

**IN THE MATTER OF THE BANKRUPTCIES OF  
QUADRIGA FINTECH SOLUTIONS CORP.; WHITESIDE CAPITAL CORPORATION AND  
0984750 B.C. LTD.**

**OF THE CITY OF HALIFAX, IN THE PROVINCE OF NOVA SCOTIA**

***TRUSTEE'S PRELIMINARY REPORT***

**Estate File No's.:** 51-2499072; 51-2498985 and 51-2498986  
**Court File No's.:** 43213; 43211 and 43212  
**Trustee's Name:** Ernst & Young Inc.

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On April 15, 2019, Quadriga Fintech Solutions Corp. ("**Fintech**"), Whiteside Capital Corporation ("**Whiteside**") and 0984750 B.C. Ltd. dba QuadrigaCX and Quadriga Coin Exchange ("**Quadriga**") (collectively the "**Companies**" or the "**Estates**") having each filed duly authorized assignments in bankruptcy with the Office of the Superintendent in Bankruptcy (the "**OSB**") were assigned into bankruptcy. Ernst & Young Inc. ("**EYI**") consented to act as Trustee in Bankruptcy (the "**Trustee**") for each of the Estates pending affirmation of its continuing role as Trustee at the first meeting of creditors. The following is the Trustee's consolidated report (the "**Report**") on its administration to date in respect of each of the Estates.

In developing the Report, the Trustee has relied upon unaudited financial information and the Estates records reviewed prior to the date hereof. The Trustee has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards ("**GAAS**") pursuant to the *Chartered Professional Accountants Canada Handbook*, and accordingly the Trustee expresses no opinion or other form of assurance thereon.

The Report has been prepared solely for the use of the Estates' creditors. Given the nature of the Trustee's mandate, the information contained in the Report is preliminary only and may be superseded by other information received as the administration of the Estates progress. Some of the information outlined herein has been accumulated and previously reported upon by the Monitor during the CCAA proceedings (both terms as defined below).

Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian dollars.

**ADMINISTRATION**

On February 5, 2019, the Companies were granted protection from their creditors by the Nova Scotia Supreme Court (the "**Court**") under the *Companies' Creditors Arrangement Act* (the "**CCAA**"). Pursuant to an Order of Justice Wood dated February 5, 2019 (the "**Initial Order**"), Ernst & Young Inc. was appointed as the monitor (the "**Monitor**") of the CCAA proceedings.

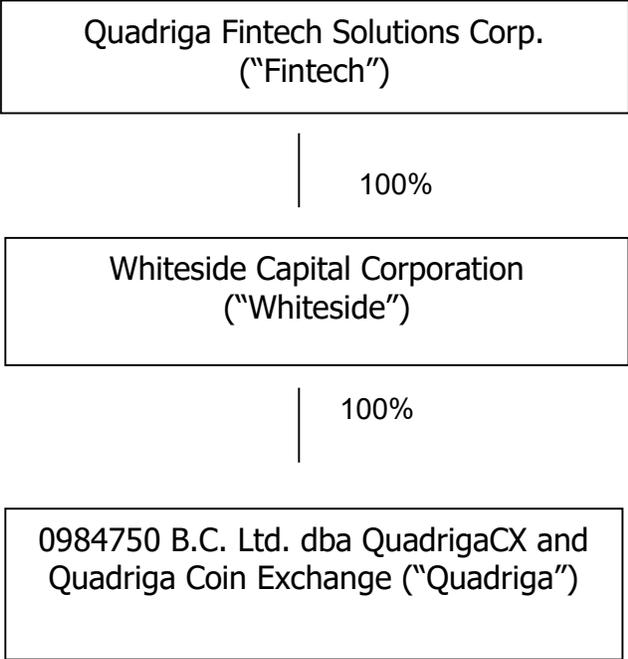
On April 11, 2019, a Termination and Bankruptcy Assignment Order (the “**Termination Order**”) was issued by Justice Wood confirming the process by which the Companies’ CCAA proceedings would transition to bankruptcy proceedings under the *Bankruptcy and Insolvency Act* (the “**BIA**”).

On April 12, 2019 bankruptcy assignment documents were executed by the Companies’ Chief Restructuring Officer and filed with the OSB. Certificates of Appointment for each of the Estates were issued on April 15, 2019 (the “**Bankruptcy Date**”).

Public materials filed in relation to the CCAA administration and the Bankruptcy administrations including but not limited to the orders issued within the CCAA proceedings, Monitors Reports and the affidavit of Ms. Jennifer Robertson dated January 30, 2019 filed with respect to the initial CCAA application which are referenced within this Report can be accessed via the Trustee’s website at [www.ey.com/ca/quadriga](http://www.ey.com/ca/quadriga).

**Background**

The Trustee understands that the operating company is Quadriga. Quadriga is a 100% owned subsidiary of Whiteside which is a 100% subsidiary of Fintech. All three legal entities were incorporated under the laws of British Columbia between 2013 and 2014. Fintech and Whiteside appear not to have carried on any business other than to hold the shares of the other entities as noted. Fintech is a reporting issuer in the province of British Columbia, however in 2016 the British Columbia Securities Commission issued a cease trade order in connection with Fintech’s shares. Mr. Cotten’s estate (Mr. Cotten passed away on December 9, 2018) owns approximately 41% of Fintech’s shares.



The majority of the Companies' business was controlled / conducted by Mr. Gerald Cotten who was Quadriga's founder, Chief Executive Officer, sole Director and the controlling mind of the business prior to his passing. Mr. Cotten resided and oversaw the Estates' operations from his personal residence in Nova Scotia. None of the Companies maintained physical office space, other than Mr. Cotten's home office in Nova Scotia, in any other province. Jurisdictional matters were considered by Justice Wood during the initial hearing of the CCAA proceedings as the Court ultimately determined that Nova Scotia was an appropriate jurisdiction to adjudicate the Companies insolvency proceedings. The Termination Order also provides that the BIA proceedings may proceed in Nova Scotia.

### Liquidity Challenges

Quadriga operated a crypto currency exchange allowing customers to store, buy, and sell various crypto currency (including Bitcoin, Bitcoin Cash, Bitcoin Cash SV, Litecoin and Ethereum) on the Quadriga platform. The crypto currency industry is not regulated in Canada and there is no governing body providing oversight. Canadian chartered banks generally do not offer banking services (bank accounts) to organizations operating in the crypto currency industry. This was the case at Quadriga who relied upon the services of multiple Third Party Payment Processors ("**TPPP**") to administer Quadriga's fiat treasury functions.

One of Quadriga's primary TPPP's had its Canadian bank account frozen in 2018. This account held approximately \$25.7 million of Quadriga's funds (the "**Affected Funds**"). The Affected Funds were not available for Quadriga throughout 2018 resulting in Quadriga being unable to satisfy fiat withdraw requests of its users in a timely manner.

As noted above, on December 9, 2018 Mr. Gerald Cotten passed away. It was initially reported that Quadriga's crypto currency reserves were unable to be accessed as Mr. Cotten had sole responsibility for overseeing the wallet storage protocols including the safekeeping of wallet passwords for Quadriga's crypto currency inventory and as a result of his passing the Companies were unable to access its reserves reportedly valued at approximately \$180 million.

