Form 49
Alberta Rules of Court
Rule 13.19

COURT FILE NO.	1703 12327	Clerk's Stamp
COURT	COURT OF QUEEN'S BENCH OF ALBERTA	JUDICIAL CENTRE OF EDMONTON FILED AUG 09 2019 Clerk of the Court of Queen's Bench
JUDICIAL CENTRE	EDMONTON	

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF ARRANGEMENT OF 667402 ALBERTA LTD., 18512398 ALBERTA LTD., 816956 ALBERTA LTD., 1371047 ALBERTA LTD., 1919209 ALBERTA LTD. AND CANADA NORTH GROUP LP HOLDINGS LTD.

DOCUMENT **AFFIDAVIT OF JEFF HADFIELD, SECURED CREDITOR**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	VERHAEGHE LAW OFFICE Mayfield Business Centre #203, 10525 170 Street Edmonton, AB T5P 4W2	Lawyer: Bradley J. Smith Telephone: (587) 410-2500 Fax: (587) 410-2555 Email: bradley@freedomlaw.ca File No.: 18-08-087

AFFIDAVIT OF JEFF HADFIELD SWORN ON THIS 9TH DAY OF AUGUST, 2019

I, JEFF HADFIELD, of Fort McMurray in the Regional Municipality of Wood Buffalo, in the Province of Alberta, SWEAR AND SAY THAT:

1. I am, along with my wife Jackie Hadfield, a secured creditor in the within matter and, as such, I have personal knowledge of the facts and matters deposed to in this Affidavit, except where stated to be based on information and belief and, where so stated, I do believe same to be true.

2. I swear this Affidavit further to my Affidavits filed within on October 4, 2018 and January 9. 2019.

3. On or around August 19, 1996, My Wife and I became the owners as joint tenants of property legally described as:

   THE NORTH EAST QUARTER OF SECTION THIRTY FIVE (35)
   TOWNSHIP SEVENTY ONE (71)
   RANGE SEVENTEEN (17)
   WEST OF THE FOURTH MERIDIAN
   CONTAINING 65.2 HECTARES (161 ACRES) MORE OR LESS

EXCEPTING THEREOUT:
(A) 0.417 HECTARES (1.03 ACRES) MORE OR LESS,
AS SHOWN ON ROAD PLAN 498PX
(B) 0.414 HECTARES (1.02 ACRES) MORE OR LESS,
AS SHOWN ON ROAD PLAN 8020469
EXCEPTING THEREOUT ALL MINES AND MINERALS

AND THE RIGHT TO WORK THE SAME

(the "Land")

4. When we purchased the Land, it came with a subsisting lease with Suncor, who then leased the Land from us for a maintenance area for their Wandering River gas field pipeline operation. We farmed the rest of Land.

5. We used to own a house on property adjacent to the land; however, there has never been a permanent residence on the Land.

6. Suncor built the following permanent structures on the Land, which are still there today:

   (a) 4,800 Sq. Ft. Administrative Service Warehouse, built approximately 1985.

   (b) 952 Sq. Ft. Welding Shop, built approximately 1977.

   (c) 800 Sq. Ft. 3-sided metal clad warehouse, built approximately 1995.

   (d) 1,600 Sq. Ft. warehouse, built approximately 1992.

   (the "Permanent Structures").

7. On or around July 10, 2014, 1371047 Alberta Ltd. and Wandering River Properties Ltd. (**collectively,"CNG"**) purchase the Land from my Wife and Myself for $1,400,000.00.

8. Prior to us selling the Land to CNG, the municipal taxes we paid on the Land were approximately $246.00 per year. During the time Suncor was operating on the Land, Suncor also paid taxes to the municipality resulting from their operations. It was a separate tax assessment, which I was never in receipt of, but I have been informed that the amount of taxes Suncor was paying was approximately $275,000.00 per year.

9. After they purchased the Land, CNC cleared the Land and built a 890 person work camp for workers building an oil pipeline for Trans-Canada Pipeline Ltd. (now known as TC Energy). They also were building pipelines for other companies such as Enbridge. They built dorms, executive trailers, kitchens, and recreational facilities, laundry facilities, along with a parts warehouse, repair shops, and a fuel station. There was a main camp, and also satellite camps and offices. Gravel Roads were built. (**the "Pipeline Operation"**).

