

COURT FILE NUMBER 2301-16371
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF CANADIAN WESTERN BANK

Clerk's Stamp

DEFENDANTS WOLVERINE ENERGY AND INFRASTRUCTURE INC.,
WOLVERINE EQUIPMENT INC., WOLVERINE
CONSTRUCTION INC., WOLVERINE MANAGEMENT
SERVICES INC., HD NORTHERN EQUIPMENT SALES AND
RENTALS INC., HD ENERGY RENTALS LTD., BHW
EMPLOYMENT SERVICES INC., FLO-BACK EQUIPMENT
INC., LIBERTY ENERGY SERVICES LTD., WESTERN
CANADIAN MULCHING LTD. AND WOLVERINE GROUP
INC.

DOCUMENT AFFIDAVIT #2 OF ROD RANDALL

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY
FILING THIS DOCUMENT
McCarthy Tétrault LLP
4000, 421 – 7th Avenue SW
Calgary, AB T2P 4K9
Attention: Sean Collins / Walker W. MacLeod / Pantelis
Kyriakakis / Nathan Stewart
Tel: 403-260-3531 / 3710 / 3536 / 3534
Fax: 403-260-3501
Email: scollins@mccarthy.ca / wmacleod@mccarthy.ca /
pkyriakakis@mccarthy.ca / nstewart@mccarthy.ca

I, ROD RANDALL, of the City of Edmonton, in the Province of Alberta, SWEAR AND SAY THAT:

1. I am an Assistant Vice President and Manager, Small and Medium Enterprises, Special Assets Management Unit for Canada Western Bank ("CWB" or the "Lender") and as such, have personal knowledge of the facts and matters herein deposed.
2. I have reviewed the records maintained by the Lender in respect of the Defendants named in this proceeding (collectively, the "Debtors"), which I verily believe were made in the ordinary and usual course of business and, where I do not have direct personal knowledge of matters deposed herein, my knowledge is derived from my review of such records.

3. I swore a "Supplemental" Affidavit in the within matter on December 8, 2023 ("My First Affidavit"). I note that, strictly speaking, My First Affidavit was not "supplemental" as it was the first Affidavit I have sworn in these proceedings.
4. I had, however, sworn an Affidavit on November 30, 2023 (the "CCAA Affidavit") in respect of *Companies' Creditors Arrangement Act* (Canada) (the "CCAA") proceedings commenced Alberta Court of King's Bench, Court File Number 2301-15988 (the "CCAA Proceedings"), involving Wolverine Energy and Infrastructure Inc *et al.* The CCAA Affidavit is Exhibit "A" to My First Affidavit. In this sense, My First Affidavit supplemented my CCAA Affidavit.
5. I wish to note an inadvertent error in My First Affidavit in order to correct the record. The exhibits to this Affidavit are not attached because they were either filed in the CCAA Proceeding or, in any event, are impractical to attach due to the fact that this Affidavit is being commissioned remotely. In any event, the exhibits will be provided concurrently with service of this Affidavit and counsel has requested the receiver and manager to separately post the exhibits to the website maintained in these proceedings.
6. At paragraph 5 of My First Affidavit, I deposed that all of the Debtors (which term was defined as the Defendants in this action), other than Wolverine Group Inc., were applicants in the CCAA Proceedings.
7. In fact, neither HD Northern Equipment Sales and Rentals Inc. ("HD Northern") or Wolverine Management Services Inc. ("Wolverine Management") were CCAA applicants.
8. The error arose, in part, because both HD Northern and Wolverine Management are guarantors of the obligations of Wolverine Energy and Infrastructure Inc. and have provided duly perfected security to Canadian Western Bank ("CWB"). The foregoing facts were all deposed to in my CCAA Affidavit which was sworn in support of an application to for the appointment of a receivership in preference to the CCAA Proceedings.

For clarity and ease of reference, I note the following:

- (a) As to HD Northern:
- (i) HD Northern is a corporation incorporated pursuant to the laws of Alberta. A true copy of the corporate search of HD Northern is attached as Exhibit "E" to the CCAA Affidavit and marked as **Exhibit "A"** to this my affidavit;
 - (ii) HD Northern executed a Full Liability Guarantee, dated October 3, 2018 (the "**HD Northern Guarantee**"), to and in favour of CWB. A true copy of the HD Northern Guarantee is attached as Exhibit "R" to the CCAA Affidavit and marked as **Exhibit "B"** to this my affidavit;
 - (iii) HD Northern executed a General Security Agreement, dated October 3, 2018 (the "**HD Northern GSA**"), to and in favour of CWB. A true copy of the HD Northern GSA is attached as Exhibit "MM" to the CCAA Affidavit and marked as **Exhibit "C"** to this my affidavit;
 - (iv) A true copy of the Alberta Personal Property Registry search of HD Northern is attached as Exhibit "NN" to the CCAA Affidavit and marked as **Exhibit "D"** to this my affidavit;
 - (v) CWB, through its then legal counsel, delivered a demand letter, dated October 2, 2023 (the "**HD Northern Demand Letter**"), and a corresponding Notice of Intention to Enforce Security (the "**HD Northern 244 Notice**"), in accordance with section 244 of the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**"), to HD Northern. A true copy of the HD Northern Demand Letter and HD Northern 244 Notice is collectively attached as Exhibit "HHH" to the CCAA Affidavit and collectively marked as **Exhibit "E"** to this my affidavit; and,
 - (vi) A true copy of the proof of delivery of the HD Northern Demand Letter and HD Northern 244 Notice is attached as Exhibit "III" to the CCAA Affidavit and marked as **Exhibit "F"** to this my affidavit;