As a result of these fiat and crypto currency liquidity challenges the Companies sought, and were granted, creditor protection under the CCAA.

### CCAA Investigation

EYI acting in its capacity as Monitor commenced an investigation into Quadriga's financial affairs. The investigation has proved to be a challenging process due to the lack of individuals having institutional knowledge of the operations, the limited books and records available to review, no Company controlled bank accounts, Quadriga's usage and reliance on multiple TPPP's to facilitate its fiat treasury functions, limited cooperation from TPPP's to assist the Monitor with its investigation and limited assistance from third party crypto currency exchanges who received crypto currency transfers initiated by Mr. Cotten.

A complete and fulsome review of Quadriga's financial affairs will take considerable time and effort to pursue and may not be possible or cost effective to complete given the lack of available

information, the volume of transactions processed and the number of TPPP's and crypto currency exchanges involved, many of whom to date, have not fully cooperated with the Monitors investigation.

EYI is however making progress with the investigation and recent orders granted by the Court imposing obligations on certain named TPPP's and exchanges will assist. EYI acting in its capacity as Monitor intends to file an investigation report with the Court on its initial findings within the next 60 days.

For the purpose of this Report and as outlined within the three separate Statements of Affairs of the Estates, the Trustee can advise that there is a material discrepancy between the reported fiat and crypto currency obligations due to the Estates' creditors and the Estates' known assets as at the Bankruptcy Date. Additional information with respect to each of the Estates' administrations follows.

**0984750 B.C. LTD. (the "QUADRIGA ESTATE")**

The following is a summary of the assets and creditor liabilities of the Quadriga Estate, as reflected in the Quadriga Statement of Affairs sworn on April 12, 2019 and attached as **Appendix A**.

**Assets (at estimated fair market value):**

Accounts Receivable	\$ 225,000
Cash on Hand	21,321,986
Disputed Funds	778,214
Crypto Currency Funds	500,000
Bulk Draft Receivables	5,824,340
Post Filing Reserve	nil
Other	<u>2</u>
Total Assets	<u>\$ 28,649,542</u>

**Liabilities:**

Secured Creditors	\$ 300,000
Preferred Creditors	nil
Contingent Creditors	778,214
Unsecured Creditors	<u>214,618,933</u>
Total Liabilities	<u>\$215,697,147</u>

Specific comments relating to each asset and creditor category are provided below:

**Accounts Receivable**

As described in greater detail later in this Report, Fintech reported cash on hand within its Statement of Affairs of \$254,180 associated with funds recovered during the CCAA administration from a credit union account held in Fintech's name (the "**Fintech Account**"). The transactional activity within the Fintech Account is comprised of a series of Quadriga

customer deposits and withdrawals. Accordingly, although the credit union account was in Fintech's name, it appears the transactional flow of funds and the residual cash on hand balance pertains to Quadriga's operations and not Fintech's.

Quadriga has reported its interest in the Fintech Account as an account receivable within the Quadriga Statement of Affairs. The estimated net realizable value of the account receivable from the Fintech Account is net of Fintech's estimated bankruptcy administration cost.

### **Cash on Hand**

The cash on hand balance reflected within the Quadriga Statement of Affairs was an estimate of the net cash balance available to be transferred to the Quadriga bankruptcy account (the "**Quadriga Account**") from the CCAA administration (the "**Disbursement Account**") based upon the cash flow filed within the Fourth Report of the Monitor assuming forecast receipts from third party payment processors and the Bulk Drafts did not materialize, as the quantum and timing of those receipts was uncertain as at the swearing date of the Quadriga Statement of Affairs. A copy of the cash flow included within the Fourth Report of the Monitor is attached as **Appendix B**.

The estimated cash on hand balance primarily originates from the collection of funds recovered from Costodian Inc. ("**Costodian**") which acted as a TPPP for Quadriga, less reported CCAA administration costs, bankruptcy funding provisions described within this Report and a general reserve of \$720,000 to address final CCAA obligations. Surplus funds remaining within the Disbursement Account after all final CCAA obligations are discharged will subsequently be deposited into the Quadriga Account.

The actual cash on hand balance transferred to the Quadriga Account from the Disbursement Account is \$21,545,517. A final accounting of the CCAA administration will be included within the Monitor's final report to the Court.

### **Disputed Funds**

As outlined in greater detail within the Second Report of the Monitor, Costodian consented to, endorsed and released a series of bank drafts totaling \$25,272,089 to the Monitor for deposit into the Disbursement Account. There is a dispute between Costodian and Quadriga with respect to unpaid processing fees. Costodian claims to be entitled to \$778,214 for unpaid processing fees (the "**Disputed Amount**") however, Quadriga takes the position that no

additional fees are payable. An agreement to segregate the Disputed Amount into a separate account (the “**Separate Account**”) was reached during the CCAA administration and formed part of the Banking Arrangements Order granted by the Court.

Costodian is a contingent creditor of the Quadriga Estate in relation to the Disputed Amount. The terms by which the Disputed Amount are held pending resolution of the contingent claim is outlined within the Banking Arrangements Order.

The Trustee will work with Costodian’s counsel to determine the process to have the Disputed Amount determined and/or resolved, failing which the parties will have to return to Court for direction.

### **Crypto Currency Funds**

An inventory of crypto currency transferred from the Quadriga hot wallet and various other sources during the CCAA administration has been secured by the Trustee in designated cold wallets maintained by the Trustee with a notional value in Canadian dollars of approximately \$500,000. The actual crypto currency inventory units held by the Trustee by currency type are as follows:

Bitcoin	61.33029548
Bitcoin Cash	33.31773499
Bitcoin Gold	2,661.91654095
Litecoin	851.72720131
Etherium	960.36200048

On February 6, 2019, Quadriga inadvertently transferred approximately 104 bitcoin to designated Quadriga cold wallets. This bitcoin inventory currently cannot be accessed as the wallet passwords are unknown. The non-reporting of the 104 bitcoin held within the Quadriga cold wallets on the Statement of Affairs was an administrative oversight, as this inventory is an asset of the Quadriga Estate. The net realizable value of the cold wallet inventory is uncertain and remains subject to the cold wallet passwords being identified.

## **Bulk Draft Receivables**

Details and efforts made to secure and deposit an inventory of 1,004 bank drafts (the “**Bulk Drafts**”) into the Disbursement Account was reported upon within the Second and the Fourth Monitors Reports. The Bulk Drafts, which cumulatively total \$5,838,125.92, were deposited into the Disbursement Account on April 18, 2019.

The Monitor intends to maintain the Bulk Draft funds in the Disbursement Account for 30 days in the event any bank recourse issues arise. At the conclusion of the 30 day period, the net Bulk Draft funds will be transferred to the Quadriga Account.

## **Post Filing Reserve**

Pursuant to the terms of the Termination Order a post CCAA filing reserve was established in the amount of \$720,000 to discharge outstanding CCAA obligations not otherwise forecast. The post filing reserve will be maintained within the Disbursement Account pending the Monitor being satisfied that all post filing CCAA obligations have been paid. The residual balance within the Disbursement Account after all CCAA obligations are discharged will be transferred to the Quadriga Account.

## **Other**

List H of the Quadriga Statement of Affairs reports two other asset categories: (1) Other Receivables and (2) Assets Transferred at Under Value, each with \$1.00 reporting values.

