

NO. S-S208894
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c.57, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF URTHECAST
CORP., URTHECAST INTERNATIONAL CORP., URTHECAST USA INC, 1185729 B.C. LTD.
AND THOSE OTHER PETITIONERS SET OUT ON THE ATTACHED SCHEDULE "A"

EIGHTH REPORT OF THE MONITOR

ERNST & YOUNG INC.

February 25, 2021

TABLE OF CONTENTS
TO THE
EIGHTH REPORT OF THE MONITOR

INTRODUCTION.....	1
TERMS OF REFERENCE.....	6
CONDENSED BACKGROUND INFORMATION.....	7
UPDATE ON FOREIGN INSOLVENCY PROCEEDINGS	10
CLOSING OF THE STALKING HORSE APA	12
PROFESSIONAL FEES AND DISBURSEMENTS.....	13
CONCLUSION OF THE CCAA PROCEEDINGS AND DISCHARGE OF THE MONITOR	15
CONCLUSIONS AND RECOMMENDATIONS.....	16

LISTING OF APPENDICES
TO THE
EIGHTH REPORT OF THE MONITOR

Fees and disbursements of the Monitor	Appendix A
Fees and disbursements of the Monitor's counsel	Appendix B

INTRODUCTION

1. On September 4, 2020 (the “**Filing Date**”) this Honourable Court granted UrtheCast Corp. (“**UrtheCast**”), 1185729 B.C. Ltd. (“**729 BC**”), UrtheCast International Corp., UrtheCast USA Inc., 1185781 B.C. Ltd. (“**781 BC**”), Deimos Imaging S.L.U., DOT Imaging S.L.U., Geosys Australia PTY Ltd., Geosys do Brasil Sistemas de Informacao Agricolas Ltda., Geosys Europe Sarl, Geosys Holding, ULC (was Geosys Technology Holding LLC), Geosys-Int’l, Inc., Geosys S.A.S. “**Geosys SAS**”, UrtheCast Holdings (Malta) Limited, UrtheCast Imaging S.L.U., UrtheCast Investments (Malta) Limited, UrtheDaily Corp., (collectively, the “**UrtheCast Group**” or the “**Petitioners**”), relief under the *Companies’ Creditors Arrangement Act* (Canada) (the “**CCAA**”).
2. The initial Order (the “**Initial Order**”), *inter alia*:
 - a) appointed Ernst & Young Inc. (“**EY**”) as monitor of the Petitioners (the “**Monitor**”) in these CCAA proceedings (the “**CCAA Proceedings**”); and
 - b) granted a “**Stay of Proceedings**” to September 14, 2020 (the “**Stay Period**”).
3. On September 14, 2020, this Honourable Court granted an order which amended and revised the Initial Order (the “**Amended and Restated Order**” or the “**ARIO**”) to, among other things, approve a DIP Commitment Letter (the “**126 DIP Commitment Letter**”) with 1262743 B.C. Ltd. (“**126**”) and the Interim Lender’s Charge (term defined below) of USD \$1 million.
4. On September 23, 2020, this Honourable Court granted an order (the “**September 23 Order**”) which further revised the ARIO to, among other things, a) approve a second DIP facility (the “**Hale DIP Term Sheet**”) with Hale Capital Partners (“**Hale**”) and corresponding DIP charge of in the amount of USD \$5,000,000, and b) authorized the Petitioners to

implement an investment solicitation process for the sale of the ISS Cameras (defined below) in a form approved by the Monitor.

5. On October 2, 2020, this Honourable Court granted an order that, among other things, authorized UrtheCast Corp. to act as the Foreign Representative in any recognition proceedings related to the within CCAA Proceedings.
6. On October 16, 2020, this Honourable Court granted two Orders:
 - a) an order (the “**October 16 Order**”) which further amended the ARIO to among other things:
 - i. approve a third DIP facility (the “**Antarctica DIP**”) and corresponding DIP charge of \$3,648,000; and
 - ii. limit the quantum of the DIP charge associated with the Hale DIP Term Sheet (as described below) to include only those amounts that may be owing on account of certain fees associated with the Hale DIP Term Sheet and professional fees incurred in respect of same; and
 - b) an order approving a sale and investment solicitation process (“**SISP**”) for the Petitioners’ assets and operations, which included a stalking horse offer (the “**Antarctica Stalking Horse Offer**”) for certain of the Petitioner’s assets (the “**Designated Assets**”) and a charge for the break fee and expense reimbursement associated with the Antarctica Stalking Horse Offer.
7. The October 16 Order was opposed by Hale. On November 5, 2020, the Petitioners received a letter from counsel to Hale enclosing a Notice of Application for Leave to Appeal the October 16 Order and a stay pending the hearing of the appeal (the “**Hale Appeal**”). The primary basis of the Hale Appeal was that this Honourable Court did not have the

jurisdiction to grant certain terms of the October 16 Order and Hale sought to set aside the October 16 Order on that basis.

8. The SISP approved by this Honourable Court concluded in November 2020. The Fifth Report (defined below) provided an update on the SISP and described that:

a) the SISP did not generate any offers for the Designated Assets that were superior to the Antarctica Stalking Horse Offer; and the Antarctica Stalking Horse Offer was declared to be the Successful Bid for the Designated Assets; and

b) an Auction occurred on November 23, 2020 for the assets not comprising the Designated Assets where the SAR Purchaser (defined below) was declared the Winning Bid pursuant to the SISP with a bid in the amount of CAD \$1,225,000.

9. On December 7, 2020, Hale served upon the Service List its Notice of Motion for leave to appeal and its Motion Book. A hearing for the Leave to Appeal was scheduled with the British Columbia Court of Appeal (the “**BCCA**”) for December 22, 2020 but was ultimately adjourned as the Petitioners and Hale agreed consensually to settle the amount disputed as owing.

10. On January 7, 2021, this Honourable Court granted orders that, among other things:

a) approved two (2) asset purchase agreements (“**APA**”) defined in previous reports as the Stalking Horse APA (with Antarctica for the Designated Assets) and the SAR APA, and vested the applicable assets in each respective purchaser upon closing of each transaction;

b) assigned certain contracts and agreements (the “**Land O’Lakes Assignment Order**”) between the Petitioners and Land O’Lakes Inc. (“**Land O’ Lakes**”) and Winfield Solutions LLC (“**Winfield**”) to the Stalking Horse Purchasers (defined in the Sixth Report) upon closing of the Stalking Horse APA;

c) extended the stay of proceedings up to and including February 15, 2021; and

d) provided a limited release to the current and former directors and officers of the Petitioners.

11. The Stay Period has been extended from time to time throughout these proceedings and most recently pursuant to an order granted by this Honourable Court on February 10, 2021 extending the Stay Period to and including March 5, 2021.

12. A more fulsome introduction and timeline of events resulting in the within proceedings is provided in the Proposed Monitor's Report dated September 3, 2020 (the "**Proposed Monitor's Report**"). In addition to the Proposed Monitor's Report, the Monitor has filed seven (7) reports in these proceedings; the First Report of the Monitor (the "**First Report**") dated September 10, 2020, the Second Report of the Monitor (the "**Second Report**") dated September 23, 2020, the Third Report of the Monitor (the "**Third Report**") dated October 1, 2020, the Fourth Report of the Monitor (the "**Fourth Report**") dated October 16, 2020, the Fifth Report of the Monitor (the "**Fifth Report**") dated December 9, 2020, the Sixth Report of the Monitor (the "**Sixth Report**") dated January 5, 2021, and the Seventh Report of the Monitor (the "**Seventh Report**"), dated February 8, 2021 (collectively, with the Proposed Monitor's Report, the "**Monitor's Reports**").

13. The Court has granted the following "**Charges**" in the within proceedings that rank as follows:

a) First - an Administration Charge in the amount of \$500,000 in favor of legal counsel for the UrtheCast Group, the Monitor, and independent counsel to the Monitor, as security for professional fees and disbursements incurred both before and after the making of the Initial Order in respect of the within proceedings;

b) Second - the Hale Interim Lender's Charge as described in the October 16 Order;

- c) Third - the Interim Lender's Charge pari passu with the Antarctica Interim Lender's Charge up to the amounts specified in paragraph 51 of the Antarctica DIP Order;
 - d) Third - the Antarctica Interim Lender's Charge up to a maximum of \$3,648,000;
 - e) Fourth - the Directors' Charge up to a maximum of \$350,000 as security for an indemnity provided by the Petitioners to its directors and officers as described in the Proposed Monitor's Report;
 - f) Fifth - the Break Fee and Expense Reimbursement Charge in connection with the Stalking Horse APA; and
 - g) Sixth - the Intercompany Charge as described in the First Report.
14. The Monitor has established a website at www.ey.com/ca/urthecast (the "**Monitor's Website**"). All court documents and certain other documents have been and will continue to be posted on the Monitor's Website.
15. The purpose of the "**Eighth Report**" of the Monitor is to provide this Honourable Court with information on the following:
- a) condensed background information on the Petitioners;
 - b) information on the status of foreign insolvency proceedings commenced in respect of the Urthecast Group;
 - c) an update on the completion of the Stalking Horse APA with EarthDaily Holdings, LP, EarthDaily Canada Holdings Corp., and EarthDaily Canada Limited Partnership (collectively, the "**Stalking Horse Purchasers**") all of which are newly formed subsidiaries of Antarctica Infrastructure Partners, LLC ("**Antarctica**" or the "**Stalking Horse Purchasers**");
 - d) professional fees and disbursements;

- e) conclusion of the CCAA proceedings and discharge of the Monitor;
16. The Eighth Report should be read in conjunction with the Monitor's Notice of Application filed on February 25, 2021. The Eighth Report should also be read in conjunction with a forthcoming supplement to this Eighth Report that is anticipated to be filed shortly after the completion of the Stalking Horse APA transaction (the "**Supplement to the Eighth Report**").