- (b) As to Wolverine Management:
- (i) Wolverine Management is a corporation incorporated pursuant to the laws of Alberta. A true copy of the corporate search of Wolverine Management is attached as Exhibit "D" to the CCAA Affidavit and marked as **Exhibit "G"** to this my affidavit;
 - (ii) Wolverine Management executed a Full Liability Guarantee, dated October 3, 2018 (the "**Wolverine Management Guarantee**"), to and in favour of CWB. A true copy of the Wolverine Management Guarantee is attached as Exhibit "P" to the CCAA Affidavit and marked as **Exhibit "H"** to this my affidavit;
 - (iii) Wolverine Management executed a General Security Agreement, dated October 3, 2018 (the "**Wolverine Management GSA**"), to and in favour of CWB. A true copy of the Wolverine Management GSA is attached as Exhibit "I" to the CCAA Affidavit and marked as **Exhibit "I"** to this my affidavit;
 - (iv) A true copy of the Alberta Personal Property Registry search of Wolverine Management is attached as Exhibit "JJ" to the CCAA Affidavit and marked as **Exhibit "J"** to this my affidavit;
 - (v) CWB, through its then legal counsel, delivered a demand letter, dated October 2, 2023 (the "**Wolverine Management Demand Letter**"), and a corresponding Notice of Intention to Enforce Security (the "**Wolverine Management 244 Notice**"), in accordance with section 244 of the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**"), to Wolverine Management. A true copy of the Wolverine Management Demand Letter and Wolverine Management 244 Notice is collectively attached as Exhibit "HHH" to the CCAA Affidavit and collectively marked as **Exhibit "K"** to this my affidavit; and,
 - (vi) A true copy of the proof of delivery of the Wolverine Management Demand Letter and Wolverine Management 244 Notice is attached as Exhibit "III" to the CCAA Affidavit and marked as **Exhibit "L"** to this my affidavit.

9. Additionally, both HD Northern and Wolverine Management are parties to the Commitment Letter, dated March 29, 2022 (the "**Commitment Letter**") between CWB and the credit parties listed therein, as subsequently amended pursuant to the Amendment to Commitment Letter, dated February 9, 2023 (the "**Amendment to the Commitment Letter**"). A true copy of the Commitment Letter is attached as Exhibit "K" to the CCAA Affidavit and marked as Exhibit "M" to this my affidavit. A true copy of the Amendment to the Commitment Letter is attached as Exhibit "L" to the CCAA Affidavit and marked as Exhibit "N" to this my affidavit.
10. Both HD Northern and Wolverine Management are liable to CWB as guarantors in respect of the indebtedness owing by Wolverine Energy and Infrastructure Inc. to the Lender which indebtedness, as of December 7, 2023, amounts to \$16,787,345, plus interest, fees, costs, and expenses (including, without limitation, solicitor and own client fees on a fully indemnity basis).
11. On December 16, 2023, CWB's counsel received a letter (the "**HD Northern Letter**") from counsel to HD Northern alleging, among other things, that HD Northern was wrongfully named as a defendant in the within proceedings. Marked as Exhibit "O" to this my affidavit is a true copy of the HD Northern Letter.
12. The HD Northern Letter notes that Wolverine Energy and Infrastructure Inc. sold the shares of HD Northern to 398793 B.C. Ltd. effective March 1, 2022. This fact notwithstanding, CWB has never been asked, nor has it, released the HD Northern Guarantee and HD Northern GSA granted by HD Northern in favour of CWB.
13. Counsel to the Defendants, other than HD Northern, Wolverine Management, and Wolverine Group Inc., indicated in a letter to the Court, dated December 19, 2023 (the "**Bennett Jones Letter**"), that they are not counsel to HD Northern and Wolverine Management. Marked as Exhibit "P" to this my affidavit is a true copy of the Bennett Jones Letter.
14. In the circumstances, CWB supports FTI Consulting Canada Inc.'s (the "**Receiver**"), application remove HD Northern from the purview of the receivership order noting that CWB reserves all rights and remedies it has in respect of HD Northern by virtue of the fact that HD Northern is liable to CWB under the HD Northern Guarantee and related security.

