

COURT FILE NUMBER	B201-2996918 B201-2997457 B201-2997541
COURT	COURT OF KING'S BENCH OF ALBERTA IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE	CALGARY
PROCEEDINGS:	IN THE MATTER OF THE <i>BANKRUPTCY AND INSOLVENCY</i> <i>ACT, R.S.C. 1985, C. B-3, AS AMENDED</i> AND IN THE MATTER OF THE BANKRUPTCY OF NOMODIC MODULAR STRUCTURES INC., AITHRA PROJECTS INC. AND NOMODIC MODULAR STRUCTURES (ONTARIO) LTD.
DOCUMENT	SUPPLEMENTAL AFFIDAVIT OF MUHAMMAD ASHRAF
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	McCarthy Tétrault LLP 4000, 421 – 7 th Avenue SW Calgary, AB T2P 4K9 Attention: Pantelis Kyriakakis / Nathan Stewart Tel: 403-260-3536 / 403-260-3534 Fax: 403-260-3501 Email: pkyriakakis@mccarthy.ca / nstewart@mccarthy.ca

NB
C40583

SUPPLEMENTAL AFFIDAVIT OF MUHAMMAD ASHRAF
Sworn on April 8, 2024

I, Muhammad Ashraf, of the City of Calgary, in the Province of Alberta, SWEAR AND SAY THAT:

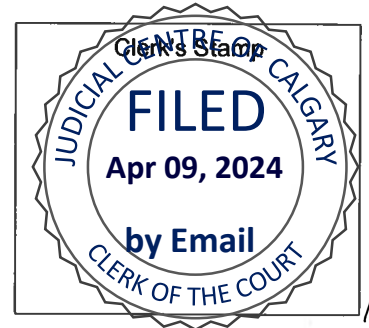
1. I am a Director, Risk Advisory & Management, with ATB Financial ("**ATB**"). I have been directly involved with the accounts of Nomodic Modular Structures Inc. ("**NMSI**"), Aithra Projects Inc. ("**Aithra**"), and Nomodic Modular Structures (Ontario) Ltd. ("**Nomodic Ontario**", Nomodic Ontario, Aithra, and NMSI are collectively referred to as, the "**Bankrupts**") and am responsible for managing the Bankrupts' secured credit facilities on behalf of ATB. Additionally, I have reviewed the books and records maintained by and in the possession of ATB, in the ordinary course of business, which relate to the Bankrupts' accounts. Based on the aforementioned and upon such review, I have personal knowledge of the matters and facts hereinafter sworn to.
2. On October 6, 2023 (the "**Date of Bankruptcy**"), I swore an Affidavit of Truth (the "**Bankruptcy Affidavit**") in support of ATB's application (the "**Bankruptcy Application**") for an order (the "**Bankruptcy Order**"), among other things, declaring the Bankrupts to be bankrupt and appointing FTI Consulting Canada Inc. ("**FTI**") as the trustee in bankruptcy (the "**Trustee**") of the

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COURT COURT OF KING'S BENCH OF ALBERTA
 IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE CALGARY

PROCEEDINGS: IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY*
 ACT, R.S.C. 1985, C. B-3, AS AMENDED



C40586

AND IN THE MATTER OF THE BANKRUPTCY OF NOMODIC
 MODULAR STRUCTURES INC., AITHRA PROJECTS INC.
 AND NOMODIC MODULAR STRUCTURES (ONTARIO) LTD.

DOCUMENT **SUPPLEMENTAL AFFIDAVIT OF MUHAMMAD ASHRAF**

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 McCarthy Tétrault LLP
 4000, 421 – 7th Avenue SW
 Calgary, AB T2P 4K9
 Attention: Pantelis Kyriakakis / Nathan Stewart
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 Email: pkyriakakis@mccarthy.ca / nstewart@mccarthy.ca

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Sworn on April 8, 2024

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PROCEEDINGS:

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY*
*ACT, R.S.C. 1985, C. B-3, AS AMENDED*AND IN THE MATTER OF THE BANKRUPTCY OF NOMODIC
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SUPPLEMENTAL AFFIDAVIT OF MUHAMMAD ASHRAFADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF PARTY
FILING THIS DOCUMENTMcCarthy Tétrault LLP
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Calgary, AB T2P 4K9
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C40605

SUPPLEMENTAL AFFIDAVIT OF MUHAMMAD ASHRAF
Sworn on April 8, 2024

I, Muhammad Ashraf, of the City of Calgary, in the Province of Alberta, SWEAR AND SAY THAT:

1. I am a Director, Risk Advisory & Management, with ATB Financial ("**ATB**"). I have been directly involved with the accounts of Nomodic Modular Structures Inc. ("**NMSI**"), Aithra Projects Inc. ("**Aithra**"), and Nomodic Modular Structures (Ontario) Ltd. ("**Nomodic Ontario**", Nomodic Ontario, Aithra, and NMSI are collectively referred to as, the "**Bankrupts**") and am responsible for managing the Bankrupts' secured credit facilities on behalf of ATB. Additionally, I have reviewed the books and records maintained by and in the possession of ATB, in the ordinary course of business, which relate to the Bankrupts' accounts. Based on the aforementioned and upon such review, I have personal knowledge of the matters and facts hereinafter sworn to.
2. On October 6, 2023 (the "**Date of Bankruptcy**"), I swore an Affidavit of Truth (the "**Bankruptcy Affidavit**") in support of ATB's application (the "**Bankruptcy Application**") for an order (the "**Bankruptcy Order**"), among other things, declaring the Bankrupts to be bankrupt and appointing FTI Consulting Canada Inc. ("**FTI**") as the trustee in bankruptcy (the "**Trustee**") of the

Bankrupts. Capitalized terms used in this Affidavit and not otherwise defined have the same meaning as ascribed to such terms in the Bankruptcy Affidavit.

3. In preparing to swear this Affidavit, I also reviewed, among other documents, the First Report of the Trustee, dated March 26, 2024 (the "**First Report**") and the attachments thereto.

4. I am authorized by ATB to swear this Affidavit to supplement the Bankruptcy Affidavit, and in connection with ATB's response to the: (i) Trustee's application for advice and directions with respect to the property claims of Northern Vision Development Limited Partnership ("**NVD**") and any potential priority dispute between ATB and NVD concerning certain funds of the Bankrupts (the "**Advice and Direction Application**"); and, (ii) cross-application, by NVD, seeking, among other relief, (a) a declaration that certain funds paid, by NVD, to NMSI, were paid in trust; (b) an Order directing that ATB pay \$1,639,158.54, or such other amount as determined by this Honourable Court, to NVD; and, (c) a declaration that ATB is a trustee *de son tort* with respect to certain funds or that ATB is in knowing receipt of those funds (the "**NVD Trust Application**").

Timing of Deposit Concerning the Additional Cheque.

5. In the Bankruptcy Affidavit, I referred to an "**Additional Cheque**" in the amount of approximately \$1.639 million. This is the same cheque referred to and defined as the "Champion Cheque" in the First Report.

6. Based upon my review of the First Report, I understand that there is some uncertainty as to the exact time when the Additional Cheque was deposited in NMSI's general operating account with ATB (the "**ATB Operating Account**").

7. Mr. Kevin Read, the then Chief Executive Officer of NMSI, deposited the Additional Cheque in the ATB Operating Account. Appendix "I" to the First Report includes a screenshot of ATB's internal banking records relating to the deposit of the Additional Cheque (the "**Cheque Deposit Information**").

8. I confirm that the Cheque Deposit Information, as attached to the First Report, is an accurate reproduction of records maintained by ATB, in the ordinary course of business, which were provided to the Trustee, by ATB, and that the Cheque Deposit Information relates to the deposit of the Additional Cheque, in the ATB Operating Account.

9. I have reviewed the Cheque Deposit Information and I am able to confirm that the field marked "Created On", which displays the information "10/06/2023" and "10:15:45", indicates the time at which ATB created an internal record of the Cheque Deposit Information. In the ordinary course of ATB's business, this record would typically be created concurrently with the deposit of the Additional Cheque, or shortly thereafter. Accordingly, I verily believe that the Additional Cheque was deposited into the ATB Operating Account, at or shortly before, 10:15 a.m. (Calgary time) on the Date of Bankruptcy.

10. As of the Date of Bankruptcy (and, for clarity, prior to the application of the funds derived from the Additional Cheque, as described below), the Bankrupts were indebted to ATB in the amount of \$3,073,408.50, plus interest, costs, fees and expenses, including, without limitation, solicitor and their own client costs, on a full indemnity basis (the "**Indebtedness**").