TERMS OF REFERENCE

17. In preparing this Eighth Report and making the comments herein, the Monitor has been provided with, has herein relied upon, unaudited financial information, books, records and financial information prepared by the Petitioners, discussions with certain management of the Petitioners ("**Management**"), and information from other third party sources (collectively, the "**Information**"). Except as described in this Eighth Report in respect of the Cash Flow Forecast:
- a) the Monitor has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Monitor has not audited or otherwise attempted to verify the accuracy or completeness of such 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 Monitor expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information; and
 - b) some of the information referred to in this Eighth Report consists of forecasts and projections. An examination or review of the financial forecast and projections, as

outlined in the *Chartered Professional Accountants Canada Handbook*, has not been performed.

18. Future oriented financial or other information referred to in this Eighth Report was prepared based on Management's estimates and assumptions. Readers are cautioned that since projections are based upon assumptions about future events and conditions that are not readily and currently ascertainable, the actual results will vary from the projections, even if the assumptions materialize, and the variations could be material.
19. Unless otherwise indicated, the Monitor's understanding of factual matters expressed in this Eighth Report concerning the Petitioners and their business is based on the Information, and not independent factual determinations made by the Monitor.
20. All capitalized terms used herein that are undefined have the meanings ascribed thereto in the Proposed Monitor's Report, the First Report, the Second Report, the Third Report, the Fourth Report, the Fifth Report, the Third Revised Amended and Restated Initial Order, the 7th Chu Affidavit, the Stalking Horse APA or the SAR APA.
21. Unless otherwise stated all monetary amounts contained herein are expressed in Canadian Dollars.

CONDENSED BACKGROUND INFORMATION

22. UrtheCast is the overall corporate parent of the UrtheCast Group of companies. It is a public entity listed on the Toronto Stock Exchange under the ticker symbol "UR" and it maintains its Corporate head office in Vancouver, British Columbia.
23. A copy of UrtheCast's organization chart prepared by management was attached to the Proposed Monitor's Report as Appendix "B".

24. The UrtheCast Group is a vertically integrated company that provides satellite imaging, data services and geoanalytics through subsidiaries incorporated in the United States, Spain, France, Australia, Switzerland, Brazil, Russia, Barbados and Malta.
25. UrtheCast financed its operations by way of equity, secured debt and unsecured debt including loans from the Federal Government. One such loan was provided by the Strategic Aerospace and Defence Initiative ("**SADI**"). The Petitioners currently owe approximately \$11.7 million pursuant to a loan agreement between the Petitioners and SADI (the "**SADI Loan Agreement**") which allows for further availability up to \$40 million from the Strategic Innovative Fund ("**SIF**") administered by the Government of Canada.
26. The UrtheCast Group's primary tangible assets consist of:
- a) two (2) earth observation ("**EO**") satellites that are currently deployed in outer space known as the Deimos-1 and Deimos-2 satellites (the "**Deimos Satellites**"); and
 - b) two EO sensors and related equipment currently installed aboard the Russian module of the International Space Station (the "**ISS Cameras**", and collectively with the Deimos Satellites, the "**Orbital Assets**").
27. The Deimos Satellites are owned by UrtheCast Spain which is incorporated under the laws of Spain and are encumbered by a senior secured loan payable to Banco de Sabadell, S.A. pursuant to a Spanish loan agreement dated December 11, 2015, between Banco de Sabadell, S.A. and UrtheCast Imaging, S.L.U. (the "**Sabadell Term Loan**"). The current amount owing under the Sabadell Term Loan is approximately CAD \$23,000,000.
28. The ISS Cameras are affixed to the Russian segment of the International Space Station and are not currently in operation. The ISS Cameras have been written down to \$nil in the Petitioners audited financial statements.

29. Additionally, in January 2019, UrtheCast acquired an operating unit called Geosys (the “**Geosys Acquisition Transaction**”) from Land O’ Lakes (“**Land O’Lakes**”) for USD \$20 million payable by UrtheCast in three installments (the agreement governing the transaction is herein referred to as the “**Geosys Purchase Agreement**”). Geosys provides scientific grade weather and satellite data and proven methodologies for monitoring and benchmarking agricultural crops and similar uses.
30. Geosys primarily operates primarily through the following entities:
- a) Geosys-Int’l Inc. (incorporated under the laws of the USA) which is located in Maple Grove, Minnesota and, amongst other things, manages a satellite imagery services agreement with a key customer; and
 - b) Geosys SAS (incorporated under the laws of France) which is located in Toulouse, France and provides support services through the employment of approximately 65 personnel in France to enable the provision of services to Geosys’ customers. The Monitor is advised that Geosys SAS does not possess any assets of material value and that it relies on intercompany funding to fund ongoing payroll and other costs that are required to service, amongst other things, the Services Agreements.
31. The UrtheCast Group’s go-forward business prior to the commencement of the within CCAA Proceedings was focused on the development of the following two (2) major EO projects which the Petitioners forecast will generate significant revenue once operational:
- a) **SAR-XL Constellation Project:** a project which incorporates synthetic aperture radar (“**SAR**”) sensory technology into a constellation of synchronized EO satellites; and
 - b) **UrtheDaily Constellation Project:** a project focusing on the development of a second constellation of synchronized satellites equipped with optical EO sensors

which would be the first earth observation system to provide scientific-quality, analytics-ready imagery of the entire earth (excluding the continent of Antarctica) every day.

32. The UrtheCast group is also developing software and related infrastructure to facilitate EO imagery processing and distribution at scale (the "**UrthePipeline**"). The UrthePipeline has commenced offering some services. Once completed, the technology will form an integrated part of the ground segment for the UrtheDaily Constellation Project.
33. As is noted above, on January 7, 2021, this Honourable Court approved:
 - a) the SAR APA for the sale of assets comprising the SAR-XL Constellation Project to the SAR Purchaser which closed on January 19, 2021 (discussed in further detail below); and
 - b) the Stalking Horse APA for the sale of the "**Designated Assets**" which can be generally summarized as the UrtheDaily and UrthePipeline projects together with the Geosys business unit. The Stalking Horse APA has not yet closed as of the date of this report, though it is anticipated that closing will occur imminently.

UPDATE ON FOREIGN INSOLVENCY PROCEEDINGS

French Proceedings

34. The Monitor described in previous reports that Geosys SAS sought protection in the Commercial Court of Toulouse in France on September 29, 2020 under an insolvency protocol called "redressement judiciaire" ("**RJ**").
35. RJ is a debtor driven process that is similar to a CCAA in that a debtor in possession of its asset and ongoing operations is subject to oversight by a trustee who will report to the Commercial Court in Toulouse in a manner similar to a CCAA monitor. At a hearing on

September 29, 2020, the Commercial Court in Toulouse appointed Me. Caviglioli as Trustee (the “**French Trustee**”) in Geosys SAS’s RJ proceedings.

36. The Monitor is advised that the Stalking Horse Purchasers and Geosys SAS are assisting the French Trustee in formulating a continuation plan (plan de continuation) to present to the Commercial Court in Toulouse (the “**French Continuation Plan**”) to permit Geosys SAS to emerge from the RJ proceedings following the completion of the Stalking Horse APA. The Petitioners continue to support Geosys SAS financially while the transacting parties satisfy the remaining Material Conditions under the Stalking Horse APA, including the completion and approval of the French Continuation Plan.
37. The Petitioners and the Stalking Horse Purchasers have advanced the Continuation Plan and expect that it will be filed and accepted by the Commercial Court in Toulouse in the near future. Upon completion of the Stalking Horse APA transaction, the Geosys group will be owned by the Stalking Horse Purchasers and accordingly it will be incumbent on the Stalking Horse Purchasers to continue working towards the approval and implementation of the Continuation Plan.

Chapter 15 Proceedings in the District of Minnesota, United States of America

38. The Fourth Report described that given Geosys’ presence in the United States, a number of the Petitioners filed motions for provisional relief and motions for recognition orders in the United States Bankruptcy Court for the District of Minnesota (the “**US Bankruptcy Court**”). At a hearing on October 9, 2020, the US Bankruptcy Court granted a temporary restraining order (the “**TRO**”) that, inter alia:
 - a) recognized these CCAA proceedings as a foreign main proceeding; and
 - b) ordered a temporary stay of proceedings in the United States.

39. Upon the termination of the within CCAA Proceedings, the Petitioners' American counsel will take the necessary steps to terminate the Chapter 15 proceedings.