10. In many ways, the Pipeline Operation was like a town of approximately 1000 people.

11. The oil pipeline the workers were working on was approximately 10 kilometers away at its nearest point.

12. As far as I am aware, the operators of the Pipeline Operation operated on the land pursuant to a lease with CNG (**the "Lease Holders"**).

13. I have always had access to the Lands up until today and I have personally observed what has occurred on the Lands.

14. The Lease Holders brought numerous mobile structures onto the Land. Other than the existing Permanent Structures, no other structure placed by the Lease Holders were permanent structures, save for perhaps the gravel roads and some gravel pads.

15. The Pipeline Operation operated from 2014 to approximately 2017. Since 2017, the Pipeline Operation ceased operating and was essentially abandoned. The workers left and most of the structures that the Lease Holders placed on the Lands have been removed from the Lands.

16. My counsel has provided me the following documents and he has informed me were provided to him by counsel for Athabasca County. I have observed the documents and I believe they were produced by Athabasca County.

(a) 2018 Assessment Summary from Athabasca County attached as **Exhibit "A"**.

(b) 2019 Assessment and Property Tax Notice attached as **Exhibit "B"**.

(c) Tax Roll Transaction Journal for the years 2015 to 2019 attached as **Exhibit "C"**.

SWORN BEFORE ME at the City of Edmonton, in the Province of Alberta the 9th day of August, 2019	)	
A Commissioner for Oaths in and for the Province of Alberta	)	**JEFF HADFIELD**

Bradley J. Smith
Barrister & Solicitor

This is Exhibit "A" referred to in the Affidavit of

Jeff Hadfield

Sworn before me this 9 day

of August A.D., 2019

A Notary Public, A Commissioner for Oaths in and for Alberta

Bradley J. Smith

Barrister & Solicitor

This is Exhibit "[illegible]" referred to in the Affidavit of

[illegible]

Sworn before me this 9 day

of [illegible] A.D. 20 [illegible]

A Notary Public, A Commissioner for Oaths in and for Alberta

Bradley J. Smith
Barrister & Solicitor

Assessment Summary

Year of General Assessment: 2018

Roll: 371351000
Legal: NE-35-71-17-4
Address:

Land Area: 158.95 Acres
Subdivision: COUNTY ALL AREAS
Zoning: Rural Use District

Actual Use: Farmland / Non-Intensive

Market Land Valuation

Site Area: 40.00 Acres

Asmt	Code	Value
510	100%	95,510

Farmland Valuation

Agroclimatic Zone: 18 3H-N

Soil Group	Area	Rating
52 DGL	37.00 Acres	50.5%
62 GL	37.00 Acres	37.5%
80 Pasture	40.95 Acres	6.5%
90 Waste	4.00 Acres	0.0%

Total Area: **118.95 Acres**

Asmt	Code	Value
301	100%	10,360

Marshall & Swift

		Area (Ft2)	Built	Asmt	Code	Value
Main Level Structure	10-38 Man Bed Dorms	64,400 Sq Feet	2014	510	100%	224,970
Main Level Structure	Gym & Rec Centre West Camp	7,200 Sq Feet	2014	510	100%	82,290
Main Level Structure	Kitchen/Cafeteria's West Camp	15,840 Sq Feet	2014	510	100%	135,870
Main Level Structure	Laundry West Camp	840 Sq Feet	2014	510	100%	7,850
Main Level Structure	Medical Office West Camp	840 Sq Feet	2014	510	100%	12,180
Main Level Structure	3 - Command Centre Offices West Camp	2,016 Sq Feet	2014	510	100%	28,390
Main Level Structure	8 - Offices North Camp	5,760 Sq Feet	2014	510	100%	73,370
Main Level Structure	14 - Offices North Camp	10,080 Sq Feet	2014	510	100%	122,190
Main Level Structure	4 - Ledcor Offices West	2,688 Sq Feet	2014	510	100%	36,020
Main Level Structure	Security Shack	288 Sq Feet	2014	510	100%	38,350
Main Level & Conc. Slab	Admin/Warehouse Bldg. NW Site	4,800 Sq Feet	1985	510	100%	104,280
Main Level & Conc. Slab	Warehouse (Metal Clad) NW Site	1,600 Sq Feet	1992	510	100%	17,520
Main Level & Conc. Slab	3-Sided Warehouse (Metal Clad) NW Site	800 Sq Feet	1995	510	100%	7,090
Main Level & Conc. Slab	Warehouse (Metal Clad) NW Site	952 Sq Feet	1977	510	100%	22,810
Hand Calculated	96' Tower	96 Sq Feet	2014	510	100%	24,220