### Other Receivables

The Monitor identified various TPPP’s who provided fiat processing services to Quadriga. Efforts to retrieve and review accounting records from these organizations and recover, where applicable, residual Quadriga cash held on deposit at these TPPP institutions is on-going. As previously reported, many of the TPPP’s have not fully cooperated with the Monitor’s requests for information. The net recoverable amount from these institutions, if any, remains uncertain however the Trustee’s investigation and recovery efforts continue.

Similarly, the Trustee continues to investigate various independent crypto currency exchanges where Quadriga crypto currency may be stored. The Trustee has been unable to identify a Quadriga account at a third party exchange holding crypto currency that has not yet been recovered. However, as noted many of the crypto currency exchanges have not cooperated with the Monitor's requests to date. The Trustee intends to continue to pursue information requests from the exchanges and may seek the assistance of regulatory or law enforcement agencies if necessary.

### Assets Transferred at Under Value

During the course of the Monitor's investigation into Quadriga's business and affairs, the Monitor became aware of occurrences where the corporate and personal boundaries between Quadriga and Mr. Cotten were not formally maintained and it appeared to the Monitor that Quadriga funds may have been used to acquire assets outside the corporate entity.

A voluntary preservation of assets agreement was negotiated and formalized between the Monitor and Ms. Jennifer Robertson (the widow of Mr. Cotten) and other related corporations. An Asset Preservation Order was issued with respect to the agreement reached which has preserved and protected an inventory of real property, personal property, cash and securities holdings (the "**Assets**") held in the names of the Preserving Parties (as defined within the Asset Preservation Order) pending further agreement or order of the Court.

Pursuant to the terms of the Asset Preservation Order, the Assets are not Quadriga property pending further order of the Court. Accordingly, for the purpose of the Quadriga Statement of Affairs the Quadriga Estate has valued this possible asset category at \$1.

Appraised values for the Assets are not available however information provided to the Trustee by the Preserving Parties indicates that the Assets' cumulative net realizable value may approximate \$12.0 million.

### **Secured Creditors**

On January 29, 2019 a general security agreement (the "**GSA**") was granted by the Companies in favour of Ms. Jennifer Robertson in consideration of advances made to support the Companies' operations including a \$300,000 interim funding advance provided at the commencement of the CCAA proceedings. The GSA is the only registered secured claim

against the Estates' assets. The Trustee understands that Ms. Robertson's secured claim will include pre and post CCAA filing advances totaling approximately \$490,000. The Trustee anticipates the validity and enforceability of the GSA and the quantum of any secured debt in favour of Ms. Robertson is likely to be challenged.

### **Contingent Creditors**

The Quadriga Statement of Affairs reports the contingent creditor claim of Costodian with respect to unpaid processing fees to be \$778,214. The Disputed Amount has been set aside in the Separate Account pending resolution of the fee dispute at a later date. In the event Costodian is successful with its claim, the Disputed Amount, or a portion thereof, will be released to Costodian. In the alternative, the Disputed Amount or a portion thereof, will be paid into the Quadriga Account and be available for distribution to the Quadriga Estate creditors.

### **Preferred Creditors**

The Trustee is not aware of any preferred creditor claims.

### **Unsecured Creditors**

Pursuant to the terms of the Termination Order, Miller Thompson LLP, as lead counsel, and Cox & Palmer, as local counsel, shall continue to act as representative counsel (collectively "**Representative Counsel**") to represent the interests of the Affected Users. Representative Counsel is entitled to file an omnibus proof of claim on behalf of all of the Affected Users (other than Opt-out Individuals) and vote the claims of the Affected Users (other than the Opt Out Individuals) pursuant to direction from the Official Committee of Affected Users without the need for individual proxies.

The Trustee has been directed by the Court to confidentially maintain the identities of any Affected User submitting a claim for purposes of voting at the first meeting of creditors.

The Trustee anticipates receiving from Representative Counsel an omnibus proof of claim with respect to 76,319 Affected Users with cumulative claim values, for the purpose of voting at the First Meeting of Creditors, of \$214,618,928. As at the Bankruptcy Date, five Affected Users had opted out from being represented by Representative Counsel but remain eligible to file

claims individually. The quantum of the Opt-out claim value is confidential pursuant to the terms of the Termination Order.

In addition, given the lack of books and records and therefore, any information with respect to potential claims from governmental agencies, these parties have been listed on the Quadriga Statement of Affairs and notice of the Quadriga bankruptcy filing has been sent to these agencies.

The Trustee anticipates that a supplementary call for claims directly from the Affected Users will be required prior to any distribution being released. The Trustee will work with Representative Counsel to establish an appropriate claims process to address the unique nuances associated with the Affected User creditor group.

### **QUADRIGA FINTECH SOLUTIONS CORP. (the "FINTECH ESTATE")**

The following is a summary of the assets and creditor liabilities of the Fintech Estate, as reflected in the Fintech Statement of Affairs sworn on April 12, 2019 and attached as **Appendix C**.

#### **Assets (at estimated fair market value):**

Cash on Hand	\$ 254,180
Total Assets	<u>\$ 254,180</u>

#### **Liabilities:**

Secured Creditors	\$ nil
Preferred Creditors	nil
Contingent Creditors	214,618,933
Unsecured Creditors	<u>254,180</u>
Total Liabilities	<u>\$214,873,113</u>

Specific comments relating to each asset and creditor category are provided below:

#### **Cash on Hand**

The Monitor became aware of a bank account in Fintech's name maintained at a credit union during the CCAA proceedings. The Fintech Account was closed and the cash balance totaling \$254,180 deposited into the Disbursement Account. This balance has subsequently been

transferred to the Fintech bankruptcy account (the “**Fintech Account**”) and is available to fund the Fintech bankruptcy administration costs.

As noted above, the transactional activity within the Fintech Account is comprised of a series of Quadriga customer deposits and withdrawals.

### **Contingent Creditors**

Given the manner in which the Companies appear to have been operated and the lack of any books and records, the Trustee notes the potential that the Affected Users may have to assert their claims and be creditors in all three Estates. Accordingly, the Fintech Statement of Affairs reports a contingent creditor claim from the Quadriga Affected Users. The Trustee anticipates receiving from Representative Counsel an omnibus proof of claim with respect to 76,319 Affected Users with cumulative claim values, for the purpose of voting at the First Meeting of Creditors, of \$214,618,928 in relation to a claim that any net residual property of Fintech is beneficially held for the benefit of the Affected Users and no other party.

### **Preferred Creditors**

The Trustee is not aware of any preferred creditor claims.

### **Unsecured Creditors**

Ernst & Young Inc. acting in its capacity as Trustee in Bankruptcy of Quadriga intends to file an unsecured claim on behalf of the Quadriga Estate for the value of the cash on hand on the basis that the funds appear to have originated as a result of deposits by Quadriga customers (net of withdrawals by customers) and therefore belong to the Quadriga Estate.

In addition, given the lack of books and records and therefore, any information with respect to potential claims from governmental agencies, these parties have been listed on the Fintech Statement of Affairs and notice of the Fintech bankruptcy filing has been sent to these agencies.