11. Based upon a review of ATB's transaction records for the ATB Operating Account, for the period of September 6, 2023 to October 6, 2023 (the "**Transaction Summary**"), I confirm that:

- (a) the opening balance of the ATB Operating Account on the Date of Bankruptcy was negative and the account was in an overdraft position. Specifically, the opening balance of the ATB Operating Account was \$(75,150.65) (negative seventy-five thousand, one hundred and fifty dollars and sixty-five cents);
- (b) on the Date of Bankruptcy, prior to the deposit of the Additional Cheque, a cheque in the amount of \$6,644.12 (six thousand, six hundred and forty-four dollars and twelve cents) was deposited in the ATB Operating Account. This left a balance of \$(68,506.53) (negative sixty-eight thousand, five hundred and six dollars and fifty-three cents); and,
- (c) the specific amount of the Additional Cheque deposited into the ATB Operating Account was \$1,639,158.94 (one million, six hundred and thirty-nine thousand, one hundred and fifty-eight dollars and ninety-four cents).

A true copy of a screenshot of the Transaction Summary, showing the above-referenced transactions, is attached hereto and marked as **Exhibit "A"** to this Affidavit. I confirm that the Transaction Summary is a record maintained by ATB in the ordinary course of business.

12. I have also reviewed the internal banking records maintained by ATB, in the ordinary course of business, with respect to payments applied against the Indebtedness on the Date of Bankruptcy (the “**Related Records**”). Based upon the Related Records, I confirm that the amount of \$1,570,652.01, being the remaining positive balance in the ATB Operating Account, was applied, as a payment against the Indebtedness (specifically, the Indebtedness under the Line of Credit Facility, as defined and described in the Bankruptcy Affidavit) at approximately 11:46 a.m. (Calgary time) on the Date of Bankruptcy. This payment left a balance of \$0 (zero dollars) in the ATB Operating Account. True copies of screenshots of the Related Records, relating to the aforementioned application of funds, are attached hereto and marked as **Exhibit “B”** to this Affidavit.

13. As a result, the funds derived from the Additional Cheque were fully applied, as a partial repayment of the Indebtedness, prior to the scheduled hearing of the Bankruptcy Application; set for 2:00 p.m. on the Date of Bankruptcy.

NMSI’s Disclosed Payables and Receivables.

14. Pursuant to the Termination Notice, all availability under the Commitment Letter and the Credit Facilities was terminated, effective as of the date of the Termination Notice, being September 22, 2023. Following the Termination Notice, the Bankrupts had no further availability or credit, with ATB.

15. As described in the Bankruptcy Affidavit, the Bankrupts’ financial position was extremely precarious in the period leading up to and following the issuance of the Termination Notice. During and following this period, ATB had multiple discussions with the Bankrupts, concerning the winding up of the Bankrupts’ operations, critical payables, receivables, and assets available to be used for the repayment of the Indebtedness.

16. In order to allow ATB to better understand the Bankrupts’ financial position and as part of the Bankrupts’ ongoing reporting requirements under their various agreements with ATB, in the period leading up to the Date of Bankruptcy, the Bankrupts provided ATB with:

- (a) payable listings, the most recent being the (i) AP Detail, included in the AP Listing Liable Payables, dated August 31, 2023, and (ii) Payable Array, included in the NMSI Project Net Cash Schedule, dated September 21, 2023 – October 20, 2023 (collectively, the “**Payable Listings**”). True copies of the aforementioned Payable

Listings are attached hereto and marked as **Exhibits “C”** and **“D”**, respectively, to this Affidavit; and,

- (b) receivable listings, the most recent being, the AR Aging Report, as at October 3, 2023, attached to an email from Mr. Byron Lambert (**“Mr. Lambert”**), dated October 3, 2023 (the **“Receivable Listing Email”**). A true copy of the Receivable Listing Email is attached hereto and marked as **Exhibit “E”** to this Affidavit.

17. Upon my review of the Payable Listings, no amounts due and owing, by NMSI, to NVD, were disclosed to ATB as accounts payable. The Receivable Listing Email was provided to ATB in the context of NMSI’s representative, Mr. Lambert, identifying eligible receivables for collection (as described in further detail below), and stated, in part:

Attached is the current AR listing with notes on which amounts can be targeted for collections or that will require negotiations with various parties for the full release (joint signatory account).

There was also an agreement reached last week with a manufacturer to provide a refund to Nomodic for approximately \$1.6M, there was supposed to be a cheque sent but it will require follow up – these relate to the NVD Hyatt project that has been cancelled. This would have been tied to the GIC held at RBC, Total funds were due back to NVD of \$2.4M, this would have consisted of the manufacturer refund as well as funds from the GIC. I do not know the status of the manufacturer cheque at this time and will require some leg work.

18. NVD and Champion were not referred to in the Receivable Listing Email or the enclosure thereto, or in the Payable Listings. At the time, ATB understood that the “funds [that] were due back to NVD” would at most constitute an unsecured claim, if they were payable by NMSI (which was not clear), as: (i) no specific amounts had been disclosed to ATB as accounts payable, to NVD or Champion, by NMSI; (ii) details concerning any claims or potential claims by NVD or Champion had not been disclosed to ATB; (iii) NVD was not listed as a creditor in the Payable Listings, which the Bankrupts were aware that ATB was relying upon for the purpose of assessing its position and the Security; (iv) the Receivable Listing Email indicated that the “manufacturer cheque”, i.e. the Additional Cheque, would “require follow up” and “will require some leg work”; and, (v) that the funds derived from the Additional Cheque were included, by Mr. Lambert, as part of the eligible receivables to be collected, for and on behalf of ATB, in exchange for receiving a commission in connection with same. As the other receivables referred to in the Receivable Listing Email and enclosure were stated to be collectable, except where specifically noted otherwise, it was ATB’s understanding that this also applied to the Additional Cheque. As

described in further detail below, this understanding was reinforced by the Bankrupts' subsequent advice that they intended to utilize the proceeds of the Additional Cheque to pay certain critical payments, with the balance to be utilized as a partial payment of the Indebtedness.

NMSI's Use and Intended Use of the RBC Account and Additional Cheque.

19. During discussions and conversations between ATB and the Bankrupts, relating to the Bankrupts' financial circumstances and the anticipated wind-down of the Bankrupts' business, the Bankrupts advised ATB of: (i) certain specific payments that the Bankrupts determined were critical, including, among others, payments required to permit continued operations in the near term or an orderly wind-down of operations; (ii) assets available to the Bankrupts, to make such critical payments; (iii) the Bankrupts' intent to utilize, among other assets, the funds associated with the RBC Account and the Additional Cheque, to make such critical payments; and (iv) the assets available, for use, by the Bankrupts, to repay the Indebtedness owed to ATB.

20. In early October 2023, counsel to the Bankrupts first advised that the Bankrupts had utilized certain funds, in accounts not held with ATB (collectively, the "**Outside Accounts**"), and intended to utilize further funds from such Outside Accounts, to make payments (the "**October 2 Payment Request**") on account of: (i) employee wages, to wind down operations; and, (ii) certain legal costs and expenses. A true copy of an email, dated October 2, 2023 (the "**October 2 Payment Request Email**"), from the Bankrupts' then counsel, requesting ATB's position concerning the Bankrupts' proposed use of the funds held in the Outside Accounts, in accordance with the October 2 Payment Request, is attached hereto and marked as **Exhibit "F"** to this Affidavit.

21. In response to the October 2 Payment Request Email, ATB, through counsel, requested further clarity on the proposed source(s) of the funds to be used for the October 2 Payment Request and further details concerning such payments. A true copy of an email, dated October 2, 2023 (the "**ATB October 2 Response**"), from ATB's counsel, requesting further information concerning the October 2 Payment Request, is attached hereto and marked as **Exhibit "G"** to this Affidavit.

22. Following the ATB October 2 Response, on the same date, the Bankrupts' then counsel advised that the Outside Accounts were in fact: (i) the RBC Account, which ATB now understands is the subject of NVD's current claims; and (ii) another Royal Bank of Canada account, being the Joint RBC Account, which was not presently accessible to the Bankrupts as further negotiations

with the joint account holder were required in connection with same. A true copy of an email, dated October 2, 2023 (the "**October 2 Bankrupts' Response**"), from the Bankrupts' then counsel responding to the ATB October 2 Response, is attached hereto and marked as **Exhibit "H"** to this Affidavit.