Assessment Totals

Tax Status	Code Description	Assessment
T	301 Vacant Farmland	10,360
	510 Improved Commercial	1,032,910
	Totals For 2018 Taxable	**1,043,270**
	Grand Totals For 2018	**1,043,270**

The data contained in this report is only as accurate as the last inspection of the property and could be inaccurate due to errors or omissions. This data was collected by Municipal Assessment Services Group for the sole use of creating property assessments for the municipality in which the property is located. Any use of this data for other purposes is prohibited.

Printed on 03/06/2019 02:07:51 PM by Ian Ferguson Athabasca County

This is Exhibit "B" referred to in the Affidavit of

Jeff Hadfield

Sworn before me this 9 day

of August A.D., 2019

A Notary Public, A Commissioner for Oaths
in and for Alberta

Bradley J. Smith
Barrister & Solicitor

Athabasca County
3602 - 48 Avenue
Athabasca, AB T9S 1M8
Ph - 780-675-2273
1-844-662-2273
Fax: 780-675-5512

COMBINED ASSESSMENT AND PROPERTY TAX NOTICE

Qtr-Sec-Twp-Rge-Mer	Lot|Block|Plan	Acres:
NE -35 -71 -17 -4		158.95

Tax Year	Roll Number
2019	371351000

Notice Date	Mailing Date	Notice of Assessment Date
May 25, 2019	May 31, 2019	Jun 8, 2019

Local Improvement	Expiry Date	Amount

Owner Information

1371047 Alberta Ltd. & Wandering River Proper
14238 - 134 Avenue, NW
Edmonton, AB T5L 5V8
Canada

The Assessment Roll for Athabasca County is open for inspection during business hours. An assessed person is entitled to see or receive sufficient information about the property in accordance with section 299 of the Act or summary of an assessment in accordance with section 300 of the Act or both.

Code	Assessment Description	Land	Imprvmt	Other	Total
301	Vacant Farmland	$10,360			10,360
510	Improved Commercial	$95,510	$937,400		1,032,910
	TOTAL ASSESSMENT	**105,870**	**937,400**		**1,043,270**

Tax Rate	Assessment	Municipal Rate	Municipal Levy	School Rate	School Levy	Greater North Rate	Greater North Levy	Total Levy
Farmland	$10,360	11.91300	$123.42	2.66500	$27.61	0.23400	$2.42	$153.45
Non-Residential	$1,032,910	13.68100	$14,131.24	3.57700	$3,694.72	0.23400	$241.70	$18,067.66
Levy Totals:			$14,254.66		$3,722.33		$244.12	**$18,221.11**

Take notice that you have been assessed under the provisions of the Municipal Government Act for the above mentioned property. Taxes are now due and payable to Athabasca County. In the provided event of non-payment the said taxes may be recovered as provided in the Municipal Government Act

This amount is being collected for the Alberta School Foundation Fund on behalf of the Province of Alberta

School Support

Public	0.00%
Undeclared	100.00%

Municipal Taxes	$14,254.66
School Taxes	$3,722.33
Greater North	$244.12
Current Levy	$18,221.11
Local Improvement	$0.00
Previous Balance	$732,287.79

TAXES DUE - July 31,2019 **$750,508.90**

A penalty of 4% will be added to current taxes unpaid after Jul 31, 2019 **- Taxes Payable after July 31,2019** 751,237.74
A penalty of 8% will be added to current taxes unpaid after Oct 31, 2019 **- Taxes Payable after Oct 31,2019** 752,695.43

Assessment Complaint

A Taxpayer or assessed person wishing to make a complaint about informationshown on an assessment or tax notice that is incorrect must, within sixty (60) days of the Notice of Assessment Date, on or before **Aug 7, 2019**, file a complaint with the Assessment Review Board. Complaint Forms can be obtained from the Athabasca County Administration Building. Submit the completed Complaint Form along with the appropriate appeal fee - Residenti / Farmland Assessment $15.00 or Non-Residential Assessment - $100.00 to Assessment Review Board, Athabasca County Administration Building, Ryan Maier, Clerk of the Board 3602 - 48 Avenue, Athabasca, AB, T9S 1M8.