## **WHITESIDE CAPITAL CORPORATION (the "WHITESIDE ESTATE")**

The following is a summary of the assets and creditor liabilities of the Whiteside Estate, as reflected in the Whiteside Statement of Affairs sworn on April 12, 2019 and attached as **Appendix D**.

### **Assets (at estimated fair market value):**

Total Assets	\$ <u>          </u> nil
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### **Liabilities:**

Secured Creditors	\$           nil
Preferred Creditors	nil
Contingent Creditors	214,618,933
Unsecured Creditors	<u>                  4</u>
Total Liabilities	<u>\$214,618,937</u>

Specific comments relating to each asset and creditor category are provided below:

### **Total Assets**

The Trustee has not identified any assets in the name of Whiteside. Pursuant to the terms of the Termination Order arrangements to fund administrative bankruptcy costs up to \$25,000 have been approved by the Court. As such, \$25,000 has been advanced from the Disbursement Account to a funding account to address the Whiteside Estate bankruptcy administration costs.

### **Contingent Creditors**

Given the manner in which the Companies appear to have been operated and the lack of any books and records, the Trustee notes the potential that the Affected Users may have to assert their claims and be creditors in all three Estates. Accordingly, the Whiteside Statement of Affairs reports a contingent creditor claim from the Quadriga Affected Users. The Trustee anticipates receiving from Representative Counsel an omnibus proof of claim with respect to 76,319 Affected Users with cumulative claim values, for the purpose of voting at the First Meeting of Creditors, of \$214,618,928 in relation to a claim that any net residual property of Whiteside is beneficially held for the benefit of the Affected Users and no other party.

## **Preferred Creditors**

The Trustee is not aware of any preferred creditor claims.

## **Unsecured Creditors**

Given the lack of books and records and therefore, any information with respect to potential claims from governmental agencies, these parties have been listed on the Whiteside Statement of Affairs and notice of the Whiteside bankruptcy filing has been sent to these agencies

## **Conservatory and protective measures – All Estates**

The Trustee has taken possession of all known assets of the Estates, other than those assets that continue to held by the Monitor as set out in this Report. The Trustee intends to continue its investigative efforts subject to the direction of the Estates' respective Inspectors working in conjunction with Representative Counsel.

## **Transactions at undervalue and preference payments – All Estates**

As set out above, the Trustee notes that it appears that corporate and personal boundaries as between the Companies, Mr. Cotten, Ms. Robertson and other related parties may not have been maintained. Accordingly, the Trustee continues to assess the Estates' rights and interests in relation to the Assets associated with the Asset Preservation Order and or other transactions which may be identified as being at undervalue or preference payments requiring specific investigation. The Trustee will discuss these matters in more detail with the Inspectors to be appointed at the First Meeting of Creditors.

## **Anticipated realization and projected distribution – All Estates**

The Trustee anticipates the realization process associated with the Estates' assets will take a considerable period of time to conclude. The anticipated final recovery cannot be estimated at this time. The Trustee does intend to work with the Estates' Inspectors and Representative Counsel to develop and administer an appropriate claims process to determine the actual quantum of claims in each Estate and provide updates with respect to estimated realizations and resulting distributions.

## **Other – All Estates**

The Trustee will be available at the First Meeting of Creditors should creditors have any questions regarding this Report or other related matters.

Dated at Halifax, Nova Scotia this 1<sup>st</sup> day of May 2019.

**ERNST & YOUNG INC.**

Licensed Insolvency Trustee  
acting in its capacity as Trustee in Bankruptcy  
of Quadriga Fintech Solutions Corp.; Whiteside Capital Corporation; and  
0984750 B.C. Ltd., each a Bankrupt

Per:



George Kinsman, CPA, CA, CIRP, LIT  
Senior Vice President

attachment

## Appendix A

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District of: Nova Scotia  
 Division No. 51 - Halifax  
 Court No.  
 Estate No.

Original  Amended

-- Form 78 --

Statement of Affairs (Business Bankruptcy) made by an entity  
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

In the matter of the bankruptcy of  
 0984750 B.C. Ltd.  
 of the city of Halifax, in the Province of Nova Scotia

To the bankrupt:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 11th day of April 2019. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES (as stated and estimated by the officer)	
1. Unsecured creditors as per list "A" .....	214,618,933.00
Balance of secured claims as per list "B" .....	0.00
Total unsecured creditors .....	214,618,933.00
2. Secured creditors as per list "B" .....	300,000.00
3. Preferred creditors as per list "C" .....	0.00
4. Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for .....	778,213.94
Total liabilities .....	215,697,146.94
Surplus .....	NIL

ASSETS (as stated and estimated by the officer)	
1. Inventory .....	0.00
2. Trade fixtures, etc. ....	0.00
3. Accounts receivable and other receivables, as per list "E"	
Good .....	254,180.23
Doubtful .....	0.00
Bad .....	0.00
Estimated to produce .....	225,000.00
4. Bills of exchange, promissory note, etc., as per list "F" ..	0.00
5. Deposits in financial institutions .....	0.00
6. Cash .....	21,321,986.31
7. Livestock .....	0.00
8. Machinery, equipment and plant .....	0.00
9. Real property or immovable as per list "G" .....	0.00
10. Furniture .....	0.00
11. RRSPs, RRIAs, life insurance, etc. ....	0.00
12. Securities (shares, bonds, debentures, etc.) .....	0.00
13. Interests under wills .....	0.00
14. Vehicles .....	0.00
15. Other property, as per list "H" .....	7,102,555.94
If bankrupt is a corporation, add:	
Amount of subscribed capital .....	0.00
Amount paid on capital .....	0.00
Balance subscribed and unpaid .....	0.00
Estimated to produce .....	0.00
Total assets .....	28,649,542.25
Deficiency .....	187,047,604.69

I, Peter Wedlake, CRO / Jennifer Robertson, Director, of the municipality of Fall River in the Province of Nova Scotia, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 11th day of April 2019 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED) before me at the city of Halifax in the Province of Nova Scotia, on this 11th day of April 2019.

*Krista Hunt*

**KRISTA L. HUNT**  
 A Commissioner of the  
 Supreme Court of Nova Scotia  
 Expires March 30, 2021

*Peter Wedlake*  
 Peter Wedlake, CRO / Jennifer Robertson,  
 Director

District of: Nova Scotia  
 Division No. 51 - Halifax  
 Court No.  
 Estate No.