Liquidation Proceedings in Spain

40. On November 26, 2020, one of the Petitioners' Spanish subsidiaries, DOT Imaging, S.L.U., filed for pre-insolvency proceedings with the Commercial Court of Madrid, and on December 15, 2020, two other subsidiaries, UrtheCast Imaging, S.L.U., and Deimos Imaging, S.L.U. (collectively with DOT Imaging, S.L.U., the "**Spanish Subsidiaries**"), also filed for pre-insolvency proceedings (the "**Spanish Proceedings**") with the same court.
41. As previously reported, the Spanish Proceedings were delayed in part due to a backlog in the Commercial Court of Madrid caused, in part, by the COVID-19 pandemic. The Spanish Proceedings have now been assigned to a judge and accordingly, the Spanish Subsidiaries are now undertaking the necessary steps to obtain the approval of their liquidation plan from the Commercial Court of Madrid.
42. The Spanish Proceedings are independent of the within CCAA proceedings. Accordingly, the Monitor is advised that the termination of the proceedings in Canada should not inadvertently result in a termination of the Spanish Proceedings.

COMPLETION OF THE STALKING HORSE APA TRANSACTION

43. On January 7, 2021, this Honourable Court issued an approval and vesting order in respect of the Stalking Horse APA. Since then, the Petitioners and Stalking Horse Purchasers, in consultation with the Monitor, have worked diligently towards completing the Stalking Horse APA. The completion of the Stalking Horse APA is expected to take place on February 26, 2021.

44. On completion of the Stalking Horse APA, the Petitioners' core restructuring will be substantially complete. The Monitor believes that at this juncture, any remaining issues can be more efficiently settled in a bankruptcy proceeding pursuant to the *Bankruptcy and Insolvency Act* rather than through the within CCAA Proceedings.
45. The Supplement to the Eighth Report will further comment on the completion of the Stalking Horse APA.

PROFESSIONAL FEES AND DISBURSEMENTS

46. The Monitor's fees and disbursements for the period from August 26, 2020 to January 31, 2021 are summarized and attached hereto as **Appendix "A"**. The table below provides a summary of fees, before taxes, for this period:

Ernst & Young Inc. - CCAA						
Invoice No.	Date	Period Covered	Fees	Disbursements	Subtotal	Hours
CA12C500005730	25-Sep-20	Aug 26 - Sep 18	114,980	39	115,019	199
CA12C500005880	26-Oct-20	Sep 19 - Sep 30	62,415	-	62,415	109
CA12C500005994	24-Nov-20	Oct 1 - Oct 31	105,094	6,193	111,287	183
CA12C500006077	15-Dec-20	Nov 1 - Nov 15	28,949	45	28,993	52
CA12C500006110	21-Dec-20	Nov 16 - Nov 30	34,438	-	34,438	63
CA12C500006206	18-Jan-21	Dec 1 - Dec 31	79,679	-	79,679	144
CA12C500006297	10-Feb-21	Jan 1 - Jan 31	81,133	-	81,133	141
Subtotal			\$506,687	\$ 6,276	\$512,963	891

Ernst & Young Inc. - SISP						
Invoice No.	Date	Period Covered	Fees	Disbursements	Subtotal	Hours
CA12C500005995	24-Nov-20	Oct 1 - Oct 31	86,493	-	86,493	213
CA12C500006080	15-Dec-20	Nov 1 - Nov 15	24,199	-	24,199	46
CA12C500006110	21-Dec-20	Nov 16 - Nov 30	16,399	-	16,399	30
Subtotal			\$127,090	\$ -	\$127,090	289

Total			\$633,776	\$ 6,276	\$640,052	1,179
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47. Between August 26, 2020 and January 31, 2021, the Monitor incurred approximately 1,179 hours and billed fees and disbursements of \$640,052 (exclusive of GST). The activities of the Monitor during this period are documented in the Monitor's Reports.

48. The work completed by the Monitor was delegated to the appropriate professionals in the Monitor's organisation based on seniority and hourly rates. The Monitor's fees are consistent with fees charged by similar firms in British Columbia that have the capacity and expertise to undertake a file of comparable size and complexity.
49. The fees and disbursements of the Monitor's counsel, DLA Piper (Canada) LLP (the "**Monitor's Counsel**") from September 1, 2020, to January 31, 2021, are summarized and attached hereto as **Appendix "B"**. The table below provides a summary of fees for this period:

DLA Piper (Canada) LLP					
Invoice No.	Date	Period Covered	Fees	Disbursements	Subtotal
1977845	05-Oct-20	Sep 1 - Sep 30	74,477	21	74,498
1985990	12-Nov-20	Oct 1 - Oct 31	53,321	29,844	83,165
1993011	07-Dec-20	Nov 1 - Nov 30	17,354	67,879	85,233
2000611	11-Jan-21	Dec 1 - Dec 31	42,788	-	42,788
2006219	02-Feb-21	Jan 1 - Jan 31	47,395	54,172	101,567
Total			\$235,334	\$ 151,915	\$387,249

50. Between September 1, 2020 and January 31, 2021, the Monitor's Counsel billed fees and disbursements of approximately \$387,249 (exclusive of taxes). Fees incurred by the Monitor's Counsel's office in France are billed as disbursements by the Monitor's Counsel.
51. The Monitor has reviewed all accounts rendered by the Monitor's Counsel in this period and confirms that all services described in the accounts of the Monitor's Counsel were rendered to the Monitor at the Monitor's request, and the Monitor believes that all charges are fair reasonable and consistent with the market for such legal services in British Columbia.
52. The Monitor requests this Honourable Court approve the fees and disbursements of the Monitor and the Monitor's Counsel.
53. The Monitor and Monitor's Counsel intend on including of their final invoices and their estimated fees to conclusion in a forthcoming supplement to this Eighth Report.

CONCLUSION OF THE CCAA PROCEEDINGS AND DISCHARGE OF THE MONITOR

54. The within CCAA Proceedings commenced on September 4, 2020 and have resulted in, *inter alia*, a restructuring of the Petitioners by way of sale pursuant to two transactions previously defined as the Stalking Horse APA and SAR APA. The restructuring of the Petitioners has allowed for the preservation of enterprise value, continued employment both in British Columbia and in subsidiaries worldwide and provided for the best available recovery to stakeholders.
55. As at the writing of this Eighth Report, the Stalking Horse APA had not completed. The Monitor understands that the Petitioners and the Stalking Horse Purchasers are on schedule to complete the Stalking Horse APA on or about February 26, 2021. If the Stalking Horse APA completes on schedule, the Petitioners will not require any further relief from this Honourable Court.
56. As mentioned above, the Monitor is of the view that any of the Petitioners' remaining issues can be more efficiently settled through bankruptcy proceedings than through the within CCAA proceedings.
57. Accordingly, the Monitor believes that it is appropriate to terminate the within CCAA proceedings on March 3, 2021. The Monitor proposes that this Honourable Court grant orders discharging certain court ordered charges, discharging the Monitor, terminating the within CCAA proceedings and allowing for the bankruptcy of Urthecast Corp. (the "**Termination Orders**"). The Termination Orders are included in the Monitor's Notice of Application filed on February 25, 2021.
58. The Termination Orders are prepared on the assumption that the Stalking Horse APA will complete on February 26, 2021. Accordingly, in the Supplement to the Eighth Report, the Monitor intends on confirming the suitability of such orders.

CONCLUSIONS AND RECOMMENDATIONS

59. For the reasons stated herein, the Monitor respectfully recommends that this Honourable Court grant the relief sought in its notice of application filed February 25, 2021.

All of which is respectfully submitted this 25th day of February, 2021.

ERNST & YOUNG INC.

in its capacity as Monitor
of the UrtheCast Group and
not in its personal or corporate capacity

Per:



Michael Bell, CPA, CA, CIRP, LIT
Senior Vice President



Philippe Mendelson, CPA, CIRP, LIT
Vice President

Appendix A



Ernst & Young Inc.
Vancouver, BC

Invoice

UrtheCast Corp
1055 Canada PI Unit 33
VANCOUVER, BC V6C 0C3
Canada

Invoice No.: CA12C500005730

Please include this number with payment

Invoice Date: September 25, 2020
Due Date: Upon receipt
Client No.: 0011841232
Engagement No.: E-65749965

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

Re: UrtheCast Corp. CCAA

For professional services rendered up to September 18, 2020

	Net	Tax	Rate	Tax Amount	CAD Total
Fee (details attached):	114,980.00	GST	5 %	5,749.00	120,729.00
Expense (details attached):	38.56	GST	5 %	1.93	40.49
	115,018.56			5,750.93	120,769.49
Invoice summary	115,018.56				
Tax : 5% GST				5,750.93	
Total:	115,018.56			5,750.93	120,769.49

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Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.