DIRECT ALL INQUIRIES TO TAX/ASSESSMENT DEPARTMENT - (780)675-2273

PLEASE RETAIN THIS TAX NOTICE AS YOUR PAYMENT RECEIPT
RECEIPTS WILL ONLY BE MAILED UPON REQUEST

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This is Exhibit "C" referred to in the Affidavit of

Jeff Hadfeld

Sworn before me this 9 day

of August A.D., 2019

A Notary Public, A Commissioner for Oaths in and for Alberta

Bradley J. Smith
Barrister & Solicitor

ser: gpanylyk
rom Roll# 371351000 to 371351000
ll Customers
ll Tax Classes
ll Trx Sources
rom 5/24/2015 to 0/0/0000

Tax Roll Transaction Journal

* indicates voided document

ocuments:Title Changes, Assessment Changes, Local Improv Chg, Tax Certificate, Tax Notifications, Projected Levy, Financial Transactions

oll#: 371351000 — 1371047 Alberta Ltd.

Lot Block Plan
Qtr Sec Twp Rge Mer NE -35 -71 -17 -4
Subdivision

Document Type	Document	Year	Date	Description	Amount
Levy	150138	2015	5/24/2015	Annual Levy 2015	$221,435.73
Penalty	64		8/1/2015	Penalty	$8,857.43
Penalty	65		11/1/2015	Penalty	$17,714.86
Assessment Change	130720		12/31/2015	Assessment $9,451,290	$0.00
Cash Receipt	150834		3/21/2016	Cash Receipt	-$30,000.00
Penalty	66		5/1/2016	Penalty	$26,160.96
Cash Receipt	152275		5/3/2016	Cash Receipt	-$20,000.00
Adjustment	3841		5/3/2016	Tax Penalty	-$2,400.00
Levy	163677	2016	5/25/2016	Annual Levy 2016	$162,191.31
Penalty	67		8/3/2016	Penalty	$6,487.65
Cash Receipt	158495		8/11/2016	Cash Receipt	-$30,000.00
Penalty	68		11/1/2016	Penalty	$12,975.30
Assessment Change	144320		12/31/2016	Assessment $8,433,950	$0.00
Cash Receipt	163901		3/21/2017	Cash Receipt	-$15,000.00
Tax Notifications	12		4/13/2017	Tax Notification	$25.00
Penalty	69		5/1/2017	Penalty	$43,013.79
Levy	177227	2017	5/10/2017	Annual Levy 2017	$146,895.31
Penalty	70		8/1/2017	Penalty	$5,875.81
Penalty	71		11/1/2017	Penalty	$11,751.62
Assessment Change	157835		12/31/2017	Assessment $1,034,660	$0.00
Penalty	72		5/1/2018	Penalty	$67,918.17
Levy	198347	2018	5/27/2018	Annual Levy 2018	$17,790.57
Penalty	73		8/1/2018	Penalty	$711.62
Penalty	75		5/1/2019	Penalty	$78,459.41
Levy	211493		5/25/2019	Levy	$18,221.11
				Total:	$750,508.90

Breakdown O/S Balance June 24/19:

	LEVY	PENALTY	TOTAL
2015 -	$153,008.02		$153,008.02
2016 -	$162,191.31	$43,223.91	$205,415.22
2017 -	$146,895.31	$60,666.22	$207,561.53
2018 -	$17,790.57	$70.053.04	$87,843.61
2019 -	$18,221.11	$78,459.41	$96,680.52
	$498.106.32	$252,402.58	**$750,508.90**

Levy Breakdown - Land & Improvements:

	LAND	IMP	TOTAL
2015 -	$1,634.49	$219,801.24	$221,435.73
2016 -	$1,665.51	$160,525.80	$162,191.31
2017 -	$1,689.00	$145,206.31	$146,895.31
2018 -	$1,783.81	$16,006.75	$17,790.56
2019 -	$1,798.23	$16,422.88	$18,221.11
	$8.571.04	$557,962.98	**$566.534.02**