FORM 78 -- Continued

List "A"  
 Unsecured Creditors

0984750 B.C. Ltd.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	Canada Revenue Agency	Quebec Insolvency Intake Centre 4695 Shawinigan-Sud Blvd. Shawinigan QC G9P 5H9	0.00	0.00	0.00
2	Miller Thomson, Representative Counsel for Affected Users	Scotia Plaza, PO Box 1011 5800 - 40 King Street W. Toronto ON M5H 3S1	214,618,928.00	0.00	214,618,928.00
3	Opt-Outs - Affected User #1	Sealed -----	1.00	0.00	1.00
4	Opt-Outs - Affected User #2	Sealed -----	1.00	0.00	1.00
5	Opt-Outs - Affected User #3	Sealed -----	1.00	0.00	1.00
6	Opt-Outs - Affected User #4	Sealed -----	1.00	0.00	1.00
7	Opt-Outs - Affected User #5	Sealed -----	1.00	0.00	1.00
8	Province of British Columbia	PO Box 9445 Stn. Provincial Government Victoria BC V8W 9V5	0.00	0.00	0.00
9	Service Nova Scotia	PO Box 2734 Halifax NS B3J 3K5	0.00	0.00	0.00
<b>Total:</b>			<b>214,618,933.00</b>	<b>0.00</b>	<b>214,618,933.00</b>

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11-Apr-2019

Date



Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

FORM 78 -- Continued

List "B"  
Secured Creditors

0984750 B.C. Ltd.

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim
1	Jennifer Robertson	71 Kinross Court Fall River NS B2T 0E4	300,000.00	Cash on Hand - Cash	29-Jan-2019	300,000.00	21,021,986.31	
<b>Total:</b>			<b>300,000.00</b>			<b>300,000.00</b>	<b>21,021,986.31</b>	<b>0.00</b>

<sup>12</sup>  
11-Apr-2019

Date

  
Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

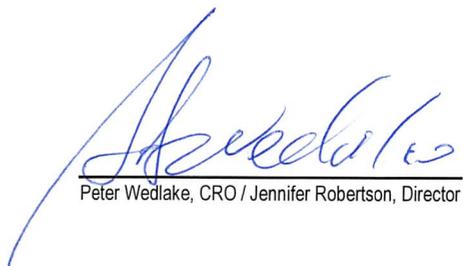
FORM 78 -- Continued

List "C"  
Preferred Creditors for Wages, Rent, etc.

0984750 B.C. Ltd.

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
Total:					0.00	0.00	0.00

12  
11-Apr-2019  
Date



Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

FORM 78 -- Continued

List "D"  
Contingent or Other Liabilities

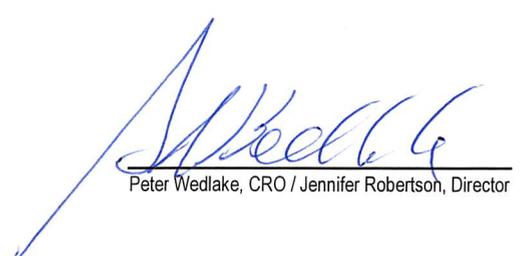
0984750 B.C. Ltd.

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
1	Jose Reyes	70 Forest Manor Road, Unit 202 North York ON M2J 0A9	778,213.94	0.00		
Total:			778,213.94	0.00		

12

44-Apr-2019

Date



Peter Wedlake, CRO / Jennifer Robertson, Director

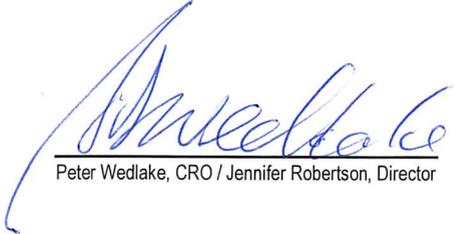
District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

FORM 78 -- Continued

List "E"  
Debts Due to the Bankrupt  
0984750 B.C. Ltd.

No.	Name of debtor	Address and occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
1	Quadriga Fintech Solutions Corp.		Receivable	254,180.23 0.00 0.00			225,000.00	
Total:				254,180.23 0.00 0.00			225,000.00	

12  
11-Apr-2019  
Date

  
Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

FORM 78 -- Continued

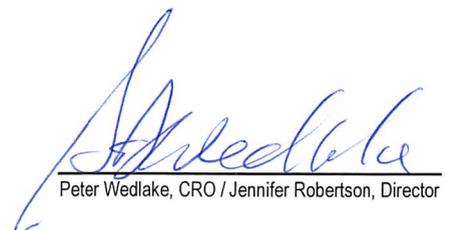
List "F"

Bills of Exchange, Promissory Notes, Lien Notes, Chattel  
Mortgages, etc., Available as Assets

0984750 B.C. Ltd.

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupation	Amount of bill or note, etc.	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note, etc.
Total:				0.00		0.00	

12  
41-Apr-2019  
\_\_\_\_\_  
Date

  
Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

FORM 78 -- Continued

List "G"  
Real Property or Immovables Owned by Bankrupt  
0984750 B.C. Ltd.

Description of property	Nature of bankrupt interest	In whose name does title stand	Total value	Particulars of mortgages, hypothecs, or other encumbrances (name, address, amount)	Equity or surplus
Total:			0.00		0.00

12

~~11~~-Apr-2019

Date



Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
 Division No. 51 - Halifax  
 Court No.  
 Estate No.

FORM 78 -- Concluded

List "H"  
 Property

0984750 B.C. Ltd.

FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions			0.00	0.00
(d) Cash on hand		Cash on hand	21,321,986.31	21,321,986.31
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities			0.00	0.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles			0.00	0.00
(l) Taxes			0.00	0.00
(m) Other		Disputed Funds	778,213.94	778,213.94
		Crypto Currency Funds	500,000.00	500,000.00
		Bulk Draft Receivables	5,824,340.00	5,824,340.00
		Post Filing Reserve	720,000.00	0.00
		Other Receivables	1.00	1.00
		Assets Transferred At Under Value	1.00	1.00
			<b>Total:</b>	<b>28,424,542.25</b>

12  
 11-Apr-2019  
 \_\_\_\_\_  
 Date

  
 Peter Wedlake, CRO / Jennifer Robertson, Director

Court No.

File No.

---

In the matter of the bankruptcy of  
0984750 B.C. Ltd.  
of the city of Halifax, in the Province of Nova Scotia

---

Form 78 (Bill C-12)  
Statement of affairs (Business bankruptcy)

---

Ernst & Young Inc. - Licensed Insolvency Trustee  
Per:

---

George Kinsman - Licensed Insolvency Trustee  
RBC Waterside Centre, 1871 Hollis Street, Suite  
500  
Halifax NS B3J 0C3  
Phone: (902) 421-6282 Fax: (902) 478-5152

## Appendix B

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**QUADRIGA FINTECH SOLUTIONS CORP. - DISBURSEMENT ACCOUNT**

Appendix F

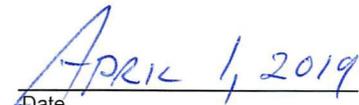
Cash Flow Forecast for the period of 30 March 2019 to 12 April 2019

