

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.

AND IN THE MATTER OF A PLAN OF ARRANGEMENT OF JMB CRUSHING SYSTEMS INC. and MANTLE MATERIALS GROUP, LTD. UNDER THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, RSC 1985, c C-36, as amended, and the *BUSINESS CORPORATIONS ACT*, SBC 2002, c 57, as amended

APPLICANTS JMB CRUSHING SYSTEMS INC., 2161889 ALBERTA LTD. and MANTLE MATERIALS GROUP, LTD.

DOCUMENT **CONFIDENTIAL AFFIDAVIT OF BLAKE M. ELYEA**

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 / Stephen Kroeger
 Phone: 403.298.1938 / 403.298.1992 / 403.298.1018
 Fax: 403.263.9193
 File No.: A163514

AFFIDAVIT OF BLAKE M. ELYEA
 sworn March 24, 2021

I, **BLAKE M. ELYEA**, of the City of Burnaby, in the Province of British Columbia, **MAKE OATH AND SAY THAT:**

- I am the Chief Restructuring Advisor for JMB Crushing Systems Inc. ("**JMB**") and 2161889 Alberta Ltd. ("**216**", and with JMB, the "**Applicants**") and 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.

JB

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2. Following the commencement by JMB and 216 of their proceedings under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended, I have been the Chief Restructuring Advisor of JMB since May 4, 2020. In that capacity, I have reviewed the business records of JMB relevant to the within proceedings and have satisfied myself that I am possessed of sufficient information and knowledge to swear this Affidavit.
3. I am authorized to swear this Affidavit as the Chief Restructuring Advisor of the Applicants.
4. This Affidavit is supplemental to my Affidavit sworn March 24, 2021 (the "**Elyea Affidavit**"), the Affidavits of Byron Levkulich sworn March 4 and 23, 2021 and the Confidential Affidavit of Byron Levkulich sworn March 4, 2021, (the "**March 4th Confidential Affidavit**") in these proceedings.
5. Attached hereto and marked as **Exhibit "A"** is an unredacted version of the McDonald APA.
6. Attached hereto and marked as **Exhibit "B"** is an unredacted version of the Summit APA.
7. Attached hereto and marked as **Exhibit "C"** 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 (the "**Amended Purchase Agreement**"), which amends and restates the earlier amended and restated asset purchase agreement dated September 28, 2020, as amended October 23, 2020.
8. Attached hereto and marked as **Exhibit "D"** is a blackline of the Amended Purchase Agreement comparing the version appended as Exhibit "A" to the March 4th Confidential Affidavit to the version attached hereto as Exhibit "C".
8. I swear this Affidavit in support of the Applicants' Application to have the APAs and the Amended Purchase Agreement attached hereto sealed on the court record, to be filed, and for no other or improper purpose.

JB

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

SWORN BEFORE ME at the City of)
Burnaby in the Province of British)
Columbia, this 24th day of March, 2021.)

A Commissioner of Oaths and Notary)
Public in and for the Province of British)
Columbia)



BLAKE M. ELYEA

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

SWORN BEFORE ME at the City of)
Burnaby in the Province of British)
Columbia, this 24th day of March, 2021.)



_____)
A Commissioner of Oaths and Notary)
Public in and for the Province of British)
Columbia)

BLAKE M. ELYEA

JAMES STADLER BURG
GOWLING WLG (CANADA) LLP
BARRISTER & SOLICITOR
550 BURRARD STREET - SUITE 2300
BENTALL 5 - VANCOUVER, B.C. V6C 2B5
TELEPHONE: (604) 443-7661



This is the Certificate to accompany
the Affidavit of Blake Elyea
made on March 24, 2021


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AFFIDAVIT OF BLAKE M. ELYEA

CERTIFICATE

I, Jimmy Burg, am the commissioner who took the affidavit from Blake Elyea dated March 24, 2021, two copies of which are attached to this certificate. As commissioner I was satisfied that the process for taking the affidavit using video technology was necessary because it was impossible or unsafe, for medical reasons, for the deponent and me to be physically present together.

Certified March 24, 2021



Signature of lawyer
Jimmy Burg

JAMES STADLER BURG
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