UrtheCast Corp. CCAA
Billing Details up to September 18, 2020
Invoice #CA12C500005730 dated September 25, 2020

Billing Analysis

Client Reference: E-65749965

Staff Name		Hours	Billing Rate	Amount
Kevin Brennan	Senior Vice President	0.7	\$650	\$455.00
Robert Withers	Senior Vice President	1.5	\$650	\$975.00
Mike Bell	Senior Vice President	80.4	\$650	\$52,260.00
Philippe Mendelson	Senior Manager	116.4	\$525	\$61,110.00
Robert Ferguson	Manager	0.8	\$225	\$180.00
		<u>199.8</u>		<u>\$114,980.00</u>

Add: Expenses (details attached)	<u>38.56</u>
Sub-Total:	<u>\$115,018.56</u>
Add: GST (@ 5%)	<u>5,750.93</u>
TOTAL	<u><u>\$120,769.49</u></u>



UrtheCast Corp. CCAA

Time Details up to September 18, 2020

Invoice #CA12C500005730 dated September 25, 2020

Person	Date	Hours	Description
Kevin Brennan	14-Sep-20	0.7	Issues re: mandate / structure and process
Kevin Brennan		0.7	
Robert Withers	3-Sep-20	1.0	UrtheCast meeting
Robert Withers	15-Sep-20	0.5	Urthecast Re: CCAA process outside of Canada Don Osborne
Robert Withers		1.5	
Mike Bell	26-Aug-20	2.3	Board Meeting; follow-up; review of docs.
Mike Bell	27-Aug-20	3.2	Cash flows; CCAA prep.
Mike Bell	28-Aug-20	3.1	Cash flows; CCAA prep.
Mike Bell	1-Sep-20	3.3	Proposed Monitor's report; planning.
Mike Bell	2-Sep-20	5.2	Review of materials; proposed Monitor's report; planning.
Mike Bell	3-Sep-20	2.1	Finalize Proposed Monitor's report; review of final affidavits; calls with company and counsel; O&A
Mike Bell	4-Sep-20	3.3	Court application; DIP matters; Cross Border matters.
Mike Bell	7-Sep-20	5.2	Notices; calls with mgmt; counsel; cross border matters; cash flows.
Mike Bell	8-Sep-20	5.3	Creditor notices; filing considerations; monitoring; approvals.
Mike Bell	9-Sep-20	6.8	First report; cash flows; SISP considerations; stakeholder calls.
Mike Bell	10-Sep-20	8.3	Review of first report; materials re extension; DIP Matters; approvals.
Mike Bell	11-Sep-20	6.4	Finalize report; approvals; review of expenses; SISP matters; DIP.
Mike Bell	14-Sep-20	5.3	Monitor; stalking horse matters; DIP; matters; Court hearing.
Mike Bell	15-Sep-20	4.2	Monitor; calls with management; approvals; France issues.
Mike Bell	16-Sep-20	5.9	Monitoring; DIP matters; calls with management; cash flows; SISP consideration.
Mike Bell	17-Sep-20	4.3	SISP consideration; calls; France matters; cash flows.
Mike Bell	18-Sep-20	6.2	SISP consideration; calls; France matters; cash flows.
Mike Bell		80.4	
Philippe Mendelson	26-Aug-20	2.6	Doc review. emails with MB and team. draft engagement letter.
Philippe Mendelson	27-Aug-20	1.9	Doc review/prep for meeting. email with MB. Intro call with Urthcast team. Emails with MB.
Philippe Mendelson	28-Aug-20	4.7	Prep filing docs and organize file. review CF and prep for call with Trini and Jason. Call with Urth. Emails with team.
Philippe Mendelson	30-Aug-20	4.1	Review and format CF. Emails to and from Johnny. Download financials and cursory review of same. emails to MB and DG. Begin drafting Proposed Monitor's Report.
Philippe Mendelson	31-Aug-20	9.0	Review and update cashflow. Calls with Urthecast. Calls with MB. Email from counsel to Urthecast. Review draft affidavit. Email to Bennet Jones. Call with Johnny at Urthecast. Review financial statements. Draft report.
Philippe Mendelson	1-Sep-20	7.5	Continue updating report, emails to and from MB, create FAQ, emails with company, call with company, calls from and to David Gruber. Emails to Rob Ferguson re website. emails to and from MB re cash flow and edits to same. email to company. Discussion with MB re draft material.
Philippe Mendelson	2-Sep-20	6.5	Calls and correspondence with Company. Review documents. Internal discussions re report. Edits to report.
Philippe Mendelson	3-Sep-20	4.5	Emails to and from company re; CF and report. finalize and format report. Calls with company counsel. emails from and to company counsel. internal discussions re sale and dip. Prepare advert. prepare notice. request creditor list.
Philippe Mendelson	4-Sep-20	6.2	Prepare for court. attend court. discussions with team. Discussions with counsel. Emails to and from company. File OSB forms. Confirm website. Upload documents. Review creditor list from company. Call with company re foreign proceedings. Arrange advert.
Philippe Mendelson	5-Sep-20	2.9	Call with company and counsel re European protection. Call with Trini re creditor list. Several emails with counsel, MB and company.



UrtheCast Corp. CCAA

Time Details up to September 18, 2020

Invoice #CA12C500005730 dated September 25, 2020

Person	Date	Hours	Description
Philippe Mendelson	6-Sep-20	0.6	Emails with MB, other internal, and company
Philippe Mendelson	7-Sep-20	0.5	Several emails from company, counsel and counsel to company.
Philippe Mendelson	8-Sep-20	8.5	Arrange advert, consolidate and create creditor list for notice. Arrange notice. Several calls with and emails with company, counsel and counsel to company. Additions to creditor list.
Philippe Mendelson	9-Sep-20	9.0	Several emails to and from company, internal and counsel. Several calls with company regarding various matters. Review cashflow and format same. Calls to discuss cash flow. Draft Monitor's first Report. Finalize notice/mail out and publish same on website.
Philippe Mendelson	10-Sep-20	9.5	Continue drafting/editing report. Calls with company re: dip and cash flow. Several emails to and from counsel, company, company counsel and internal. General Monitoring. Receipt and review of draft material from company. review of term sheet and proposed changes. Review of Ario. continued edits to report.
Philippe Mendelson	11-Sep-20	5.5	Edits to report. Calls with counsel. Final review of report. Finalize and execute report. emails to and from company. Calls with company re: various matters. Monitoring calls with European entities.
Philippe Mendelson	13-Sep-20	0.9	Review and respond to various emails.
Philippe Mendelson	14-Sep-20	7.0	Review Deimos AP. Prep for court. Attend Court for ARIO hearing and assist counsel. Debrief court. Update PACE. Draft email re: Microsoft issue. Edit service list. Edits to creditor list and reupload. Review IRS issue. Review upcoming conference. Calls with Naveena at Urthecast. Issues re reportin. Email to MB re EFC and contracts. Email to Cambridge. Call with Management. Email to Deimos controller.
Philippe Mendelson	15-Sep-20	6.5	Emails re monitoring of Deimos and GEosys. Calls and discussions re DIP. Call with counsel re French advice. Circulate SAS creditor list and review of same. Emails from and to company re contractor. emails from prospective purchaser and emails to company re same. emails re SAS aged AP list, review of same and calls with Jeff Bradshaw. Submit Form 2 on OSB portal. Call with management and counsel re French proceeding. Call from Colin Anten re investment. Call with PWC re tax strategy and upcoming returns. call with counsel re France issue. call with Johnny and Trini re creditor ranking analysis. Call with JB. receipt and cursory review of DIP term sheet.
Philippe Mendelson	16-Sep-20	7.0	Several emails to and from company re: various issues. Call with Counsel re France issue and advice. Lengthy call with management re France issue. Review France financials. Email to Christine re pre filing obligations. emails re DLA retainer. Review dip term sheet and comments on same.
Philippe Mendelson	17-Sep-20	6.0	Emails with counsel re DIP. Call with management and counsel re DIP. Emails and calls from Spain and emails to company. Review BJ invoice. review order. emails re sisn dip and etc. Begin drafting report.
Philippe Mendelson	18-Sep-20	5.5	Calls re DIP. Calls re monitoring of foreign entities. Calls with Finance team. Calls with counsel and emails re france. Calls with management. Calls with potential lender. Calls with counsel. Calls and emails with company re Nanowave issue.
Philippe Mendelson		116.4	
Robert Ferguson	17-Sep-20	0.8	Set up website and post documents. Co-ordinate placement of ads.
Robert Ferguson		0.8	
Total		199.8	



UrtheCast Corp. CCAA

Expense Details up to September 18, 2020

Invoice #CA12C500005730 dated September 25, 2020

Person/Vendor	Date	Amount	Description
Recharges - Creative Dsgn Svcs	18-Sep-20	38.56	UrtheCast Mailout
Recharges - Creative Dsgn Svcs		38.56	
TOTAL		\$38.56	



Ernst & Young Inc.
Vancouver, BC

Invoice

UrtheCast Corp
1055 Canada PI Unit 33
VANCOUVER, BC V6C 0C3
Canada

Invoice No.: CA12C500005880

Please include this number with payment

Invoice Date: October 26, 2020
Due Date: Upon receipt
Client No.: 0011841232
Engagement No.: E-65749965

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

Re: UrtheCast Corp. CCAA

For professional services rendered from September 19 to September 30, 2020

	Net	Tax	Rate	Tax Amount	CAD Total
Fee (details attached):	62,415.00	GST	5 %	3,120.75	65,535.75
	62,415.00			3,120.75	65,535.75
Invoice summary	62,415.00				
Tax : 5% GST				3,120.75	
Total:	62,415.00			3,120.75	65,535.75

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.