23. In reviewing the October 2 Bankrupts' Response, ATB understood that the Bankrupts' intent was to utilize: (i) a portion of the funds held in the RBC Account, to fund the payments described in the October 2 Payment Request, if ATB consented to same; and, (ii) the balance of the funds held in the RBC Account, to repay the Indebtedness due and owing to ATB. Specifically, in the October 2 Bankrupts' Response, then counsel to the Bankrupts advised that "Once the payments contemplated above have been made, Nomodic will arrange for the balance of the cash in the RBC account that it controls to be paid to ATB. Again, the joint account will require some negotiations before that issue is resolved."

24. Mr. Lambert, the then Chief Financial Officer of NMSI, sent a further follow-up email in response to the ATB October 2 Response, on October 2, 2023 (the "**October 2 Lambert Email**"), providing further details concerning the Bankrupts' October 2 Payment Request. A true copy of the October 2 Lambert Email is attached hereto and marked as **Exhibit "I"** to this Affidavit.

25. Based on the aforementioned correspondence and payment requests, ATB understood that the funds in the RBC Account: (i) were property of the Bankrupts; (ii) had been utilized by the Bankrupts to make various unsecured or subordinate payments; and, (iii) were available for repayment of the Indebtedness, and in fact, the Bankrupts intended to utilize the RBC Account funds for that specific purpose.

26. At no point did ATB understand that the RBC Account funds were subject to a trust, in favour of NVD, or that the Bankrupts intended to hold the funds in the RBC Account, in trust; as such funds had been utilized freely by the Bankrupts, with the remainder being proposed to be utilized as a repayment of ATB's Indebtedness.

27. ATB was first advised that NMSI was in possession of the Additional Cheque on October 4, 2024.

28. While the Bankrupts made broad references to the possibility that other claims may be asserted against the Additional Cheque, in a bankruptcy proceeding, no details, records, or agreements were ever provided to ATB.

29. ATB enquired and requested that NMSI provide additional information concerning any potential claims, yet despite repeated requests, by ATB, no further information was provided.

30. Based on discussions between ATB's representatives (including myself) and NMSI's representatives, on or around October 3, 2023 to October 5, 2023, ATB became concerned, due to various indications, that the Additional Cheque would otherwise disappear, if ATB did not consent to NMSI's payment requests; such as the October 5 Payment Request.

31. On October 5, 2023, ATB's counsel received an email (the "**October 5 Email**") from the Bankrupts' then-counsel, advising that NMSI was prepared to deposit the Additional Cheque, in the ATB Operating Account, provided that ATB, in return, allow NMSI to utilize the ATB Operating Account to make certain payments from the proceeds of the Additional Cheque (the "**October 5 Payment Request**"). The payments NMSI requested be made, from the funds comprising the Additional Cheque, included amounts owing to the Canada Revenue Agency in respect of outstanding source deductions; payroll payments to employees operating in the field; payment of certain reimbursable employee expenses; and, the payment of the Bankrupts' outstanding legal fees. Specifically, the October 5 Email states:

Further to our telephone conversations over the course of the last few days, Nomodic Modular Structures Inc. ("**Nomodic**") has received a cheque in the sum of \$1,639,158.54 from Champion Canada International ULC (the "**Cheque**"). Nomodic is prepared to deposit the Cheque into its ATB account on the conditions that, once the Cheque has cleared, ATB will:

1. make the following amounts available (in the form of bank drafts) for payment by Nomodic to the following:
 - Canada Revenue Agency (payment of outstanding source deductions) – **\$197,212.40**;
 - Field Payroll (Pay Period – September 29, 2023) - **\$38,922.74** – Upon reviewing its records, Nomodic has discovered (at 11:30 am today) that it short paid a number of former employees.
 - o See the attached Excel spreadsheet for details.
 - Borden Ladner Gervais LLP (legal fees) - **\$15,000.00**;
 - Paul Solota (Ontario Vacation Pay balance) - **\$4,080.10**;
 - Ben LaBoucane (Reimbursable Employee Expense) - **\$367.65**;
 - Chuma Metah (Reimbursable Employee Expense) - **\$73.95**;
 - Janelle LeBlanc (Reimbursable Employee Expense) - **\$666.78**;
 - Joseph Agyemang-Narh (Reimbursable Employee Expense) - **\$562.78**;
 - Julia Read (Reimbursable Employee Expense) - **\$2,968.57**;
 - Kevin Read (Reimbursable Employee Expense) - **\$3,937.42**;
 - Mark MacDonald (Reimbursable Employee Expense) - **\$116.62**;

- Paul Sotola (Reimbursable Employee Expense) - **\$1,429.40**;
- Rick Gallop (Reimbursable Employee Expense) – **\$652.00**;
- Robert Gavin (Reimbursable Employee Expense) - **\$1,070.25**;
- Sadie Holt (Reimbursable Employee Expense) - **\$73.44**;
- Tim Foster (Reimbursable Employee Expense) - **\$199.24**.

...

A true copy of the October 5 Email and corresponding attachments are attached hereto and collectively marked as **Exhibit “J”** to this Affidavit. For clarity, the reference to the capitalized term “Cheque” in the October 5 Email is in reference to the Additional Cheque.

32. The October 5 Email also advised that:

In an effort to be fully transparent, Nomodic has asked us to make sure that ATB is aware that:

a. The Cheque was provided to Nomodic pursuant to an agreement that it would remit those funds to a customer in connection with an agreed upon rebate. On that basis, there may be a competing claim for those funds in the bankruptcy process; [...]

33. The October 5 Email referred to the Additional Cheque having been issued by Champion Canada International ULC (“**Champion**”); however, it did not include any reference to NVD, any trust arrangements, or to any trust claims being asserted against the Additional Cheque by Champion or NVD. As set out in the October 5 Email, no payments to NVD were contemplated therein; nor were any such payments contemplated in the above-described Payable Listings or the October 2 Payment Request.

34. Mr. Read was copied on the October 5 Email and, to the best of my knowledge, did not provide any contradictory or additional information.

35. Furthermore, on or around October 4, 2023 and again on or around October 5, 2023, I had calls with Mr. Read, wherein Mr. Read reiterated that NMSI would deposit the Additional Cheque, with ATB, if ATB allowed the initial payments, as proposed on October 2, 2023 and then subsequently, the October 5 Payment Request, respectively, to be processed.

36. At no point in time was there ever any request by the Bankrupts that the funds, or any portion of the Additional Cheque, should or would be paid to NVD. Furthermore, ATB was not provided a copy of any agreement(s) between Champion, NVD, or NMSI, on or before the Date of Bankruptcy.

37. Based on my discussions with Mr. Read and Mr. Lambert, the October 5 Email, and the Receivable Listing Email, subject to ATB permitting the October 5 Payment Request, ATB understood that: (i) the Additional Cheque was an eligible receivable, for collection; and, (ii) ATB could retain the remainder of the funds comprising the Additional Cheque, to be used as a repayment of the Indebtedness.

38. In addition, in early October 2023, Mr. Lambert and ATB entered into discussions concerning the potential engagement of Mr. Lambert, during or following the wind-down of NMSI's and Nomodic Ontario's operations. Specifically, Mr. Lambert's potential engagement would be to assist ATB in collecting eligible receivables, which were subject to ATB's Security and repayment of the Indebtedness, in exchange for payment of a percentage of the face value thereof. During subsequent conversations, ATB was advised that Mr. Read's potential engagement would also likely be necessary in connection with the collection of specific receivables. These discussions are referred to in certain emails attached to this Affidavit, including the October 2 Bankrupts' Response and the Receivable Listing Email, and I also discussed this proposal with Mr. Lambert by telephone. The rationale for this proposed collection was essentially that NMSI's and Nomodic Ontario's receivables, including receivable represented by the Additional Cheque, were a material asset, that would be difficult to collect, unless assisted by Mr. Read and/or Mr. Lambert. During these discussions, Mr. Lambert referred to the Additional Cheque as one of the receivables to be collected, as part of ATB's Security, and would be applied to the Indebtedness, in exchange for a commission being paid, for collecting same for ATB. On this basis and discussions, ATB believed that the Additional Cheque was available for repayment of the Indebtedness. A true copy of an internal preliminary working copy of an analysis prepared by ATB in early October 2023, with respect to the known collectable receivables, including the Additional Cheque, and the anticipated commissions payable to Mr. Lambert and Mr. Read in connection with same, is attached hereto and marked as **Exhibit "K"** to this Affidavit.

39. As Mr. Read ultimately made the determination to deposit the Additional Cheque in the ATB Operating Account, on an unconditional basis, rather than provide same to FTI, the proposed Trustee, and failed to provide any further details, agreements, or conditions concerning such funds, I understood that the funds represented by the Additional Cheque were available for distribution to employee claims, legal fees, and other similar unsecured claims. As such, while subject to potential claims, I believed that the funds derived from the Additional Cheque were property available for use, by the Bankrupts, and subject to ATB's Security and corresponding rights and remedies.

