Corporate Search for Golden Ears, dated September 10, 2024.
128. British Columbia Corporate Search for PPS dated, September 10, 2024.
129. British Columbia Corporate Search for Bear Creek dated, September 10, 2024.
130. British Columbia Corporate Search for Long Lake dated, September 10, 2024.
131. British Columbia Corporate Search and Manitoba Corporate Search for BiPole dated, September 10, 2024.