UrtheCast Corp. CCAA
Billing Details from September 19 to September 30, 2020
Invoice #CA12C500005880 dated October 26, 2020

Billing Analysis

Client Reference: E-65749965

Staff Name		Hours	Billing Rate	Amount
Kevin Brennan	Senior Vice President	1.8	\$650	\$1,170.00
Mike Bell	Senior Vice President	39.3	\$650	\$25,545.00
Philippe Mendelson	Senior Manager	68.0	\$525	\$35,700.00
		<u>109.1</u>		<u>\$62,415.00</u>
Add: GST (@ 5%)				3,120.75
TOTAL				<u>\$65,535.75</u>



UrtheCast Corp. CCAA

Time Details from September 19 to September 30, 2020

Invoice #CA12C500005880 dated October 26, 2020

Person	Date	Hours	Description
Kevin Brennan	23-Sep-20	1.1	Meeting with Mike
Kevin Brennan	29-Sep-20	0.7	Call with Mike
Kevin Brennan		1.8	
Mike Bell	21-Sep-20	5.2	Review edits to DIP term sheet. Calls and emails with counsel and company.
Mike Bell	22-Sep-20	4.1	Review several iterations of DIP term sheet. Several calls and emails re DIP Term sheet.
Mike Bell	23-Sep-20	5.3	Various Calls with mgmt and counsel. Internal Meeting. Correspondence with various parties. Finalize edits to report.
Mike Bell	24-Sep-20	5.3	Review material. Internal calls and emails. Begin SISP prep.
Mike Bell	25-Sep-20	4.4	Calls and emails re SISP. Development of SISP procedures.
Mike Bell	28-Sep-20	5.3	Several calls and emails re SISP and DIP. Internal discussions re Report to court.
Mike Bell	29-Sep-20	5.2	Review SISP material and edits. Calls and emails with company and counsel.
Mike Bell	30-Sep-20	4.5	Several calls and emails with company and counsel. Review and edit report.
Mike Bell		39.3	
Philippe Mendelson	19-Sep-20	1.5	Call with counsel and company. several emails
Philippe Mendelson	20-Sep-20	6.0	Emails to and from company. emails to and from counsel and internal. emails to and from company counsel. call with company counsel. draft report.
Philippe Mendelson	21-Sep-20	9.0	Several calls and emails with various parties. review draft material and changes to draft material. continue drafting report. Monitoring calls. Cashflow review and calls.
Philippe Mendelson	22-Sep-20	8.5	Various calls with company, counsel and internal., review proposed payments, review cashflow, edits to report, emails to and from various parties. review various edits to term sheet.
Philippe Mendelson	23-Sep-20	7.0	Final edits to report. calls re cash flow. format CF. prepare for court. attend at court hearing for DIP. debrief court. internal discussions. Calls with company re equipment and etc. several emails to and from various parties re various matters.
Philippe Mendelson	24-Sep-20	5.5	Review SH offer. email to MB. calls with team. calls with company and legal. review payments. review cashflow and bank accounts. various emails to and from several parties re several matters.
Philippe Mendelson	25-Sep-20	6.5	Monitoring call with Geosys SAS. Monitoring call with UrtheCast finance. Call re cash flows and detailed review of cash receipts and jurisdictions. call with Peter Duggan. several emails to and from various parties re various matters. contemplate sisp and discuss same as it relates to OptiSar.
Philippe Mendelson	26-Sep-20	0.6	Update website docs. emails to and from company counsel. email to company.
Philippe Mendelson	27-Sep-20	0.4	Emails from various parties.
Philippe Mendelson	28-Sep-20	7.5	Calls with company re monitoring and cash flow. Call with company and development of SISP. begin drafting report. several emails to and from various parties..
Philippe Mendelson	29-Sep-20	8.5	Monitoring calls, cash flows review and calls with company. several emails and calls to and from various parties. Draft report and review SISP.
Philippe Mendelson	30-Sep-20	7.0	Monitoring calls. review cash flow with company and format same. variance analysis. several calls and emails with various parties, edits to report.
Philippe Mendelson		68.0	
Total		109.1	



Ernst & Young Inc.
Vancouver, BC

Invoice

UrtheCast Corp
1055 Canada PI Unit 33
VANCOUVER, BC V6C 0C3
Canada

Invoice No.: CA12C500005994

Please include this number with payment

Invoice Date: November 24, 2020
Due Date: Upon receipt
Client No.: 0011841232
Engagement No.: E-65749965

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

Re: UrtheCast Corp. - CCAA

For professional services rendered from October 1, 2020 to October 31, 2020

	Net	Tax	Rate	Tax Amount	CAD Total
Fee (details attached):	105,094.00	GST	5 %	5,254.70	110,348.70
Expense (details attached):	6,193.15	GST	5 %	309.66	6,502.81
	111,287.15			5,564.36	116,851.51
Invoice summary	111,287.15				
Tax : 5% GST				5,564.36	
Total:	111,287.15			5,564.36	116,851.51

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.



UrtheCast Corp. - CCAA
Billing Details from October 1 to October 31, 2020
Invoice #CA12C500005994 dated November 24, 2020

Billing Analysis

Client Reference: E-65749965

Staff Name		Hours	Billing Rate	Amount
Kevin Brennan	Senior Vice President	3.0	\$650	\$1,950.00
Mike Bell	Senior Vice President	71.0	\$650	\$46,150.00
Philippe Mendelson	Senior Manager	108.3	\$525	\$56,857.50
Marcos Souza	Paraprofessional	0.7	\$195	\$136.50
		<u>183.0</u>		<u>\$105,094.00</u>
Add: Expense (details attached):				6,193.15
				<u>111,287.15</u>
Add: GST (@ 5%)				5,564.36
TOTAL				<u>\$ 116,851.51</u>



UrtheCast Corp. - CCAA

Time Details from October 1 to October 31, 2020

Invoice #CA12C500005994 dated November 24, 2020

Person	Date	Hours	Description
Kevin Brennan	1-Oct-20	0.7	Meeting with Mike re issues
Kevin Brennan	5-Oct-20	0.8	Call with Mike B / issue with Jason
Kevin Brennan	18-Oct-20	0.4	Issues with MB
Kevin Brennan	21-Oct-20	0.4	Call with Joe
Kevin Brennan	23-Oct-20	0.3	Call with MB
Kevin Brennan	28-Oct-20	0.4	Follow up with Mike re issues
Kevin Brennan		3.0	
Mike Bell	1-Oct-20	5.3	Several calls and emails with several parties. Review proposed SISP. Review and edit report and comments on same. Call with KB.
Mike Bell	2-Oct-20	2.3	Several calls and emails with several parties. Review Court material and prepare for same.
Mike Bell	5-Oct-20	3.0	Calls re SISP and other. Internal team discussions re: sale procedures, marketing and other. Call with KB.
Mike Bell	6-Oct-20	3.0	Calls and correspondence with several parties. Review proposed SISP.
Mike Bell	7-Oct-20	3.0	Calls and correspondence with several parties. Review proposed SISP. Report.
Mike Bell	8-Oct-20	3.0	Review Report and edits to Phil. Correspondence with several parties.
Mike Bell	9-Oct-20	2.5	Calls with counsels and company re SISP and other matters.
Mike Bell	12-Oct-20	5.3	Correspondence with several parties, report matters, SISP matters.
Mike Bell	13-Oct-20	3.8	Review report, correspondence with various parties.
Mike Bell	14-Oct-20	5.2	Final cut of report. Calls with various company and counsels.
Mike Bell	15-Oct-20	3.3	Execute report. Calls re: larification of break fee, review sisp and other matters.
Mike Bell	16-Oct-20	4.2	Prepare for Court. Attend Court. Several correspondence with various parties.
Mike Bell	19-Oct-20	2.3	Call with KB (18) correspondence with several parties, internal discussions re next steps and plans.
Mike Bell	20-Oct-20	2.3	Review SISP materials and calls with several parties re sale and other matters.
Mike Bell	21-Oct-20	3.2	Calls and other correspondence with several parties. Strategy call with KB.
Mike Bell	22-Oct-20	3.3	Contract issues with. Material review. External correspondence.
Mike Bell	23-Oct-20	1.4	Call with Kevin. SISP review.
Mike Bell	26-Oct-20	3.3	SISP matters and calls.
Mike Bell	27-Oct-20	4.2	New owner logistics call. SISP matters and calls. Several emails.
Mike Bell	28-Oct-20	1.8	Call with Kevin an correspondence with external parties.
Mike Bell	29-Oct-20	3.1	French matters call. HR call re transfer of employees. Other communication.
Mike Bell	30-Oct-20	2.2	Calls re french matters
Mike Bell		71.0	
Philippe Mendelson	1-Oct-20	5.0	Emails to and from company. review SISP. edits to report. review Geosys SAS decision (French). Redact report re SISP. Circulate report. Internal SISP discussions. calls with counsel.
Philippe Mendelson	2-Oct-20	5.5	Monitoring calls (Geosys entities and Urthecast) review SH. call with company. prepare for court. review material. attend at court. email to team and counsel.
Philippe Mendelson	3-Oct-20	0.9	Emails from company and counsel. Conference Call re SISP and etc.
Philippe Mendelson	4-Oct-20	0.8	Emails and changes to doc/review.
Philippe Mendelson	5-Oct-20	6.5	Conference call re SISP, Call with Cambridge, update website, call with purchaser calls with company. emails with company, email re spain. Discussion and emails with M&A team. Review SISP and other docs. .