40. ATB provided an Estimated Security Value for the purposes of the Bankruptcy Application. In doing so, I set out the claims which ATB was aware of and which might have priority over ATB's Security; as in the case where ATB did not ascribe any realizable value to the Joint RBC Account or the \$500,000 guaranteed investment certificate held in another Royal Bank of Canada account as cash collateral in favour of Royal Bank of Canada (as referred to in paragraph 17(a)(iii) of the Bankruptcy Affidavit), in light of the known claims and issues. Any claims known to ATB, as at the Date of Bankruptcy, were accounted for in the calculation of the Estimated Security Value.

41. On the basis of ATB's knowledge, at the time, ATB believed and continues to believe that the ATB Security constitutes a first-ranking claim against the Additional Cheque, the RBC Funds, and certain Accounts Receivable.

42. I swear this Affidavit in connection with the Advice and Direction Application and in opposition to the NVD Trust Application.

SWORN BEFORE ME at the City of)
Calgary, in the Province of Alberta, this)
8th day of April, 2024.)



_____)
A COMMISSIONER FOR OATHS)
in and for the Province of Alberta)

Nathan A. Stewart
Barrister & Solicitor



_____)
MUHAMMAD ASHRAF

This is Exhibit "A" referred to in the Supplemental Affidavit of Muhammad Ashraf
sworn before me this 8th day of April, 2024.



A Commissioner for Oaths in and for the Province of Alberta

Nathan A. Stewart
Barrister & Solicitor

Business Custom Account II

850-00163205100 CAD		As of Oct 06, 2023		Download forms Account nickname	
Available balance	Current balance	Overdraft limit	PMI code	Contract start date	
\$24,849.35	\$1,570,652.01	\$0.00	0001118607	May 07, 2013	
Interest rate					
5.2%					

Transaction history

Date range

September 6, 2023 — October 6, 2023

[View](#)

Date	Description	Type	Debit	Credit	Running balance
Oct 06, 2023	Deposit Cheque CALGARY DEERFOOT MEADOWS	Deposit		\$1,639,158.54	\$1,570,652.01
Oct 06, 2023	Deposit Cheque CALGARY DEERFOOT MEADOWS	Deposit		\$6,644.12	\$(68,506.53)
Oct 05, 2023	Direct Debit ATB Govt Tax Filing EMPTX 8729748	EFT	\$38,393.88		\$(75,150.65)
Oct 05, 2023	Direct Debit ATB Govt Tax Filing EMPTX 8724857	EFT	\$36,726.77		\$(36,756.77)

This is Exhibit "B" referred to in the Supplemental Affidavit of Muhammad Ashraf
sworn before me this 8th day of April, 2024.



A Commissioner for Oaths in and for the Province of Alberta

Nathan A. Stewart
Barrister & Solicitor

Display Payment Item

Change Documents

Posting Date	10/06/2023	Trans. Type	Principal Pymt
Value Date	10/06/2023	Item Type	Ordering Party
Note		Status	Posted
		ItemNo	1

Basic Data Operation References Administr.

Account

Bank Ctry	CA
Bank Key	021908509
Account Number	0000000163205100
SWIFT/BIC	ATBRCA6EXXX
Account Holder	Nomodic Modular Structures Inc.
Acct Desc.	DP_B_CHK: Nomodic Modular Structures Inc. - NR_DP_60_FLSV12

Amount

In Transaction Currency	1,570,652.01	D	CAD
In Account Crcy	1,570,652.01	D	CAD

P... Payment Notes

Display Payment Item

Change Documents

Posting Date	10/06/2023	Trans. Type	Principal Pymt
Value Date	10/06/2023	Item Type	Ordering Party
		Status	Posted

Note ItemNo 1

Basic Data Operation References **Administr.**

Error in Checks		Checks Deactivated By:							
		Check Object	Ext	TT	Acc	N...	Rev	B...	M...
Formal Error	<input type="checkbox"/>	Payment Form	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Payment Form	<input type="checkbox"/>	Val.Date S.P.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Val.Date S.P.	<input type="checkbox"/>	Available Amount	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Available Amount	<input type="checkbox"/>	Account Posting Check	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Account Posting Check	<input type="checkbox"/>	Account Name Check	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Account Name Check	<input type="checkbox"/>	Prenote	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Prenote	<input type="checkbox"/>	Notice on Amount	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Notice on Amount	<input type="checkbox"/>	Payment Monitoring	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Payment Monitoring	<input type="checkbox"/>	Access Limit	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Access Limit	<input type="checkbox"/>	Overdraft Protection	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
OD Protection	<input type="checkbox"/>	Plan Monitoring	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Plan Monitoring	<input type="checkbox"/>	Currency Exchange	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Currency Exchange	<input type="checkbox"/>	Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Facility	<input type="checkbox"/>	Own Check	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Own Check	<input type="checkbox"/>								

Customer Info Fields

Info Fld

Info Field Addit.

Administrative Data

Created By	E29343	Created On	10/06/2023	11:46:04
Changed By		Changed On		00:00:00
Released by	E29343	Released on	10/06/2023	11:46:04

This is Exhibit "C" referred to in the Supplemental Affidavit of Muhammad Ashraf
sworn before me this 8th day of April, 2024.



A Commissioner for Oaths in and for the Province of Alberta

Nathan A. Stewart
Barrister & Solicitor

Net	Net	Net	Net	Net	Net	Net	Net
Net	Net	Net	Net	Net	Net	Net	Net
1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62
1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62
1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62
1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62
1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62
1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62

Supplier	Account	Invoice	Invoice Date	Invoice Amt	Match	Bank	Match Date	Match Amt	Match	Q 25	Account Payable	Q1 25	Q2 25	Q3 25	Q4 25	Total	Net	Net	Net	Net	Net	Net	Net	Net
12660	12860	12900	12920	12940	12960	12980	13000	13020	13040	13060	13080	13100	13120	13140	13160	13180	13200	13220	13240	13260	13280	13300	13320	13340
12660	12860	12900	12920	12940	12960	12980	13000	13020	13040	13060	13080	13100	13120	13140	13160	13180	13200	13220	13240	13260	13280	13300	13320	13340
12660	12860	12900	12920	12940	12960	12980	13000	13020	13040	13060	13080	13100	13120	13140	13160	13180	13200	13220	13240	13260	13280	13300	13320	13340

State	County	Company Name	Address	City	Zip	Phone	Fax	Website	Other Info
GA	Gwinnett	GO 001	GO 002	GO 003	GO 004	GO 005	GO 006	GO 007	GO 008

This is Exhibit "D" referred to in the Supplemental Affidavit of Muhammad Ashraf
sworn before me this 8th day of April, 2024.



A Commissioner for Oaths in and for the Province of Alberta

Nathan A. Stewart
Barrister & Solicitor

This is Exhibit "E" referred to in the Supplemental Affidavit of Muhammad Ashraf
sworn before me this 8th day of April, 2024.



A Commissioner for Oaths in and for the Province of Alberta

Nathan A. Stewart
Barrister & Solicitor

[Redacted]

[Redacted]

----- Forwarded message -----

From: **Byron Lambert** <byron.lambert@nomodic.com>
Date: Tue, Oct 3, 2023 at 10:35 AM
Subject: [Ext Sender] AR listing
To: Muhammad Ashraf <mashraf@atb.com>, Jeff Govett <jgovett@atb.com>

Hi Muhammad,

Attached is the current AR listing with notes on which amounts can be targeted for collections or that will require negotiations with various parties for the full release (joint signatory account).

There was also an agreement reached last week with a manufacturer to provide a refund to Nomodic for approximately \$1.6M, there was supposed to be a cheque sent but it will require follow up – these relate to the NVD Hyatt project that has been cancelled. This would have been tied to the GIC held at RBC, Total funds were due back to NVD of \$2.4M, this would have consisted of the manufacturer refund as well as funds from the GIC. I do not know the status of the manufacturer cheque at this time and will require some leg work.

My preference for an arrangement would be for me to work as an independent contractor for ATB as a self employed individual.

Byron Lambert, CPA, CA | Chief Financial Officer

Cell: 587.777.7997

Email: byron.lambert@nomodic.com



Nomodic | #280, 23 Sunpark Drive SE

Calgary, AB Canada T2X 3V1

nomodic.com



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If you have received this email in error, please let me know by return email so I can make sure it doesn't happen again. Because emails can contain confidential and privileged material, I'd ask for your help by deleting it and any attachments. Thanks!