Unaudited - see Notice to Reader

All figures in nominal C\$, unless otherwise noted

Period	Actual	Notes	Forecast	Forecast
			Week 1	Week 2
Date - beginning of period	05-Feb-19		30-Mar-19	06-Apr-19
Date - end of period	29-Mar-19		05-Apr-19	12-Apr-19
<b>Opening Available Cash Balance</b>	<b>-</b>		<b>\$23,268,411</b>	<b>\$23,270,143</b>
<b>Receipts</b>				
Cash on hand	\$254,180		-	-
Third party payment processors (others)	\$5,000	1	-	\$436,262
Third party payment processors (BMO drafts)	\$25,272,089		-	-
Bank Drafts - Other	-	2	-	\$5,824,340
Interim financing	\$150,000		-	-
Interest earned	\$4,232		\$4,232	-
<b>Total Receipts</b>	<b>\$25,685,501</b>		<b>\$4,232</b>	<b>\$6,260,602</b>
<b>Disbursements</b>				
Independent Contractors	\$127,803	3	-	-
Amazon Web Services (server hosting)	\$15,386		-	\$15,119
Sendgrid (email provider)	-		-	-
Freshdesk (support system)	\$1,076		-	\$1,000
Fastmail (email services)	-		-	-
DomainSure	-		-	-
Cloudflare	-		-	-
Repayment of shareholder advances	-	4	-	-
Jose Reyes personal funds	\$60,959		-	-
Transfer to Disputed Amount Account	\$778,214		-	-
Miscellaneous	\$5,387		\$2,500	\$2,500
<b>Professional fees</b>				
Court-appointed Monitor	\$374,953	5	-	\$190,000
Monitor Counsel	\$396,626	5	-	\$275,000
Company Counsel	\$436,707	5	-	\$15,000
Representative Counsel	-	5	-	\$300,000
Chief Restructuring Officer	\$6,095	5	-	\$25,000
Other consultants	\$37,659		-	-
HST on disbursements	\$176,226		-	\$121,125
<b>Total Disbursements</b>	<b>\$2,417,091</b>		<b>\$2,500</b>	<b>\$944,744</b>
<b>Net Cash Flow</b>	<b>\$23,268,411</b>		<b>\$1,732</b>	<b>\$5,315,858</b>
<b>Closing Available Cash Balance - Disbursement Account</b>	<b>\$23,268,411</b>		<b>\$23,270,143</b>	<b>\$28,586,000</b>
<b>Quadriga - Disputed Account Balance</b>	<b>\$778,214</b>		<b>\$778,214</b>	<b>\$778,214</b>

  
 Peter Wedlake  
 Chief Restructuring Officer

  
 Date

## **QUADRIGA**

Cash Flow Forecast for the period of 30 March 2019 to 12 April 2019

Unaudited - see Notice to Reader

*Notes to the Cash Flow Projection*

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**Management of Quadriga have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in the notes below.**

**The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material. Consequently, readers are cautioned that it may not be appropriate for other uses.**

Note 1: It is anticipated that funds held by various third party payment processors, as described in the Fourth Report of the Monitor, will be received in due course. The receipt has been earmarked for the week of 12 April 2019, however exact timing of the receipts is unknown.

Note 2: It is anticipated that the Bulk Drafts, as described in the Fourth Report of the Monitor, will be received in due course. The receipt has been earmarked for the week of 12 April 2019, however the exact timing of the receipt is unknown.

Note 3: The Company has terminated all of its independent contractors.

Note 4: The Third Report of the Monitor cash flow forecast assumed repayment of interim funding from the most significant shareholder. It was subsequently acknowledged that the repayment of the \$300,000 advance would be deferred on consent of the parties.

Note 5: Professional fees payable to the Court-appointed Monitor, Monitor Counsel, Company Counsel, Representative Counsel and the Chief Restructuring Officer at standard hourly rates.

## Appendix C

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District of: Nova Scotia  
 Division No. 51 - Halifax  
 Court No.  
 Estate No.

Original  Amended

-- Form 78 --

Statement of Affairs (Business Bankruptcy) made by an entity  
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

In the matter of the bankruptcy of Quadriga Fintech Solutions Corp.  
 Of the city of Halifax, in the Province of Nova Scotia

To the bankrupt:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 11th day of April 2019. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES (as stated and estimated by the officer)	ASSETS (as stated and estimated by the officer)
1. Unsecured creditors as per list "A" . . . . . 254,180.23	1. Inventory . . . . . 0.00
Balance of secured claims as per list "B" . . . . . 0.00	2. Trade fixtures, etc. . . . . 0.00
Total unsecured creditors . . . . . 254,180.23	3. Accounts receivable and other receivables, as per list "E"
2. Secured creditors as per list "B" . . . . . 0.00	Good . . . . . 0.00
3. Preferred creditors as per list "C" . . . . . 0.00	Doubtful . . . . . 0.00
4. Contingent, trust claims or other liabilities as per list "D"	Bad . . . . . 0.00
estimated to be reclaimable for . . . . . 214,618,933.00	Estimated to produce . . . . . 0.00
Total liabilities . . . . . 214,873,113.23	4. Bills of exchange, promissory note, etc., as per list "F" . . . . . 0.00
Surplus . . . . . NIL	5. Deposits in financial institutions . . . . . 0.00
	6. Cash . . . . . 254,180.23
	7. Livestock . . . . . 0.00
	8. Machinery, equipment and plant . . . . . 0.00
	9. Real property or immovable as per list "G" . . . . . 0.00
	10. Furniture . . . . . 0.00
	11. RRSPs, RRIFs, life insurance, etc. . . . . 0.00
	12. Securities (shares, bonds, debentures, etc.) . . . . . 0.00
	13. Interests under wills . . . . . 0.00
	14. Vehicles . . . . . 0.00
	15. Other property, as per list "H" . . . . . 0.00
	If bankrupt is a corporation, add:
	Amount of subscribed capital . . . . . 0.00
	Amount paid on capital . . . . . 0.00
	Balance subscribed and unpaid . . . . . 0.00
	Estimated to produce . . . . . 0.00
	Total assets . . . . . 254,180.23
	Deficiency . . . . . 214,618,933.00

I, Peter Wedlake, CRO / Jennifer Robertson, Director, of the municipality of Fall River in the Province of Nova Scotia, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 11th day of April 2019 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED) before me at the city of Halifax in the Province of Nova Scotia, on this 12th day of April 2019.



**KRISTA L. HUNT**  
 A Commissioner of the  
 Supreme Court of Nova Scotia  
 Expires March 30, 2021

  
 Peter Wedlake, CRO / Jennifer Robertson,  
 Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

FORM 78 -- Continued

List "A"  
Unsecured Creditors

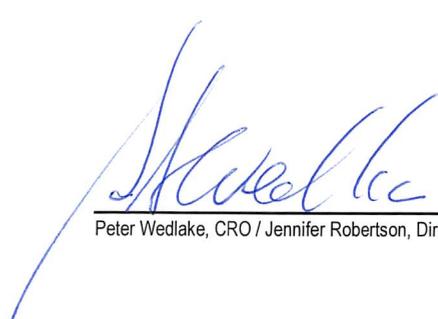
Quadriga Fintech Solutions Corp.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	0984750 B.C. Ltd.	71 Kinross Court Fall River NS B2T 0E4	254,180.23	0.00	254,180.23
2	Canada Revenue Agency	Quebec Insolvency Intake Centre 4695 Shawinigan-Sud Blvd. Shawinigan QC G9P 5H9	0.00	0.00	0.00
3	Province of British Columbia	PO Box 9445 Stn. Provincial Government Victoria BC V8W 9V5	0.00	0.00	0.00
4	Service Nova Scotia	PO Box 2734 Halifax NS B3J 3K5	0.00	0.00	0.00
<b>Total:</b>			<b>254,180.23</b>	<b>0.00</b>	<b>254,180.23</b>

12

11-Apr-2019

Date

  
Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

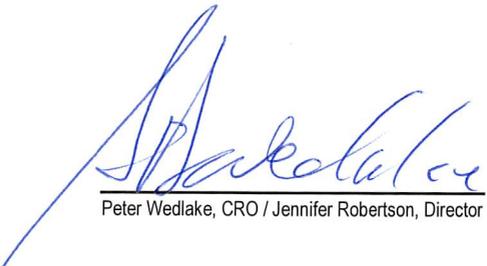
FORM 78 -- Continued

List "B"  
Secured Creditors

Quadriga Fintech Solutions Corp.