UrtheCast Corp. - CCAA

Time Details from October 1 to October 31, 2020

Invoice #CA12C500005994 dated November 24, 2020

Person	Date	Hours	Description
Philippe Mendelson	6-Oct-20	9.0	Update calls on various matters/issues. cash flow review and call. review SISP. Several emails to and from various parties. Draft and edit Report;.
Philippe Mendelson	7-Oct-20	7.5	Disclaimer call, Monitoring calls, update calls. Sisp call. several emails to and from various parties. Edit and update report.
Philippe Mendelson	8-Oct-20	6.0	Monitoring calls. cash flow call and review. draft report to MB for review. Several emails to and from various parties re: various matters.
Philippe Mendelson	9-Oct-20	6.0	Monitoring calls, call with Microsoft (attempt) call with potential purchaser. call with HR. review payments and payroll. meeting with finance team. Call re SISP and etc.
Philippe Mendelson	10-Oct-20	0.4	Emails to and from company and counsel to company
Philippe Mendelson	11-Oct-20	0.2	Emails to and from counsel and company
Philippe Mendelson	12-Oct-20	2.4	Conference call re french matter. calls with company. emails to and from company re various matters.
Philippe Mendelson	13-Oct-20	7.0	Several calls with company and counsels re various matters. Several correspondence with various parties re various matters. Draft report.
Philippe Mendelson	14-Oct-20	6.5	Monitoring calls. calls with corp finance team and others internal calls. Calls with counsel. cash flow. finalize and edit report.
Philippe Mendelson	15-Oct-20	6.5	Finalize and execute report. calls re break fee. calls re RJ proceedings. calls re court. review material served. prep for court.
Philippe Mendelson	16-Oct-20	7.0	Several calls and emails before court. Prep for court. attendance at court.
Philippe Mendelson	19-Oct-20	6.1	Call re contracts and next steps. Prep for court and attendance at same. Several calls and emails to and from counsel and company. edit precedent and send to CB for review.
Philippe Mendelson	20-Oct-20	5.4	Monitoring calls. SISP calls. correspondence with EY SPain.
Philippe Mendelson	21-Oct-20	4.2	Call re Spain. Legal review f CIM. Several calls and emails with various parties. review and approve patent renewal.
Philippe Mendelson	22-Oct-20	3.5	CF review. KACST call and review of contract. several emails to and from various parties. Review RBC cards and call with RBC.
Philippe Mendelson	23-Oct-20	1.0	Monitoring calls. CF calls. Correspondence with various parties re SISP and other matters.
Philippe Mendelson	24-Oct-20	0.1	Emails from company and team
Philippe Mendelson	25-Oct-20	0.1	Emails from company and team
Philippe Mendelson	26-Oct-20	1.9	Monitoring calls. Call re KACST. SISP. Various correspondence both internal and external re various matters.
Philippe Mendelson	27-Oct-20	2.5	Call re ownership transfer. Call re KACST. SISP calls. Review payroll. Various correspondence both internal and external re various matters.
Philippe Mendelson	28-Oct-20	4.0	SAS Call. Various correspondence both internal and external re various matters.
Philippe Mendelson	29-Oct-20	1.5	RJ Call. Correspondence with Christine re employment matters. Spain CF review. Various correspondence both internal and external re various matters.
Philippe Mendelson	30-Oct-20	0.8	Monitoring calls. SAS pre-call and calls. Call with JB re: APA. Assist Trini with letter. Review CC statements. Review Bank. Various correspondence both internal and external re various matters.
Philippe Mendelson		108.3	
Marcos Souza	15-Oct-20	0.7	Processing wire transfer request - payment of invoice.
Marcos Souza		0.7	
Total		183.0	



UrtheCast Corp. - CCAA

Expense Details from October 1 to October 31, 2020

Invoice #CA12C500005994 dated November 24, 2020

Person/Vendor	Date	Amount	Description
Cossette Media Inc	2-Oct-20	6,193.15	Advertising
Cossette Media Inc		6,193.15	
TOTAL		\$ 6,193.15	



Ernst & Young Inc.
Vancouver, BC

Invoice

UrtheCast Corp
1055 Canada PI Unit 33
VANCOUVER, BC V6C 0C3
Canada

Invoice No.: CA12C500005995

Please include this number with payment

Invoice Date: November 24, 2020
Due Date: Upon receipt
Client No.: 0011841232
Engagement No.: E-65749965

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

Re: UrtheCast Corp. - SISP

For professional services rendered from October 1, 2020 to October 31, 2020

	Net	Tax	Rate	Tax Amount	CAD Total
Fee (details attached):	86,492.50	GST	5 %	4,324.63	90,817.13
	86,492.50			4,324.63	90,817.13
Invoice summary	86,492.50				
Tax : 5% GST				4,324.63	
Total:	86,492.50			4,324.63	90,817.13

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.



UrtheCast Corp. - SISP
Billing Details from October 1 to October 31, 2020
Invoice #CA12C500005995 dated November 24, 2020

Billing Analysis

Client Reference: E-65749965

Staff Name		Hours	Billing Rate	Amount
Kevin Brennan	Senior Vice President	0.5	\$650	\$325.00
Robert Withers	Senior Vice President	21.4	\$650	\$13,910.00
Mike Bell	Senior Vice President	6.5	\$650	\$4,225.00
Philippe Mendelson	Senior Manager	27.6	\$525	\$14,490.00
Samuel Watson	Manager	64.9	\$395	\$25,635.50
Blake Hermann	Staff Accountant	94.6	\$295	\$27,907.00
		<u>215.5</u>		<u>\$86,492.50</u>
Add: GST (@ 5%)				4,324.63
TOTAL				<u><u>\$90,817.13</u></u>



UrtheCast Corp. - SISP

Time Details from October 1 to October 31, 2020

Invoice #CA12C500005995 dated November 24, 2020

Person	Date	Hours	Description
Kevin Brennan	13-Oct-20	0.5	Call with MB re: transaction
Kevin Brennan		0.5	
Robert Withers	1-Oct-20	0.5	Urthecast SISP discussion with Mike and Philippe
Robert Withers	8-Oct-20	1.0	Urthecast - CIM prep
Robert Withers	9-Oct-20	0.5	Urthecast - teaser review
Robert Withers	9-Oct-20	0.5	Meeting re Team Update
Robert Withers	13-Oct-20	0.5	Urthecast - update call
Robert Withers	14-Oct-20	0.5	Urthecast - process review/draft CIM
Robert Withers	14-Oct-20	1.0	Urthecast - teaser/CIM review
Robert Withers	15-Oct-20	1.0	Urthecast Teaser and CIM
Robert Withers	16-Oct-20	1.5	Urthecast - CIM/teaser mailout items
Robert Withers	16-Oct-20	1.0	Urthecast buyers/teaser/CIM
Robert Withers	18-Oct-20	1.0	Urthecast CIM Walk Through
Robert Withers	19-Oct-20	0.5	UrtheCast meeting re next steps
Robert Withers	19-Oct-20	1.0	Urthecast - CIM/Buyers/follow up
Robert Withers	19-Oct-20	1.5	Urthecast - CIM review
Robert Withers	20-Oct-20	0.5	SAR-XL Interested Parties Sale
Robert Withers	21-Oct-20	1.5	Urthecast - CIM marketing/questions/etc
Robert Withers	22-Oct-20	1.0	Urthecast - CIM communications
Robert Withers	23-Oct-20	0.5	UrtheCast E-Mail to Existing Data Room Parties
Robert Withers	26-Oct-20	0.3	Urthecast - pre Farmers call plan with Blake and Sam
Robert Withers	26-Oct-20	0.5	Farmers Edge / EY - UrtheCast
Robert Withers	26-Oct-20	1.0	Meeting re Urthecast KACST contract
Robert Withers	27-Oct-20	1.0	Urthecast call prep + email responses
Robert Withers	27-Oct-20	0.8	Meeting re KACST contract
Robert Withers	27-Oct-20	0.3	Urthecast/Planet Labs
Robert Withers	28-Oct-20	0.5	Space X / UrtheCast - NDA
Robert Withers	28-Oct-20	0.5	Meeting re UrtheCast Call Program
Robert Withers	30-Oct-20	1.0	Urthecast meeting re Marketing
Robert Withers		21.4	
Mike Bell	1-Oct-20	0.5	Sale discussion with team.
Mike Bell	9-Oct-20	0.5	Sale discussion with team.
Mike Bell	13-Oct-20	0.5	Sale update call
Mike Bell	20-Oct-20	2.0	Review CIM and other Sale material
Mike Bell	21-Oct-20	2.0	Sale update and strategy review.
Mike Bell	23-Oct-20	1.0	Internal meeting re sale
Mike Bell		6.5	
Philippe Mendelson	1-Oct-20	0.5	Sale discussion with Corp Finance team.
Philippe Mendelson	9-Oct-20	0.5	Sale discussion with Corp Finance team.
Philippe Mendelson	13-Oct-20	1.5	Correspondence direction and assistance to Corp Finance team on sale
Philippe Mendelson	14-Oct-20	1.5	Correspondence direction and assistance to Corp Finance team on sale