We like to keep people up to date with information about new products and services at ATB or changes that could affect you. You can check out more about ATB and CASL at <http://www.atb.com/important-information/privacy-security/Pages/ATB-and-CASL.aspx>

If you would like to unsubscribe from our updates, please use this URL - <http://www.atb.com/important-information/privacy-security/Pages/unsubscribe.aspx>

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sworn before me this 8th day of April, 2024.



A Commissioner for Oaths in and for the Province of Alberta

Nathan A. Stewart
Barrister & Solicitor

Hynne, Katie

From: Barr, Kevin <KBarr@blg.com>
Sent: Monday, October 02, 2023 11:57 AM
To: Kyriakakis, Pantelis
Cc: Woodhead, Bill
Subject: [EXT] Nomodic

Pantelis,

WITHOUT PREJUDICE

As discussed, we understand that ATB is unlikely to engage a formal process (i.e., a bankruptcy or receivership). On that basis, in order to wind down the company, Nomodic has the following cash requirements:

\$0.00 – payment to get field employees home from remote work-site location.

- When we spoke, I anticipated that an amount would be required to cover flights home from remote locations. This came directly from management. Some of the (now former) employees have worked throughout yesterday, last night and today to arrange flights home. All flights have now been arranged through flight credits.
- As referenced, employees at remote work locations were removed from hotel rooms as the ATB credit cards were suspended. This was obviously not ideal.

\$22,000 – payment to employees to wind down operations;

- Byron Lambert (CFO) \$5,000.00
 - He will be tying up a series of loose ends such as making payment to CRA;
 - Addressing insurance issues (Director and Officer);
- Kevin Read (CEO) \$5,000.00
 - He is the remaining director and will be coordinating all outstanding issues;
 - Collection of receivables;
 - Notification of various interested parties;
- Scott Mazerolle (Field Manager) \$2,000.00
 - Coordinate site equipment;
- Janelle Leblanc (Travel Coordinator) \$2,000.00
 - Worked throughout yesterday, last night and today to coordinate the return of employees;
 - A small amount of further work today and tomorrow will be necessary to conclude this issue;
- Chuma Metuh (VP Finance) \$5,000.00
 - Filing returns and coordinating with owners, trades and other contractors;
- Rachel Himmelfarb (Accountant) \$3,000.00
 - Preparation of ROEs, benefit windup, pension windup and other administrative tasks.

\$15,000 – BLG

- Our firm requires an amount to assist the company in concluding all matters this week.

I can advise that Nomodic has a small amount of accessible cash in another bank account and could use the funds in that account to pay the above amounts.

We look forward to hearing from you as to ATB's position regarding the above.

Thanks Pantelis, Kevin

Kevin Barr

Partner

T 403.232.9786 | KBarr@blg.com

Centennial Place, East Tower, 1900, 520 – 3rd Ave. SW, Calgary, AB, Canada T2P 0R3

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sworn before me this 8th day of April, 2024.



A Commissioner for Oaths in and for the Province of Alberta

Nathan A. Stewart
Barrister & Solicitor

Hynne, Katie

From: Kyriakakis, Pantelis
Sent: Monday, October 02, 2023 4:37 PM
To: Barr, Kevin
Cc: Woodhead, Bill
Subject: RE: [EXT] Nomodic

Hi Kevin,

A couple more questions / information requests:

1. Can you provide recent account statements for all of the external accounts (last 60 days)?
2. Where did the funds in the external accounts originate from?
3. What payments have been made from these accounts since ATB's demand, on September 25, 2023?

Cheers,



Pantelis Kyriakakis

Partner | Associé
 Bankruptcy and Restructuring | Faillite et restructuration
 T: 403-260-3536
 C: 403-479-5484
 E: pkiriakakis@mccarthy.ca

McCarthy Tétrault LLP

Suite 4000
 421 - 7th Avenue SW
 Calgary AB T2P 4K9

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Visit www.mccarthy.ca for strategic insights and client solutions.



From: Kyriakakis, Pantelis
Sent: Monday, October 02, 2023 12:35 PM
To: Barr, Kevin <KBarr@blg.com>
Cc: Woodhead, Bill <BWoodhead@blg.com>
Subject: RE: [EXT] Nomodic

WITHOUT PREJUDICE

Kevin,

It appears that Nomodic has had sufficient funds all long with accounts outside of ATB. In connection with the below request, are you able to provide some additional details. Specifically:

- 1) How many accounts with other financial institutions does Nomodic have and what are the details of these accounts?
- 2) How much is currently located in the accounts not with ATB and what payments have been made from same?

- 3) How much is the CRA Payment, what does it relate to, and how does Nomodic plan on funding same?
- 4) As the below does not appear to be a funding request, is Nomodic proposing to transfer all funds from the accounts not currently held by ATB into ATB accounts or is the request that ATB agree to allow these payments to be made using its collateral?

Regards,



Pantelis Kyriakakis

Partner | Associé

Bankruptcy and Restructuring | Faillite et restructuration

T: 403-260-3536

C: 403-479-5484

E: pkiriakakis@mccarthy.ca

McCarthy Tétrault LLP

Suite 4000

421 - 7th Avenue SW

Calgary AB T2P 4K9

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From: Barr, Kevin <KBarr@blg.com>
Sent: Monday, October 02, 2023 11:57 AM
To: Kyriakakis, Pantelis <pkiriakakis@mccarthy.ca>
Cc: Woodhead, Bill <BWoodhead@blg.com>
Subject: [EXT] Nomodic

Pantelis,

WITHOUT PREJUDICE

As discussed, we understand that ATB is unlikely to engage a formal process (i.e., a bankruptcy or receivership). On that basis, in order to wind down the company, Nomodic has the following cash requirements:

\$0.00 – payment to get field employees home from remote work-site location.

- When we spoke, I anticipated that an amount would be required to cover flights home from remote locations. This came directly from management. Some of the (now former) employees have worked throughout yesterday, last night and today to arrange flights home. All flights have now been arranged through flight credits.
- As referenced, employees at remote work locations were removed from hotel rooms as the ATB credit cards were suspended. This was obviously not ideal.

\$22,000 – payment to employees to wind down operations;

- Byron Lambert (CFO) \$5,000.00
 - He will be tying up a series of loose ends such as making payment to CRA;
 - Addressing insurance issues (Director and Officer);

- Kevin Read (CEO) \$5,000.00
 - He is the remaining director and will be coordinating all outstanding issues;
 - Collection of receivables;
 - Notification of various interested parties;
- Scott Mazerolle (Field Manager) \$2,000.00
 - Coordinate site equipment;
- Janelle Leblanc (Travel Coordinator) \$2,000.00
 - Worked throughout yesterday, last night and today to coordinate the return of employees;
 - A small amount of further work today and tomorrow will be necessary to conclude this issue;
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 - Filing returns and coordinating with owners, trades and other contractors;
- Rachel Himmelfarb (Accountant) \$3,000.00
 - Preparation of ROEs, benefit windup, pension windup and other administrative tasks.

\$15,000 – BLG

- Our firm requires an amount to assist the company in concluding all matters this week.

I can advise that Nomodic has a small amount of accessible cash in another bank account and could use the funds in that account to pay the above amounts.

We look forward to hearing from you as to ATB's position regarding the above.

Thanks Pantelis, Kevin

Kevin Barr

Partner

T 403.232.9786 | KBarr@blg.com

Centennial Place, East Tower, 1900, 520 – 3rd Ave. SW, Calgary, AB, Canada T2P 0R3

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sworn before me this 8th day of April, 2024.



A Commissioner for Oaths in and for the Province of Alberta

Nathan A. Stewart
Barrister & Solicitor

Hynne, Katie

From: Barr, Kevin <KBarr@blg.com>
Sent: Monday, October 02, 2023 5:36 PM
To: Kyriakakis, Pantelis
Cc: Woodhead, Bill; Kevin Read; Byron Lambert
Subject: [EXT] Nomodic

Pantelis,

WITHOUT PREJUDICE

Thanks to you and your client for the prompt response.

Question #1

There are two accounts at RBC. Both of these accounts have been disclosed to ATB.

Question #2

There is \$2,300,000.00 between the two RBC accounts. Nomodic has access to one of the accounts which contains approximately \$1,200,000.00. Nomodic and another party are joint signatories on the other account (containing approximately \$1,100,000.00) which pertains to a particular project (Sudbury).

A resolution regarding the joint account will require some negotiation over the course of the month of October.

Question #3

There is approximately \$180,000 owing to CRA for source deductions. As discussed, GST is current.

Nomodic proposes to pay CRA from the accessible RBC account tomorrow. It also proposes to pay the employees referenced in my email of 11:57 am from that account. It also proposes to pay BLG from that account.

