

IN THE SUPREME COURT OF NOVA SCOTIA

IN THE MATTER OF:

Application by Quadriga Fintech Solutions Corp., Whiteside Capital Corporation and 0984750 B.C. Ltd. dba Quadriga CX and Quadriga Coin Exchange (collectively referred to as the "Companies" and the "Applicant"), for relief under the Companies' Creditors Arrangement Act

AFFIDAVIT

I, Maurice P. Chiasson, Q.C., of Halifax, Nova Scotia, make oath and give evidence as follows:

1. I am a partner with Stewart McKelvey and am counsel of record for the Applicants, Quadriga Fintech Solutions Corp., Whiteside Capital Corporation and 0984750 B.C. Ltd. dba Quadriga CX and Quadriga Coin Exchange (collectively referred to as the "Companies").
2. I have personal knowledge of the evidence sworn to in this affidavit except where otherwise stated to be based on information or belief.
3. I state, in this affidavit, the source of any information that is not based on my own personal knowledge, and I state my belief of the source.
4. Ernst & Young Inc. ("EYI") was appointed Monitor of the Companies by Order of this Court dated February 5, 2019. Stikeman Elliott is counsel for EYI.
5. Miller Thompson and Cox & Palmer were appointed Representative Counsel by Order of this Court dated February 28, 2019.
6. Both EYI and Representative Counsel raised the issue of a conflict between the Companies and the Estate of Gerald Cotten. The specific nature of the alleged conflict has not been disclosed to the Companies; however, Stewart McKelvey believes it prudent to seek to withdraw as counsel for the Companies.

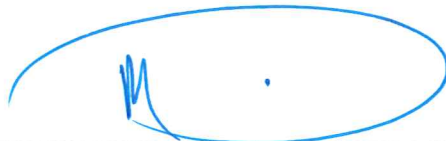
7. On March 13, 2019, a letter was sent to the Court, indicating the intention of Stewart McKelvey to withdraw as counsel. A copy of the March 13, 2019 letter is attached at Exhibit "A".
8. I swear this Affidavit in support of the motion for Stewart McKelvey to be removed as counsel of record for the Companies.

SWORN TO before me at Halifax, Nova

Scotia this 1st day of April, 2019.



A Barrister of the Supreme Court of Nova
Scotia *David Wedlake*



MAURICE P. CHIASSON, Q.C.

2019

Hfx No. 484742

This is Exhibit "A" referred to in the Affidavit of Maurice P. Chiasson, Q.C., sworn before me on the 1st day of April, 2019.

A handwritten signature in black ink, appearing to read "David Weallake". The signature is fluid and cursive, with a horizontal line drawn underneath it.

A Barrister of the Supreme Court of
Nova Scotia

David Weallake



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File Reference: SM055740-1

March 13, 2019

Maurice P. Chiasson, Q.C.
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Via Facsimile and Email

Caroline McInnes
Prothonotary
Supreme Court of Nova Scotia
1815 Upper Water Street
Halifax, NS B3J 1S7

Dear Ms. McInnes:

Re: Application by Quadriga Fintech Solutions Corp., Whiteside Capital Corporation and 0984750 B.C. Ltd. dba Quadriga CX and Quadriga Coin Exchange (collectively referred to as the "Companies" or the "Applicants"), for relief under the Companies' Creditors Arrangement Act - Hfx No. 484742

We have been counsel for Quadriga Fintech Solutions Corp., Whiteside Capital Corporation and 0984750 B.C. Ltd. dba Quadriga CX and Quadriga Coin Exchange, the Applicant companies in the above noted CCAA proceeding. We would ask that this letter be placed before His Lordship, the Honourable Justice Wood.

We are writing to respond to concerns expressed by Monitor and Representative Counsel in recent days that there may now be a potential conflict in relation to our firm's representation of the Applicant companies in the CCAA matter and the Estate of Gerald Cotten. We have been advised that the concerns regarding a potential conflict have arisen as a result of information which has come to the attention of the Monitor since the start of the CCAA process, although such information has not been disclosed to us or to our respective clients. We acknowledge that the Monitor or Representative Counsel may be constrained by confidentiality obligations from disclosing the basis for the expressed concern.

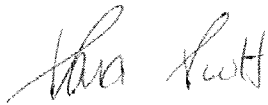
Notwithstanding that no information has been disclosed which provides a basis to conclude there has been or is the potential for conflict, we are of the view that the appropriate course in these circumstances is to withdraw from our representation of the Applicant companies in the CCAA process effective immediately.

We have advised Peter Wedlake, as CRO for the Applicant companies, of this decision. Directions may be sought from the Court in due course, if necessary.

Caroline McInnes
March 13, 2019
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The firm will be continuing its representation of the Estate and Jennifer Robertson.

Yours respectfully,



for Maurice P. Chiasson, Q.C.

MPC/SLS/lms

c. Service List