UrtheCast Corp. - SISP

Time Details from October 1 to October 31, 2020

Invoice #CA12C500005995 dated November 24, 2020

Person	Date	Hours	Description
Philippe Mendelson	16-Oct-20	1.0	Several calls and emails re corporate finance team and preparation of teaser letter.
Philippe Mendelson	20-Oct-20	2.5	Review and finalize CIM. Call with investor. Email to Cambridge. Enquiry re ISS Specs.
Philippe Mendelson	22-Oct-20	1.8	CIM calls. DD calls.
Philippe Mendelson	23-Oct-20	2.4	Sale matters and discussions
Philippe Mendelson	26-Oct-20	3.0	Calls with potential purchaser. Calls with corp finance team.
Philippe Mendelson	27-Oct-20	2.6	Calls with potential purchasers.
Philippe Mendelson	28-Oct-20	1.8	Calls with team re SISP. Calls with potential purchasers. Reminder calls to those who have not made contact.
Philippe Mendelson	29-Oct-20	4.7	Call with purchasers that have not made contact.
Philippe Mendelson	30-Oct-20	3.8	Call with JB re: APA. SISP calls.
Philippe Mendelson		27.6	
Samuel Watson	1-Oct-20	1.0	Review of monitors report for background information.
Samuel Watson	2-Oct-20	2.0	Review of SISP document and reading of background information in dataroom.
Samuel Watson	5-Oct-20	2.5	Kick off meeting with Rob Wither, Blake and Phil re: building of CIM
Samuel Watson	6-Oct-20	6.0	Build out of CIM for SISP process
Samuel Watson	7-Oct-20	4.0	Build out of CIM for SISP process
Samuel Watson	7-Oct-20	0.5	Update call re: Canadian Space Agency contract - Phil, Peter from UrtheCast
Samuel Watson	8-Oct-20	4.5	Build and review of Teaser document for SISP process
Samuel Watson	9-Oct-20	3.0	Building out buyers list for SISP
Samuel Watson	9-Oct-20	0.5	Update on SISP process. Rob, Phil, Blake
Samuel Watson	13-Oct-20	4.5	search for contact information for buyers list
Samuel Watson	13-Oct-20	1.0	Review of teaser comments sent by Phil
Samuel Watson	13-Oct-20	0.7	Review of CIM with comments for Blake
Samuel Watson	14-Oct-20	4.5	Update to CIM for IP, draft SISP process documents and intro to deck
Samuel Watson	15-Oct-20	2.5	Update to Teaser for changes proposed by from Don. Additional names added to buyers list.
Samuel Watson	15-Oct-20	0.7	Update call with management. Don, Peter, Sai and EY
Samuel Watson	16-Oct-20	1.0	Update call with team. Phil, Blake, Rob
Samuel Watson	16-Oct-20	1.5	Review comments from management and updates to Teaser
Samuel Watson	16-Oct-20	0.8	Draft of e-mail to be sent out with Teaser
Samuel Watson	16-Oct-20	3.5	Obtain SunTrust buyers list and merge with EY buyers list.
Samuel Watson	18-Oct-20	0.6	Call with UrtheCast team re: CIM
Samuel Watson	18-Oct-20	0.4	Update call with EY team Phil and Blake for next steps
Samuel Watson	19-Oct-20	0.5	Update call with Rob, Phil and Blake
Samuel Watson	19-Oct-20	2.0	Additional names added to buyers list.
Samuel Watson	19-Oct-20	2.0	Update and review of CIM for UrtheCast comments
Samuel Watson	19-Oct-20	0.5	contact previous parties interested in SAR assets
Samuel Watson	19-Oct-20	0.5	Update calls internal team: re edits
Samuel Watson	20-Oct-20	5.5	Additional edits to CIM
Samuel Watson	20-Oct-20	0.5	Call with management regarding existing SAR buyers
Samuel Watson	20-Oct-20	0.5	Update calls internal team: re edits
Samuel Watson	22-Oct-20	3.0	follow-up calls and edits to deck with management and Phil and Blake
Samuel Watson	22-Oct-20	0.5	Update calls internal team: re edits
Samuel Watson	23-Oct-20	0.2	Management call re: e-mail to existing data room people
Samuel Watson	28-Oct-20	3.0	Calling potential purchasers if they have not responded by e-mail



UrtheCast Corp. - SISP

Time Details from October 1 to October 31, 2020

Invoice #CA12C500005995 dated November 24, 2020

Person	Date	Hours	Description
Samuel Watson	30-Oct-20	0.5	Updates to call list
Samuel Watson		64.9	
Blake Hermann	1-Oct-20	2.0	Reviewing client information and researching company/industry
Blake Hermann	2-Oct-20	2.5	Reviewing client information and researching company/industry
Blake Hermann	5-Oct-20	1.0	Researching buyers for UrtheCast
Blake Hermann	6-Oct-20	6.1	Building CIM, Call with Sam
Blake Hermann	7-Oct-20	5.3	CIM preparation, Call with Peter Duggan to discuss Opti SAR
Blake Hermann	8-Oct-20	6.9	Teaser and CIM preparation
Blake Hermann	9-Oct-20	6.6	CIM preparation, Update call with Restructuring and M&A teams
Blake Hermann	13-Oct-20	5.5	Building out buyers list, CIM preparation
Blake Hermann	14-Oct-20	5.2	Teaser and CIM preparation, Building out buyers list
Blake Hermann	15-Oct-20	6.2	CIM preparation, teaser preparation, call with client and monitor to discuss teaser/process
Blake Hermann	16-Oct-20	7.2	Adding new names to buyer list, constructing buyer list, emailing teaser to buyers, calls with team
Blake Hermann	18-Oct-20	3.7	Contact buyers, call with client to discuss CIM edits, CIM adjustments
Blake Hermann	19-Oct-20	7.2	Making changes to CIM, contact with buyers, building out buyers list
Blake Hermann	20-Oct-20	6.7	Making adjustments to CIM, contact with buyers, purchaser tracking sheet
Blake Hermann	21-Oct-20	5.5	CIM changes, contact with buyers, building out buyers list / finding buyer contact info
Blake Hermann	22-Oct-20	2.4	Finalize CIM, contact with buyers
Blake Hermann	23-Oct-20	1.7	Contact with buyers
Blake Hermann	24-Oct-20	0.4	Contact with buyers, looking up contact info for new parties
Blake Hermann	26-Oct-20	3.7	Call with MDA, Call with Farmers Edge, contact with other purchasers
Blake Hermann	27-Oct-20	2.4	Contact with purchasers, back and fourth with clients and UrtheCast regarding NDA's
Blake Hermann	28-Oct-20	0.4	Contact with purchasers
Blake Hermann	29-Oct-20	4.6	Call all purchasers who have not yet replied to follow up
Blake Hermann	30-Oct-20	1.0	Calls with purchasers
Blake Hermann	31-Oct-20	0.4	Communication with purchasers
Blake Hermann		94.6	
Total		215.5	



Ernst & Young Inc.
Vancouver, BC

Invoice

UrtheCast Corp
1055 Canada PI Unit 33
VANCOUVER, BC V6C 0C3
Canada

Invoice No.: CA12C500006077

Please include this number with payment

Invoice Date: December 15, 2020
Due Date: Upon receipt
Client No.: 0011841232
Engagement No.: E-65749965

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

Re: UrtheCast Corp. - CCAA

For professional services rendered from November 1, 2020 to November 15, 2020

	Net	Tax	Rate	Tax Amount	CAD Total
Fee (details attached):	28,948.50	GST	5 %	1,447.43	30,395.93
Expense (details attached):	44.62	GST	5 %	2.23	46.85
	28,993.12			1,449.66	30,442.78
Invoice summary	28,993.12				
Tax : 5% GST				1,449.66	
Total:	28,993.12			1,449.66	30,442.78

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.



UrtheCast Corp. - CCAA
Billing Details from November 1 to November 15, 2020
Invoice #CA12C500006077 dated December 15, 2020

Billing Analysis

Client Reference: E-65749965

Staff Name		Hours	Billing Rate	Amount
Mike Bell	Senior Vice President	15.3	\$650	\$9,945.00
Philippe Mendelson	Senior Manager	35.9	\$525	\$18,847.50
Marcos Souza	Paraprofessional	0.8	\$195	\$156.00
		<u>52.0</u>		<u>\$28,948.50</u>
Add: Expense (details attached):				44.62
				<u>28,993.12</u>
Add: GST (@ 5%)				1,449.66
TOTAL				<u>\$ 30,442.78</u>