Two additional pieces. First, instead of paying \$22,000 to the employees referenced in my email of 11:57 am, Nomodic proposes to pay \$17,000 to those employees and to eliminate the payment to Byron Lambert. We are advised by Byron that he had a conversation with Muhammad Ashraf yesterday who offered that Byron could receive a percentage of receivables on certain agreed upon terms. We will leave it to Byron and ATB to agree on an agreement as BLG is not in a position to provide Byron with further advice in that respect. Nomodic does however, wish to review and approve that agreement prior to signing as it wants to insure that no liability would arise against Nomodic or its remaining director therefrom. We understand that is acceptable to Byron. Second, BLG has determined that it will require \$25,000 to complete the balance of its work. This is particularly the case if Byron will be around for the month of October.

Question #4

Once the payments contemplated above have been made, Nomodic will arrange for the balance of the cash in the RBC account that it controls to be paid to ATB. Again, the joint account will require some negotiation before that issue is resolved.

Please let me know if the above is satisfactory as soon as possible as there is work to be done by now former employees tomorrow and for the balance of the week.

Thanks, Kevin

PS - I acknowledge receipt of your subsequent email. Byron will be providing that information to you separately (with a copy to me and Bill Woodhead of BLG).

Kevin Barr

Partner

T 403.232.9786 | KBarr@blg.com

Centennial Place, East Tower, 1900, 520 – 3rd Ave. SW, Calgary, AB, Canada T2P 0R3

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From: Kyriakakis, Pantelis <pkiriakakis@mccarthy.ca>

Sent: Monday, October 2, 2023 12:35 PM

To: Barr, Kevin <KBarr@blg.com>

Cc: Woodhead, Bill <BWoodhead@blg.com>

Subject: RE: [EXT] Nomodic

WITHOUT PREJUDICE

Kevin,

It appears that Nomodic has had sufficient funds all long with accounts outside of ATB. In connection with the below request, are you able to provide some additional details. Specifically:

How many accounts with other financial institutions does Nomodic have and what are the details of these accounts?

How much is currently located in the accounts not with ATB and what payments have been made from same?

How much is the CRA Payment, what does it relate to, and how does Nomodic plan on funding same?

As the below does not appear to be a funding request, is Nomodic proposing to transfer all funds from the accounts not currently held by ATB into ATB accounts or is the request that ATB agree to allow these payments to be made using its collateral?

Regards,



Pantelis Kyriakakis

Partner | Associé

Bankruptcy and Restructuring | Faillite et restructuration

T: 403-260-3536

C: 403-479-5484

E: pkiriakakis@mccarthy.ca

McCarthy Tétrault LLP

Suite 4000

421 - 7th Avenue SW

Calgary AB T2P 4K9

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From: Barr, Kevin <KBarr@blg.com>
Sent: Monday, October 02, 2023 11:57 AM
To: Kyriakakis, Pantelis <pkiriakakis@mccarthy.ca>
Cc: Woodhead, Bill <BWoodhead@blg.com>
Subject: [EXT] Nomodic

Pantelis,
 WITHOUT PREJUDICE

As discussed, we understand that ATB is unlikely to engage a formal process (i.e., a bankruptcy or receivership). On that basis, in order to wind down the company, Nomodic has the following cash requirements:

\$0.00 – payment to get field employees home from remote work-site location.

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- Byron Lambert (CFO) \$5,000.00
 - He will be tying up a series of loose ends such as making payment to CRA;
 - Addressing insurance issues (Director and Officer);
- Kevin Read (CEO) \$5,000.00
 - He is the remaining director and will be coordinating all outstanding issues;
 - Collection of receivables;
 - Notification of various interested parties;
- Scott Mazerolle (Field Manager) \$2,000.00
 - Coordinate site equipment;
- Janelle Leblanc (Travel Coordinator) \$2,000.00
 - Worked throughout yesterday, last night and today to coordinate the return of employees;
 - A small amount of further work today and tomorrow will be necessary to conclude this issue;
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 - Filing returns and coordinating with owners, trades and other contractors;
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 - Preparation of ROEs, benefit windup, pension windup and other administrative tasks.

\$15,000 – BLG

- Our firm requires an amount to assist the company in concluding all matters this week.

I can advise that Nomodic has a small amount of accessible cash in another bank account and could use the funds in that account to pay the above amounts.

We look forward to hearing from you as to ATB's position regarding the above.

Thanks Pantelis, Kevin

Kevin Barr

Partner

T 403.232.9786 | KBarr@blg.com

Centennial Place, East Tower, 1900, 520 – 3rd Ave. SW, Calgary, AB, Canada T2P 0R3

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This is Exhibit "I" referred to in the Supplemental Affidavit of Muhammad Ashraf
sworn before me this 8th day of April, 2024.



A Commissioner for Oaths in and for the Province of Alberta

Nathan A. Stewart
Barrister & Solicitor

From: Byron Lambert <byron.lambert@nomodic.com>
Sent: Monday, October 02, 2023 5:42 PM
To: Barr, Kevin <KBarr@blg.com>; Kyriakakis, Pantelis <pkiriakakis@mccarthy.ca>
Cc: Woodhead, Bill <BWoodhead@blg.com>; Kevin Read <kevin.r@nomodic.com>
Subject: [EXT] RE: [EXTERNAL] Nomodic

Hi All,

Can you provide recent account statements for all of the external accounts (last 60 days)?
See attached "2023-09-29 – RBC Account statements – 60 days"

Where did the funds in the external accounts originate from?

GIC held with RBC in respect of NVD Hyatt project was Withdrawn on September 29 – see attached file "GIC - redemption -NOMODIC MODULAR STRUCTURES INC"

What payments have been made from these accounts since ATB's demand, on September 25, 2023?

Summary of disbursements below – detail for each attached for your reference.

Description	Period ending	Amount
Corporate payroll	2023-09-23	86,267.48
Field Payroll	2023-09-23	101,168.17
Corporate payroll	2023-09-29	42,867.88
Field Payroll	2023-09-29	48,842.39
Employee Expenses	2023-09-29	10,048.65
Total		289,194.57

Proposed CRA payments for tomorrow:

Description	Period ending	Amount
Corp Gov Remittances	2023-09-09	36,380.66
Field Gov remittances	2023-09-09	35,520.30
Corp Gov Remittances	2023-09-23	36,726.77
Field Gov remittances	2023-09-23	38,393.88
Corp Gov remittances (Estimated)	2023-09-29	18,250.20
Field Gov remittances (Estimated)	2023-09-29	18,535.96
		183,807.77

Additional payments proposed for tomorrow:

Key Employee Retainer: \$17,000

BLG retainer \$25,000

Employee Expenses submitted late: < \$5,000 in aggregate.

Byron Lambert, CPA, CA | Chief Financial Officer

Cell: 587.777.7997

Email: byron.lambert@nomodic.com



Nomodic | #280, 23 Sunpark Drive SE

Calgary, AB Canada T2X 3V1

nomodic.com



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From: Barr, Kevin <KBarr@blg.com>

Sent: Monday, October 2, 2023 5:36 PM

To: pkyriakakis@mccarthy.ca

Cc: Woodhead, Bill <BWoodhead@blg.com>; Kevin Read <kevin.r@nomodic.com>; Byron Lambert <byron.lambert@nomodic.com>

Subject: [EXTERNAL] Nomodic

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Pantelis,

WITHOUT PREJUDICE

Thanks to you and your client for the prompt response.

Question #1

There are two accounts at RBC. Both of these accounts have been disclosed to ATB.

Question #2

There is \$2,300,000.00 between the two RBC accounts. Nomodic has access to one of the accounts which contains approximately \$1,200,000.00. Nomodic and another party are joint signatories on the other account (containing approximately \$1,100,000.00) which pertains to a particular project (Sudbury).

A resolution regarding the joint account will require some negotiation over the course of the month of October.

Question #3

There is approximately \$180,000 owing to CRA for source deductions. As discussed, GST is current.

Nomodic proposes to pay CRA from the accessible RBC account tomorrow. It also proposes to pay the employees referenced in my email of 11:57 am from that account. It also proposes to pay BLG from that account.

Two additional pieces. First, instead of paying \$22,000 to the employees referenced in my email of 11:57 am, Nomodic proposes to pay \$17,000 to those employees and to eliminate the payment to Byron Lambert. We are advised by Byron that he had a conversation with Muhammad Ashraf yesterday who offered that Byron could receive a percentage of receivables on certain agreed upon terms. We will leave it to Byron and ATB to agree on an agreement as BLG is not in a position to provide Byron with further advice in that respect. Nomodic does however, wish to review and approve that agreement prior to signing as it wants to insure that no liability would arise against Nomodic or its remaining director therefrom. We understand that is acceptable to Byron. Second, BLG has determined that it will require \$25,000 to complete the balance of its work. This is particularly the case if Byron will be around for the month of October.