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim
			Total: 0.00			0.00	0.00	0.00

12  
11-Apr-2019  
Date



Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

FORM 78 -- Continued

List "C"  
Preferred Creditors for Wages, Rent, etc.

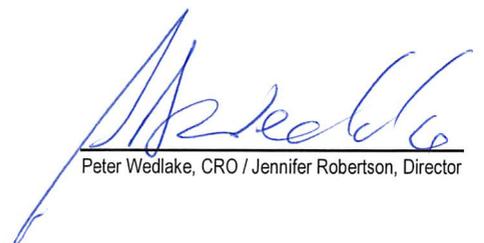
Quadriga Fintech Solutions Corp.

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
Total:					0.00	0.00	0.00

12

11-Apr-2019

Date



Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
 Division No. 51 - Halifax  
 Court No.  
 Estate No.

FORM 78 -- Continued

List "D"  
 Contingent or Other Liabilities

Quadriga Fintech Solutions Corp.

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
1	Miller Thomson, Representative Counsel For Affected Users	Scotia Plaza, PO Box 1011 5800 - 40 King Street W Toronto ON M5H 3S1	214,618,928.00	0.00		
2	Opt-Outs - Affected User #1	Sealed --- ---	1.00	0.00		
3	Opt-Outs - Affected User #2	Sealed --- ---	1.00	0.00		
4	Opt-Outs - Affected User #3	Sealed --- ---	1.00	0.00		
5	Opt-Outs - Affected User #4	Sealed --- ---	1.00	0.00		
6	Opt-Outs - Affected User #5	Sealed --- ---	1.00	0.00		
<b>Total:</b>			<b>214,618,933.00</b>	<b>0.00</b>		

12  
 11-Apr-2019  
 \_\_\_\_\_  
 Date

  
 Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
 Division No. 51 - Halifax  
 Court No.  
 Estate No.

FORM 78 -- Continued

List "E"  
 Debts Due to the Bankrupt  
 Quadriga Fintech Solutions Corp.

No.	Name of debtor	Address and occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
			Total:	0.00 0.00 0.00			0.00	

12  
 11-Apr-2019  
 \_\_\_\_\_  
 Date

  
 Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

FORM 78 -- Continued

List "F"

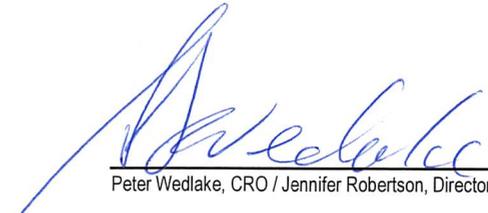
Bills of Exchange, Promissory Notes, Lien Notes, Chattel  
Mortgages, etc., Available as Assets

Quadriga Fintech Solutions Corp.

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupation	Amount of bill or note, etc.	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note, etc.
Total:				0.00		0.00	

12  
14-Apr-2019

Date



Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

FORM 78 -- Continued

List "G"  
Real Property or Immovables Owned by Bankrupt  
Quadriga Fintech Solutions Corp.

Description of property	Nature of bankrupt interest	In whose name does title stand	Total value	Particulars of mortgages, hypothecs, or other encumbrances (name, address, amount)	Equity or surplus
Total:			0.00		0.00

12  
11-Apr-2019

Date



Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
 Division No. 51 - Halifax  
 Court No.  
 Estate No.

FORM 78 -- Concluded

List "H"  
 Property

Quadriga Fintech Solutions Corp.  
 FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions			0.00	0.00
(d) Cash on hand		Cash on hand	254,180.23	254,180.23
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities		Shares - 100% of Whiteside Capital Corporation	0.00	0.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles			0.00	0.00
(l) Taxes			0.00	0.00
(m) Other			0.00	0.00
			<b>Total:</b>	<b>254,180.23</b>

12  
 11-Apr-2019

Date

  
 Peter Wedlake, CRO / Jennifer Robertson, Director

Court No.

File No.

---

In the matter of the bankruptcy of Quadriga Fintech  
Solutions Corp.  
Of the city of Halifax, in the Province of Nova Scotia

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Form 78 (Bill C-12)  
Statement of affairs (Business bankruptcy)

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Ernst & Young Inc. - Licensed Insolvency Trustee  
Per:

---

George Kinsman - Licensed Insolvency Trustee  
RBC Waterside Centre, 1871 Hollis Street, Suite  
500  
Halifax NS B3J 0C3  
Phone: (902) 421-6282 Fax: (902) 478-5152

## Appendix D

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District of: Nova Scotia  
 Division No. 51 - Halifax  
 Court No.  
 Estate No.

Original  Amended

-- Form 78 --  
 Statement of Affairs (Business Bankruptcy) made by an entity  
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)  
 In the matter of the bankruptcy of  
 Whiteside Capital Corporation  
 of the city of Halifax, in the Province of Nova Scotia

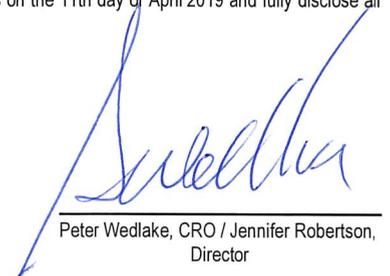
To the bankrupt:  
 You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 11th day of April 2019. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES (as stated and estimated by the officer)	ASSETS (as stated and estimated by the officer)
1. Unsecured creditors as per list "A" . . . . .	1. Inventory . . . . .
4.00	0.00
Balance of secured claims as per list "B" . . . . .	2. Trade fixtures, etc. . . . .
0.00	0.00
Total unsecured creditors . . . . .	3. Accounts receivable and other receivables, as per list "E"
4.00	Good . . . . .
2. Secured creditors as per list "B" . . . . .	0.00
0.00	Doubtful . . . . .
3. Preferred creditors as per list "C" . . . . .	0.00
0.00	Bad . . . . .
4. Contingent, trust claims or other liabilities as per list "D"	0.00
estimated to be reclaimable for . . . . .	Estimated to produce . . . . .
214,618,933.00	0.00
Total liabilities . . . . .	4. Bills of exchange, promissory note, etc., as per list "F" . . . . .
214,618,937.00	0.00
Surplus . . . . .	5. Deposits in financial institutions . . . . .
NIL	0.00
	6. Cash . . . . .
	0.00
	7. Livestock . . . . .
	0.00
	8. Machinery, equipment and plant . . . . .
	0.00
	9. Real property or immovable as per list "G" . . . . .
	0.00
	10. Furniture . . . . .
	0.00
	11. RRSPs, RRIFs, life insurance, etc. . . . .
	0.00
	12. Securities (shares, bonds, debentures, etc.) . . . . .
	0.00
	13. Interests under wills . . . . .
	0.00
	14. Vehicles . . . . .
	0.00
	15. Other property, as per list "H" . . . . .
	0.00
	If bankrupt is a corporation, add:
	Amount of subscribed capital . . . . .
	0.00
	Amount paid on capital . . . . .
	0.00
	Balance subscribed and unpaid . . . . .
	0.00
	Estimated to produce . . . . .
	0.00
	Total assets . . . . .
	0.00
	Deficiency . . . . .
	214,618,937.00

I, Peter Wedlake, CRO / Jennifer Robertson, Director, of the municipality of Fall River in the Province of Nova Scotia, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 11th day of April 2019 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED) before me at the city of Halifax in the Province of Nova Scotia, on this 12th day of April 2019.

