



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 AARON PATSCH

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 AARON PATSCH
 sworn March 30, 2021

I, **AARON PATSCH**, 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 "Applicants"). I am also a Partner at Resource Land Holdings LLC ("RLH"), which is the contracted manager of Resource Land Fund V, LP, which is the ultimate parent of JMB, 216 and Mantle Materials Group Ltd. ("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 Applicants.
- 3. This Affidavit is supplemental to my Affidavit sworn March 30, 2021 (the "Patsch Affidavit"), the Affidavits of Byron Levkulich sworn March 4 and 23, 2021, the Confidential Affidavit of Byron Levkulich sworn March 4, 2021, the Affidavit of Blake M. Elyea sworn March 24, 2021, and the Confidential Affidavit of Blake M. Elyea sworn March 24, 2021 (the "March 21st Confidential Affidavit") 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 (the "Amended Purchase Agreement"), a redacted copy of which is attached as Exhibit "A" to the Patsch Affidavit.
- 5. Attached hereto and marked as Exhibit "B" is a blackline of the Amended Purchase Agreement comparing the version appended as Exhibit "A" to the March 24th Confidential Affidavit to the version attached hereto as Exhibit "A".
- 6. I swear this Affidavit in support of the relief sought by JMB, 216, Mantle and 2324159 Alberta Inc. in the within proceedings and summarized in paragraph 6 of the Affidavit of Byron Levkulich sworn March 4, 2021, filed, and for no other or improper purpose.

SWORN BEFORE ME at the City of)
Denver in the State of Colorado, this 30th)
day of March, 2021.)

Robin Grace White)
_____)
A Notary Public in and for the State of)
Colorado)

Aaron Patsch)
_____)
AARON PATSCH)

Robin Grace White
My commission expires 11/16/21