Question #4

Once the payments contemplated above have been made, Nomodic will arrange for the balance of the cash in the RBC account that it controls to be paid to ATB. Again, the joint account will require some negotiation before that issue is resolved.

Please let me know if the above is satisfactory as soon as possible as there is work to be done by now former employees tomorrow and for the balance of the week.

Thanks, Kevin

PS - I acknowledge receipt of your subsequent email. Byron will be providing that information to you separately (with a copy to me and Bill Woodhead of BLG).

Kevin Barr**Partner**T 403.232.9786 | KBarr@blg.com

Centennial Place, East Tower, 1900, 520 – 3rd Ave. SW, Calgary, AB, Canada T2P 0R3

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WITHOUT PREJUDICE

Kevin,

It appears that Nomodic has had sufficient funds all long with accounts outside of ATB. In connection with the below request, are you able to provide some additional details. Specifically:

How many accounts with other financial institutions does Nomodic have and what are the details of these accounts?

How much is currently located in the accounts not with ATB and what payments have been made from same?

How much is the CRA Payment, what does it relate to, and how does Nomodic plan on funding same?

As the below does not appear to be a funding request, is Nomodic proposing to transfer all funds from the accounts not currently held by ATB into ATB accounts or is the request that ATB agree to allow these payments to be made using its collateral?

Regards,

**Pantelis Kyriakakis**

Partner | Associé

Bankruptcy and Restructuring | Faillite et restructuration

T: 403-260-3536

C: 403-479-5484

E: pyriakakis@mccarthy.ca**McCarthy Tétrault LLP**

Suite 4000

421 - 7th Avenue SW

Calgary AB T2P 4K9

Please, think of the environment before printing this message.

Visit www.mccarthy.ca for strategic insights and client solutions.**From:** Barr, Kevin <KBarr@blg.com>**Sent:** Monday, October 02, 2023 11:57 AM**To:** Kyriakakis, Pantelis <pyriakakis@mccarthy.ca>**Cc:** Woodhead, Bill <BWoodhead@blg.com>**Subject:** [EXT] Nomodic

Pantelis,

WITHOUT PREJUDICE

As discussed, we understand that ATB is unlikely to engage a formal process (i.e., a bankruptcy or receivership). On that basis, in order to wind down the company, Nomodic has the following cash requirements:

\$0.00 – payment to get field employees home from remote work-site location.

- When we spoke, I anticipated that an amount would be required to cover flights home from remote locations. This came directly from management. Some of the (now former) employees have worked throughout yesterday, last night and today to arrange flights home. All flights have now been arranged through flight credits.
- As referenced, employees at remote work locations were removed from hotel rooms as the ATB credit cards were suspended. This was obviously not ideal.

\$22,000 – payment to employees to wind down operations;

- Byron Lambert (CFO) \$5,000.00
 - He will be tying up a series of loose ends such as making payment to CRA;
 - Addressing insurance issues (Director and Officer);
- Kevin Read (CEO) \$5,000.00
 - He is the remaining director and will be coordinating all outstanding issues;
 - Collection of receivables;
 - Notification of various interested parties;
- Scott Mazerolle (Field Manager) \$2,000.00
 - Coordinate site equipment;
- Janelle Leblanc (Travel Coordinator) \$2,000.00
 - Worked throughout yesterday, last night and today to coordinate the return of employees;
 - A small amount of further work today and tomorrow will be necessary to conclude this issue;
- Chuma Metuh (VP Finance) \$5,000.00
 - Filing returns and coordinating with owners, trades and other contractors;
- Rachel Himmelfarb (Accountant) \$3,000.00
 - Preparation of ROEs, benefit windup, pension windup and other administrative tasks.

\$15,000 – BLG

- Our firm requires an amount to assist the company in concluding all matters this week.

I can advise that Nomodic has a small amount of accessible cash in another bank account and could use the funds in that account to pay the above amounts.

We look forward to hearing from you as to ATB's position regarding the above.

Thanks Pantelis, Kevin

Kevin Barr

Partner

T 403.232.9786 | KBarr@blg.com

Centennial Place, East Tower, 1900, 520 – 3rd Ave. SW, Calgary, AB, Canada T2P 0R3

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This is Exhibit "J" referred to in the Supplemental Affidavit of Muhammad Ashraf
sworn before me this 8th day of April, 2024.



A Commissioner for Oaths in and for the Province of Alberta

Nathan A. Stewart
Barrister & Solicitor

Hynne, Katie

From: Barr, Kevin <KBarr@blg.com>
Sent: Thursday, October 05, 2023 12:51 PM
To: Kyriakakis, Pantelis
Cc: Woodhead, Bill; Kevin Read
Subject: [EXT] Nomodic
Attachments: Payroll Field (Pay Period - Oct 07 Estimate to Actual Reconciliation).xlsx

Pantelis,

WITHOUT PREJUDICE

Further to our telephone conversations over the course of the last few days, Nomodic Modular Structures Inc. (“**Nomodic**”) has received a cheque in the sum of \$1,639,158.54 from Champion Canada International ULC (the “**Cheque**”). Nomodic is prepared to deposit the Cheque into its ATB account on the conditions that, once the Cheque has cleared, ATB will:

1. make the following amounts available (in the form of bank drafts) for payment by Nomodic to the following:
 - Canada Revenue Agency (payment of outstanding source deductions) – **\$197,212.40**;
 - Field Payroll (Pay Period – September 29, 2023) - **\$38,922.74** – Upon reviewing its records, Nomodic has discovered (at 11:30 am today) that it short paid a number of former employees.
 - See the attached Excel spreadsheet for details.
 - Borden Ladner Gervais LLP (legal fees) - **\$15,000.00**;
 - Paul Solota (Ontario Vacation Pay balance) - **\$4,080.10**;
 - Ben LaBoucane (Reimbursable Employee Expense) - **\$367.65**;
 - Chuma Metah (Reimbursable Employee Expense) - **\$73.95**;
 - Janelle LeBlanc (Reimbursable Employee Expense) - **\$666.78**;
 - Joseph Agyemang-Narh (Reimbursable Employee Expense) - **\$562.78**;
 - Julia Read (Reimbursable Employee Expense) - **\$2,968.57**;
 - Kevin Read (Reimbursable Employee Expense) - **\$3,937.42**;
 - Mark MacDonald (Reimbursable Employee Expense) - **\$116.62**;
 - Paul Sotola (Reimbursable Employee Expense) - **\$1,429.40**;
 - Rick Gallop (Reimbursable Employee Expense) – **\$652.00**;
 - Robert Gavin (Reimbursable Employee Expense) - **\$1,070.25**;
 - Sadie Holt (Reimbursable Employee Expense) - **\$73.44**;
 - Tim Foster (Reimbursable Employee Expense) - **\$199.24**.
2. take steps, within 48 hours of the above bank drafts being made available, to petition Nomodic into bankruptcy. I have instructions to deliver the most recently provided form of Consent Bankruptcy Order to you.

We are seeking certified bank drafts as we don’t want a bankruptcy to result in the payments being returned.

In an effort to be fully transparent, Nomodic has asked us to make sure that ATB is aware that:

- a. The Cheque was provided to Nomodic pursuant to an agreement that it would remit those funds to a customer in connection with an agreed upon rebate. On that basis, there may be a competing claim for those funds in the bankruptcy process;
- b. We were advised this morning by RBC that the City of Sudbury demanded the return of a cheque. It is not clear how much the demand is for or whether RBC will be returning the cheque. Our current information is that this cheque is from the account that is subject to joint signing;

- c. Upon reviewing the ATB accounts, Nomodic has determined that the sum of \$440,630.40 (USD) was previously swept. That amount pertains to funds intended to be forwarded to a US affiliate of Nomodic. The principal of Nomodic believes that a claim will be made for those funds in any bankruptcy that occurs.

Lastly, please be advised that Mr. Read will be seeking advice from independent counsel (Rob Rakochev at Field Law) regarding his position as a director prior to Nomodic being placed into bankruptcy. To the extent that ATB has a position in that regard, we would ask that you contact Mr. Rakochev directly.

We look forward to hearing from you.