  
 KRISTA L. HUNT  
 A Commissioner of the  
 Supreme Court of Nova Scotia  
 Expires March 30, 2021

  
 Peter Wedlake, CRO / Jennifer Robertson,  
 Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

FORM 78 -- Continued

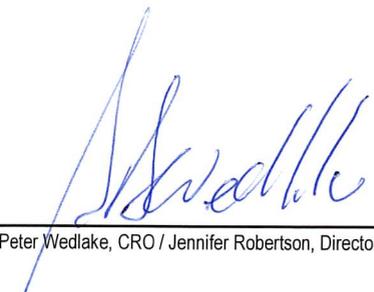
List "A"  
Unsecured Creditors

Whiteside Capital Corporation

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	Canada Revenue Agency	468 Terminal Avenue Vancouver BC V6A 0C1	1.00	0.00	1.00
2	Canada Revenue Agency	Quebec Insolvency Intake Centre 4695 Shawinigan-Sud Blvd Shawinigan QC G9P 5H9	1.00	0.00	1.00
3	Province of British Columbia	PO Box 9445 Stn. Prov. Government Victoria BC V8W 9V5	1.00	0.00	1.00
4	Service Nova Scotia	PO BOx 2734 Halifax NS B3J 3K5	1.00	0.00	1.00
<b>Total:</b>			<b>4.00</b>	<b>0.00</b>	<b>4.00</b>

  
11-Apr-2019

Date

  
Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

FORM 78 -- Continued

List "B"  
Secured Creditors

Whiteside Capital Corporation

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim
			Total:			0.00	0.00	0.00

12K

41-Apr-2019

Date

  
Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

FORM 78 -- Continued

List "C"  
Preferred Creditors for Wages, Rent, etc.

Whiteside Capital Corporation

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
Total:					0.00	0.00	0.00

12K

11-Apr-2019

Date



Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
 Division No. 51 - Halifax  
 Court No.  
 Estate No.

FORM 78 -- Continued

List "D"  
 Contingent or Other Liabilities

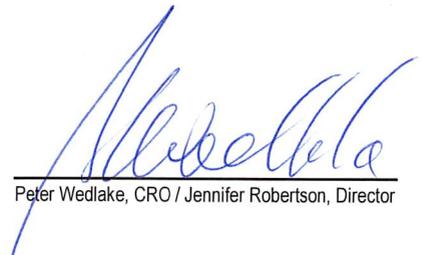
Whiteside Capital Corporation

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
1	Miller Thomson, Representative Counsel for Affected Creditors	Scotia Plaza, PO Box 1011 5800 - 40 King Street W Toronto ON M5H 3S1	214,618,928.00	0.00		
2	Opt-Outs - Affected User #1	Sealed --- ---	1.00	0.00		
3	Opt-Outs - Affected User #2	Sealed --- ---	1.00	0.00		
4	Opt-Outs - Affected User #3	Sealed --- ---	1.00	0.00		
5	Opt-Outs - Affected User #4	Sealed --- ---	1.00	0.00		
6	Opt-Outs - Affected User #5	Sealed --- ---	1.00	0.00		
<b>Total:</b>			<b>214,618,933.00</b>	<b>0.00</b>		

1215

44-Apr-2019

Date



Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

FORM 78 -- Continued

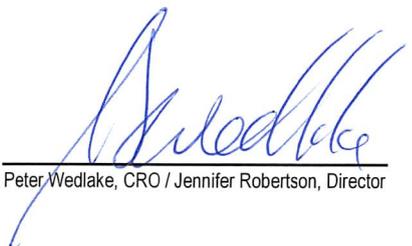
List "E"  
Debts Due to the Bankrupt  
Whiteside Capital Corporation

No.	Name of debtor	Address and occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
			Total:	0.00 0.00 0.00			0.00	

1212

14-Apr-2019

Date

  
Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

FORM 78 -- Continued

List "F"

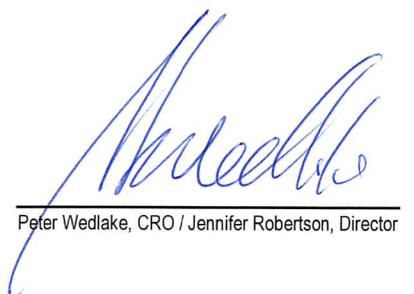
Bills of Exchange, Promissory Notes, Lien Notes, Chattel  
Mortgages, etc., Available as Assets

Whiteside Capital Corporation

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupation	Amount of bill or note, etc.	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note, etc.
Total:				0.00		0.00	

12/11  
11-Apr-2019

Date



Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
Division No. 51 - Halifax  
Court No.  
Estate No.

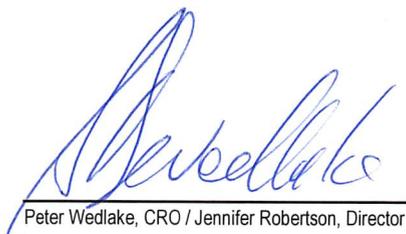
FORM 78 -- Continued

List "G"  
Real Property or Immovables Owned by Bankrupt  
Whiteside Capital Corporation

Description of property	Nature of bankrupt interest	In whose name does title stand	Total value	Particulars of mortgages, hypothecs, or other encumbrances (name, address, amount)	Equity or surplus
Total:			0.00		0.00

12th  
11-Apr-2019

Date



Peter Wedlake, CRO / Jennifer Robertson, Director

District of: Nova Scotia  
 Division No. 51 - Halifax  
 Court No.  
 Estate No.

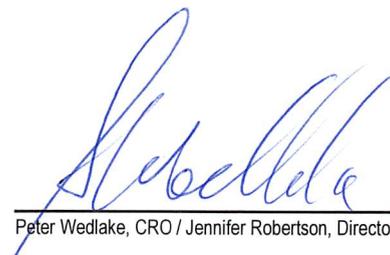
FORM 78 -- Concluded

List "H"  
 Property

Whiteside Capital Corporation  
 FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions			0.00	0.00
(d) Cash on hand			0.00	0.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities		Shares - 100% of 0984750 B.C. Ltd.	0.00	0.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles			0.00	0.00
(l) Taxes			0.00	0.00
(m) Other			0.00	0.00
			<b>Total:</b>	<b>0.00</b>

12/2  
 41-Apr-2019  
 \_\_\_\_\_  
 Date

  
 \_\_\_\_\_  
 Peter Wedlake, CRO / Jennifer Robertson, Director

Court No.

File No.

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In the matter of the bankruptcy of  
Whiteside Capital Corporation  
of the city of Halifax, in the Province of Nova Scotia

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Form 78 (Bill C-12)  
Statement of affairs (Business bankruptcy)

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Ernst & Young Inc. - Licensed Insolvency Trustee  
Per:

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—  
George Kinsman - Licensed Insolvency Trustee  
RBC Waterside Centre, 1871 Hollis Street, Suite  
500  
Halifax NS B3J 0C3  
Phone: (902) 421-6282 Fax: (902) 478-5152