As for Wolverine Management, I am advised by the receiver and manager that discussions have taken place between the receiver and manager and the principal of Wolverine Management relating to potentially keeping Wolverine Management under the purview of the within receivership. I am further advised that an agreement in this regard has not been reached. Due to the exigent circumstances of having this matter brought before the Court on December 22, 2023, CWB also supports the Receiver's application remove Wolverine Management from the purview of the receivership order noting that CWB reserves all rights and remedies it has in respect of Wolverine Management by virtue of the fact that Wolverine Management is liable to CWB under the Wolverine Management Guarantee and related security.

15. I swear this affidavit in support of the Receiver's application for and advice and directions.
16. I am not physically present before the Commissioner for Oaths (the "Commissioner") taking this Affidavit, but I am linked with the Commissioner by video technology. The following steps have been or will be taken by me and the Commissioner:
 - (a) I have shown the Commissioner the front and back of my current government-issued photo identification ("ID") and the Commissioner has compared my video image to the information on my ID;
 - (b) the Commissioner has taken a screenshot of the front and back of my ID to retain it;
 - (c) the Commissioner and I have a paper copy of this Affidavit before us;
 - (d) the Commissioner and I have reviewed each page of this Affidavit to verify that the pages are identical and have initialed each page in the lower right corner;
 - (e) at the conclusion of our review of the Affidavit, the Commissioner administered the oath to me, and the Commissioner watched me sign my name to this Affidavit; and



CERTIFICATE

CANADA)
)
PROVINCE OF)
)
ALBERTA)
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)
)
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)

CANADIAN WESTERN BANK

v.

**WOLVERINE ENERGY AND INFRASTRUCTURE INC.,
WOLVERINE EQUIPMENT INC., WOLVERINE CONSTRUCTION
INC., WOLVERINE MANAGEMENT SERVICES INC., HD
NORTHERN EQUIPMENT SALES AND RENTALS INC., HD
ENERGY RENTALS LTD., BHW EMPLOYMENT SERVICES INC.,
FLO-BACK EQUIPMENT INC., LIBERTY ENERGY SERVICES LTD.
WESTERN CANADIAN MULCHING LTD. AND WOLVERINE
GROUP INC.**

I, Kaelyn Macaulay, of the City of Calgary, in the Province of Alberta, Student-At-Law **DO CERTIFY** that:

1. I remotely commissioned the affidavit of Rod Randall dated December 21, 2023, attached hereto, using videoconferencing software in accordance with the procedure set out in the Court of King’s Bench of Alberta Notice to the Profession and Public NPP#2020-02 regarding Remote Commissioning of Affidavits for Use in Civil and Family Proceedings During The COVID-19 Pandemic.
2. The remote commissioning process was necessary because it was impossible or unsafe, for medical reasons, for the deponent and I to be physically present together.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and affixed my seal of office at the City of Calgary, in the Province of Alberta, this 21st day of December, 2023.

Kaelyn Macaulay
A Commissioner for Oaths in and for the
Province of Alberta

COURT FILE NUMBER 2301-16371
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF CANADIAN WESTERN BANK
DEFENDANTS



WOLVERINE ENERGY AND INFRASTRUCTURE INC.,
WOLVERINE EQUIPMENT INC., WOLVERINE
CONSTRUCTION INC., WOLVERINE MANAGEMENT
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4000, 421 – 7th Avenue SW
Calgary, AB T2P 4K9
Attention: Sean Collins / Walker W. MacLeod / Pantelis
Kyriakakis / Nathan Stewart
Tel: 403-260-3531 / 3710 / 3536 / 3534
Fax: 403-260-3501
Email: scollins@mccarthy.ca / wmacleod@mccarthy.ca /
pkyriakakis@mccarthy.ca / nstewart@mccarthy.ca

I, ROD RANDALL, of the City of Edmonton, in the Province of Alberta, SWEAR AND SAY THAT:

1. I am an Assistant Vice President and Manager, Small and Medium Enterprises, Special Assets Management Unit for Canada Western Bank ("CWB" or the "Lender") and as such, have personal knowledge of the facts and matters herein deposed.
2. I have reviewed the records maintained by the Lender in respect of the Defendants named in this proceeding (collectively, the "Debtors"), which I verily believe were made in the ordinary and usual course of business and, where I do not have direct personal knowledge of matters deposed herein, my knowledge is derived from my review of such records.

Handwritten initials in black ink, appearing to be "FR" followed by a stylized signature or mark.