Kevin Barr

Partner

T 403.232.9786 | KBarr@blg.com

Centennial Place, East Tower, 1900, 520 – 3rd Ave. SW, Calgary, AB, Canada T2P 0R3

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Employee Name	PAYROLL PAID OUT (ESTIMATED)	CORRECT NET PAYROLL (ACTUAL)	DIFFERENCE DUE
Andrew Burnett	\$ 727.32	\$ 2,090.78	\$ 1,363.46
Blair Hodgson	\$ 1,329.90	\$ 2,931.82	\$ 1,601.92
Leonard Hurst	\$ 1,878.42	\$ 2,301.72	\$ 423.30
Ben LaBoucane	\$ 1,173.63	\$ 1,778.61	\$ 604.98
Jamey Brignall	\$ 1,981.72	\$ 2,274.88	\$ 293.16
Paul St. Louis	\$ 2,371.20	\$ 2,579.70	\$ 208.50
Chad McCulloch	\$ 1,794.38	\$ 2,485.61	\$ 691.23
Justin Knott	\$ 1,463.95	\$ 3,063.41	\$ 1,599.46
Mark Macdonald	\$ 2,876.13	\$ 4,926.09	\$ 2,049.96
Adam Hickey	\$ 1,416.96	\$ 2,781.58	\$ 1,364.62
Chris Jackson	\$ 353.40	\$ 1,399.85	\$ 1,046.45
Rick Gollop	\$ 2,533.39	\$ 3,767.51	\$ 1,234.12
Robert Gavin	\$ 2,153.88	\$ 3,690.29	\$ 1,536.41
James Lambert	\$ 1,896.70	\$ 2,706.11	\$ 809.41
Derek Menard	\$ -	\$ 415.85	\$ 415.85
Tim Foster	\$ 1,389.08	\$ 3,216.67	\$ 1,827.59
Emmanuel Johnston	\$ 894.25	\$ 2,378.10	\$ 1,483.85
Paul Johnson	\$ 679.47	\$ 2,290.09	\$ 1,610.62
Matthew Stewart	\$ 2,093.99	\$ 4,487.46	\$ 2,393.47
Liam Stewart	\$ 603.35	\$ 2,040.91	\$ 1,437.56
John Arseneault	\$ 3,180.60	\$ 4,170.39	\$ 989.79
Dustin Hurst	\$ 1,310.40	\$ 2,312.07	\$ 1,001.67
Duane Phillips	\$ 1,894.97	\$ 3,686.70	\$ 1,791.73
Bryan Lambing	\$ 1,255.50	\$ 2,615.77	\$ 1,360.27
Alex Jubinville	\$ 1,877.05	\$ 3,374.19	\$ 1,497.14
Joseph (Rene) Doiron	\$ 2,134.35	\$ 3,143.69	\$ 1,009.34
Joseph Agyemang-Narh	\$ 2,378.92	\$ 3,329.59	\$ 950.67
Emma Fitzhenry	\$ -	\$ -	\$ -
Abdi-Rahim Siraj Mohamed	\$ 373.92	\$ 935.09	\$ 561.17
Paul Yor	\$ 439.64	\$ 1,127.79	\$ 688.15
Mikel Berger	\$ 1,577.76	\$ 2,499.87	\$ 922.11
Emma Fitzhenry	\$ -	\$ -	\$ -
Nicholas Hill	\$ 324.00	\$ 1,142.92	\$ 818.92
Kevin Killbreath	\$ 511.50	\$ 1,356.54	\$ 845.04
Hyrum Lavoie	\$ 315.00	\$ 1,261.86	\$ 946.86
Joshua Dunnigan	\$ 656.25	\$ 1,426.30	\$ 770.05
Sean Reimer	\$ 765.19	\$ 1,775.35	\$ 1,010.16
Brendon Creyke	\$ 236.25	\$ -	\$ (236.25)
	\$ 48,842.42	\$ 87,765.16	\$ 38,922.74

Hours on Last Pay period (Sep 1- Sep 23): \$ 2,619.00
Hours on This Pay period (Sep 24 - Oct 01): \$ 2,124.00
Decrease in Hours \$ (495.00)

Reasons the hours for the partial pay being higher than last pay period comparatively:
- 22-020 Sudbury Craning - Mark M., Rick G., Bob G., James L., Alex J., Joseph D., Joseph A., Mikel B. continued craning
- Civeo 23-015 Mobilization - Andrew B., Adam Hickey, Derek M., Emmanuel J., Paul J., Abdi-Rahim M., Joshua D, Hyrum L. - last pay no one coded to 23-015

Employee Name	NET TOTAL (EST)	
Andrew Burnett	727.32	727.32
Blair Hodgson	1329.9	1329.9
Leonard Hurst	1878.415	1878.42
Ben LaBoucane	1173.63	1173.63
Jamey Brignall	1981.72	1981.72
Paul St. Louis	2371.2	2371.2
Chad McCulloch	1794.375	1794.38
Justin Knott	1463.95	1463.95
Mark Macdonald	2876.125	2876.13
Adam Hickey	1416.96	1416.96
Chris Jackson	353.4	353.4
Rick Gollop	2533.39	2533.39
Robert Gavin	2153.8825	2153.88
James Lambert	1896.7025	1896.7
Tim Foster	1389.08	1389.08
Emmanuel Johnston	894.25	894.25
Paul Johnson	679.47	679.47
Matthew Stewart	2093.99	2093.99
Liam Stewart	603.35	603.35
John Arseneault	3180.60	3180.6
Dustin Hurst	1310.40	1310.4
Duane Phillips	1894.97	1894.97
Bryan Lambing	1255.50	1255.5
Alex Jubinville	1877.05	1877.05
Joseph (Rene) Doiron	2134.35	2134.35
Joseph Agyemang-Narh	2378.92	2378.92
Emma Fitzhenry	0.00	0
Abdi-Rahim Siraj Mohamed	373.92	373.92
Paul Yor	439.64	439.64
Mikel Berger	1577.76	1577.76
Emma Fitzhenry	0.00	0
Nicholas Hill	324.00	324
Kevin Killbreath	511.50	511.5
Hyrum Lavoie	315.00	315
Joshua Dunnigan	656.25	656.25
Sean Reimer	765.19	765.19
Brendon Creyke	236.25	236.25
\$ 48,842.39	\$ 48,842.42	

Bank	Transit	Account	Customer Number
002	71779	7324383	DD00010816
809	22010	101040042416	DD00010817
003	03200	5100383	DD00010818
002	70664	0030120	DD00010819
809	05850	100005642400	DD00010820
002	91579	1150227	DD00010821
004	81029	6423512	DD00010822
003	02880	5054606	DD00010823
004	86309	6233140	DD00010824
003	03749	5263512	DD00010825
004	02909	6721669	DD00010826
003	01439	5081476	DD00010827
004	81929	6331093	DD00010828
004	99110	6156768	DD00010829
010	00550	7994591	DD00010830
003	02880	5452933	DD00010831
004	87659	6013886	DD00010832
001	05578	3183484	DD00010833
004	93330	6453101	DD00010834

TRUE CHECK

This is Exhibit "K" referred to in the Supplemental Affidavit of Muhammad Ashraf
sworn before me this 8th day of April, 2024.



A Commissioner for Oaths in and for the Province of Alberta

Nathan A. Stewart
Barrister & Solicitor

	Collectable AR	%age of Commission	3% Commission	5% Commission	Total Potential Commission	Rationale
Altra Women's Resource Society	53,943.69	5%	-	-	2,697	Under \$100k AR, proposing flat 5%
BC Housing Management Commissi	628,551.69	3% on first 50% collection; 5% on the amount collected above 50%	9,428	15,714	25,142	Bonded project, will be difficult to collect
Civeo Canada Limited Partnership	423,527.43	3% on first 50% collection; 5% on the amount collected above 50%	6,353	10,588	16,941	Site abandonment, will be difficult to collect
City of Greater Sudbury	1,080,578.58	3% on first 50% collection; 5% on the amount collected above 50%	16,209	27,014	43,223	
Komplete Modular Solutions	48,836.79	5%	-	-	2,442	Under \$100k AR, proposing flat 5%
Nexil Building Sol'n Inc.	81,999.30	5%	-	-	4,100	Under \$100k AR, proposing flat 5%
Nexus 1, LLC	373,217.01	3% on first 50% collection; 5% on the amount collected above 50%	5,598	9,330	14,929	In negotiations for settlement
RedGuard, LLC	15,536.67	5%	-	-	777	Under \$100k AR, proposing flat 5%
The Progressive Housing Society	27,891.15	5%	-	-	1,395	Under \$100k AR, proposing flat 5%
Total	2,734,082.31		37,588	62,646.87	111,645	
Other:						
		Collections above \$1MM			10,000	
		Collections above \$1.5MM			10,000	
		Collections above \$2.0MM			10,000	
NVD Hyatt Project	1,600,000.00	2% (To be shared between Byron and Kevin)			32,000	