3. I swore a "Supplemental" Affidavit in the within matter on December 8, 2023 ("My First Affidavit"). I note that, strictly speaking, My First Affidavit was not "supplemental" as it was the first Affidavit I have sworn in these proceedings.
4. I had, however, sworn an Affidavit on November 30, 2023 (the "CCAA Affidavit") in respect of *Companies' Creditors Arrangement Act (Canada)* (the "CCAA") proceedings commenced Alberta Court of King's Bench, Court File Number 2301-15988 (the "CCAA Proceedings"), involving Wolverine Energy and Infrastructure Inc *et al.* The CCAA Affidavit is Exhibit "A" to My First Affidavit. In this sense, My First Affidavit supplemented my CCAA Affidavit.
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7. In fact, neither HD Northern Equipment Sales and Rentals Inc. ("HD Northern") or Wolverine Management Services Inc. ("Wolverine Management") were CCAA applicants.
8. The error arose, in part, because both HD Northern and Wolverine Management are guarantors of the obligations of Wolverine Energy and Infrastructure Inc. and have provided duly perfected security to Canadian Western Bank ("CWB"). The foregoing facts were all deposed to in my CCAA Affidavit which was sworn in support of an application to for the appointment of a receivership in preference to the CCAA Proceedings.



For clarity and ease of reference, I note the following:

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 - (iv) A true copy of the Alberta Personal Property Registry search of HD Northern is attached as Exhibit "NN" to the CCAA Affidavit and marked as Exhibit "D" to this my affidavit;
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 - (iii) Wolverine Management executed a General Security Agreement, dated October 3, 2018 (the "**Wolverine Management GSA**"), to and in favour of CWB. A true copy of the Wolverine Management GSA is attached as Exhibit "II" to the CCAA Affidavit and marked as Exhibit "I" to this my affidavit;
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PR 

9. Additionally, both HD Northern and Wolverine Management are parties to the Commitment Letter, dated March 29, 2022 (the "Commitment Letter") between CWB and the credit parties listed therein, as subsequently amended pursuant to the Amendment to Commitment Letter, dated February 9, 2023 (the "Amendment to the Commitment Letter"). A true copy of the Commitment Letter is attached as Exhibit "K" to the CCAA Affidavit and marked as Exhibit "M" to this my affidavit. A true copy of the Amendment to the Commitment Letter is attached as Exhibit "L" to the CCAA Affidavit and marked as Exhibit "N" to this my affidavit.
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15. I swear this affidavit in support of the Receiver's application for and advice and directions.
16. I am not physically present before the Commissioner for Oaths (the "Commissioner") taking this Affidavit, but I am linked with the Commissioner by video technology. The following steps have been or will be taken by me and the Commissioner:
 - (a) I have shown the Commissioner the front and back of my current government-issued photo identification ("ID") and the Commissioner has compared my video image to the information on my ID;
 - (b) the Commissioner has taken a screenshot of the front and back of my ID to retain it;
 - (c) the Commissioner and I have a paper copy of this Affidavit before us;
 - (d) the Commissioner and I have reviewed each page of this Affidavit to verify that the pages are identical and have initialed each page in the lower right corner;
 - (e) at the conclusion of our review of the Affidavit, the Commissioner administered the oath to me, and the Commissioner watched me sign my name to this Affidavit; and

FR
MM

(f) I will send this signed Affidavit electronically to the Commissioner.

SWORN BEFORE ME via two-way video)
Conference this 21st day of December,)
2023.)


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


_____)
ROD RANDALL)

Kaelyn M. Macaulay
Student-At-Law

CERTIFICATE

CANADA)
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PROVINCE OF)
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ALBERTA)
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CANADIAN WESTERN BANK

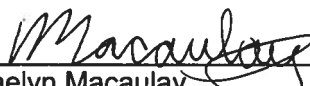
v.

**WOLVERINE ENERGY AND INFRASTRUCTURE INC.,
WOLVERINE EQUIPMENT INC., WOLVERINE CONSTRUCTION
INC., WOLVERINE MANAGEMENT SERVICES INC., HD
NORTHERN EQUIPMENT SALES AND RENTALS INC., HD
ENERGY RENTALS LTD., BHW EMPLOYMENT SERVICES INC.,
FLO-BACK EQUIPMENT INC., LIBERTY ENERGY SERVICES LTD.
WESTERN CANADIAN MULCHING LTD. AND WOLVERINE
GROUP INC.**

I, Kaelyn Macaulay, of the City of Calgary, in the Province of Alberta, Student-At-Law **DO CERTIFY** that:

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IN TESTIMONY WHEREOF I have hereunto subscribed my name and affixed my seal of office at the City of Calgary, in the Province of Alberta, this 21st day of December, 2023.



Kaelyn Macaulay
A Commissioner for Oaths in and for the
Province of Alberta

**Kaelyn M. Macaulay
Student-At-Law**