UrtheCast Corp. - CCAA

Time Details from November 1 to November 15, 2020

Invoice #CA12C500006077 dated December 15, 2020

Person	Date	Hours	Description
Mike Bell	2-Nov-20	2.1	Calls with lawyers. Emails and calls with various parties.
Mike Bell	3-Nov-20	1.6	Emails to and from several stakeholders. Calls.
Mike Bell	4-Nov-20	2.2	France issues and matters. Communication with stakeholders.
Mike Bell	5-Nov-20	0.7	DIP matters. Hale appeal letter.
Mike Bell	6-Nov-20	0.6	Calls and emails with stakeholders.
Mike Bell	9-Nov-20	0.7	Calls and emails with stakeholders.
Mike Bell	10-Nov-20	2.0	Call with counsel. Emails to and from several stakeholders.
Mike Bell	11-Nov-20	2.2	Call with company to discuss Malta and other matters. Calls and emails with stakeholders.
Mike Bell	12-Nov-20	0.9	Calls and emails with stakeholders.
Mike Bell	13-Nov-20	2.3	Communication with stakeholders. Communication with Counsel. Discuss Hale appeal.
Mike Bell		15.3	
Philippe Mendelson	2-Nov-20	3.3	Monitoring calls with Geosys. Calls with counsel. update email. Several emails and calls both internal and external.
Philippe Mendelson	3-Nov-20	2.2	Monitoring calls (deimos). DIP schedule review. Various calls and emails with parties.
Philippe Mendelson	4-Nov-20	3.0	Follow up call with France. Email to Caroline re CCAA process. Calls with counsel. France matters. Malta matters. Correspondence with various parties.
Philippe Mendelson	5-Nov-20	4.1	Calls with Dave and others. Email and discussion re Microsoft. Monitoring re bank statements from Geosys. Malta reply. other correspondence.
Philippe Mendelson	6-Nov-20	3.2	Calls with DG. Calls with purchasers. DIP confirmation. Discussions with MB. Begin drafting report.
Philippe Mendelson	7-Nov-20	0.3	Emails to and from Company and others.
Philippe Mendelson	8-Nov-20	0.8	Emails with company, counsels and others, SISP call.
Philippe Mendelson	9-Nov-20	3.0	Review AZ lawyer issue, discussions with MB, emails to and from various parties.
Philippe Mendelson	10-Nov-20	4.5	Catchup calls. calls with counsel and others. Calls with Jesse and Peter re Sar sale logistics.
Philippe Mendelson	11-Nov-20	3.2	Cal with Claire in Malta. Discussions with company and response to Claire.
Philippe Mendelson	12-Nov-20	4.8	Monitoring calls, discussions with counsel, call and game plan re contract. several emails to and from various parties. Review cash flows. Report.
Philippe Mendelson	13-Nov-20	3.5	Monitoring calls (geosys + UC corp.). Review CF and cash balances. Calls and emails.
Philippe Mendelson		35.9	
Marcos Souza	12-Nov-20	0.8	Processing wire transfer payment. filing.
Marcos Souza		0.8	
Total		52.0	



UrtheCast Corp. - CCAA

Expense Details from November 1 to November 15, 2020

Invoice #CA12C500006077 dated December 15, 2020

Person/Vendor	Date	Amount	Description
Long distance call expense	5-Nov-20	44.62	A long distance call to Spain on the UrtheCast Corpfile.
Long distance call expense total		44.62	
TOTAL		\$ 44.62	



Ernst & Young Inc.
Vancouver, BC

Invoice

UrtheCast Corp
1055 Canada PI Unit 33
VANCOUVER, BC V6C 0C3
Canada

Invoice No.: CA12C500006080

Please include this number with payment

Invoice Date: December 15, 2020
Due Date: Upon receipt
Client No.: 0011841232
Engagement No.: E-65749965

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

Re: UrtheCast Corp. - SISP

For professional services rendered from November 1, 2020 to November 15, 2020

	Net	Tax	Rate	Tax Amount	CAD Total
Fee (details attached):	24,198.50	GST	5 %	1,209.93	25,408.43
	24,198.50			1,209.93	25,408.43
Invoice summary	24,198.50				
Tax : 5% GST				1,209.93	
Total:	24,198.50			1,209.93	25,408.43

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.



UrtheCast Corp. - SISP
Billing Details from November 1 to November 15, 2020
Invoice # CA12C500006080 dated December 15, 2020

Billing Analysis

Client Reference: E-65749965

Staff Name		Hours	Billing Rate	Amount
Robert Withers	Senior Vice President	3.0	\$650	\$1,950.00
Mike Bell	Senior Vice President	9.6	\$650	\$6,240.00
Philippe Mendelson	Senior Manager	22.9	\$525	\$12,022.50
Samuel Watson	Manager	8.0	\$395	\$3,160.00
Blake Hermann	Staff Accountant	2.8	\$295	\$826.00
		<u>46.3</u>		<u>\$24,198.50</u>
Add: GST (@ 5%)				1,209.93
TOTAL				<u>\$25,408.43</u>



UrtheCast Corp. - SISP

Time Details from November 1 to November 15, 2020

Invoice # CA12C500006080 dated December 15, 2020

Person	Date	Hours	Description
Robert Withers	3-Nov-20	0.5	UrtheCast - Reminder E-Mail and Call Program
Robert Withers	4-Nov-20	1.0	Urthecast re buyers list
Robert Withers	6-Nov-20	0.5	UrtheCast re LOI
Robert Withers	10-Nov-20	1.0	Urthecast discussion
Robert Withers		3.0	
Mike Bell	3-Nov-20	1.5	Call with sale team. Internal discussions re Sale and parties.
Mike Bell	5-Nov-20	1.2	Internal discussion with PM re potential auction and biddign process in same.
Mike Bell	6-Nov-20	2.6	Review LOI's and offers. Internal discussions re offers and game plan.
Mike Bell	9-Nov-20	1.4	Edit to draft letters.
Mike Bell	10-Nov-20	1.1	Final review of letters to SISP participants
Mike Bell	13-Nov-20	1.8	SAR sale matters and auction discussions.
Mike Bell		9.6	
Philippe Mendelson	2-Nov-20	2.5	Review APA and comment on same. Calls with company reviewing APA. update email.
Philippe Mendelson	3-Nov-20	3.0	Call with Corp finance team. draft reminder email to NDA parties. Create spreadsheet tracking NDA and correspondence. Calls with various potential purchasers.
Philippe Mendelson	4-Nov-20	2.5	Process calls with various purchasers. Follow up calls.
Philippe Mendelson	5-Nov-20	2.0	SISP review. Bid process letter review.
Philippe Mendelson	6-Nov-20	3.0	Calls with purchasers. Review LOIs. Call with BJ. create LOI summary spreadsheet.
Philippe Mendelson	9-Nov-20	2.5	Review LOI, draft letters to all those that submit LOI, phone calls with various parties.
Philippe Mendelson	10-Nov-20	1.0	Finalize and issue letters. sisp calls.
Philippe Mendelson	12-Nov-20	2.0	Emails and call re sisp, sale call, review APA.
Philippe Mendelson	13-Nov-20	3.0	SAR sale matters and calls. Lenghty cal with purchaser. Coordinate communication strategy.
Philippe Mendelson	14-Nov-20	1.4	Emails and calls re SAR sale.
Philippe Mendelson		22.9	
Samuel Watson	2-Nov-20	3.5	Call remaining parties on prospective buyers list who have not responded.
Samuel Watson	3-Nov-20	3.5	Call remaining parties on prospective buyers list who have not responded.
Samuel Watson	4-Nov-20	0.5	Update to tracker and buyers list
Samuel Watson	5-Nov-20	0.5	Update to tracker and buyers list
Samuel Watson		8.0	
Blake Hermann	2-Nov-20	0.7	Communications with purchasers, status update
Blake Hermann	3-Nov-20	0.7	Team call and communication with purchasers
Blake Hermann	6-Nov-20	0.5	Updating target tracker with LOI deadline updates
Blake Hermann	9-Nov-20	0.9	Prepare milestone tracking report for monitor/courts
Blake Hermann		2.8	
Total		46.3	



Ernst & Young Inc.
Vancouver, BC

Invoice

UrtheCast Corp
1055 Canada PI Unit 33
VANCOUVER, BC V6C 0C3
Canada

Invoice No.: CA12C500006110

Please include this number with payment

Invoice Date: December 21, 2020
Due Date: Upon receipt
Client No.: 0011841232
Engagement No.: E-65749965

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

Re: UrtheCast Corp. - CCAA

For professional services rendered from November 16, 2020 to November 30, 2020

	Net	Tax	Rate	Tax Amount	CAD Total
Fee (details attached):	34,437.50	GST	5 %	1,721.88	36,159.38
	34,437.50			1,721.88	36,159.38
Invoice summary	34,437.50				
Tax : 5% GST				1,721.88	
Total:	34,437.50			1,721.88	36,159.38

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.



UrtheCast Corp. - CCAA
Billing Details from November 16 to November 30, 2020
Invoice #CA12C500006110 dated December 21, 2020

Billing Analysis

Client Reference: E-65749965

Staff Name		Hours	Billing Rate	Amount
Mike Bell	Senior Vice President	13.0	\$650	\$8,450.00
Philippe Mendelson	Senior Manager	49.5	\$525	\$25,987.50
		<u>62.5</u>		<u>\$34,437.50</u>
Add: GST (@ 5%)				1,721.88
TOTAL				<u><u>\$36,159.38</u></u>



UrtheCast Corp. - CCAA

Time Details from November 16 to November 30, 2020

Invoice #CA12C500006110 dated December 21, 2020

Person	Date	Hours	Description
Mike Bell	16-Nov-20	1.3	Communication with stakeholders
Mike Bell	17-Nov-20	1.6	Internal discussions and communication with stakeholders
Mike Bell	18-Nov-20	1.3	Cash flow and internal discussions.
Mike Bell	19-Nov-20	1.1	Calls with counsel and other communication.
Mike Bell	20-Nov-20	0.6	Internal discussions.
Mike Bell	23-Nov-20	1.0	All hands call. Emails to and from stakeholders
Mike Bell	24-Nov-20	2.3	Cash flow matters. Hale matters. Communication with stakeholders.
Mike Bell	25-Nov-20	2.1	Cash flow matters. Hale matters. Communication with stakeholders.
Mike Bell	26-Nov-20	0.9	Hale Matters and communication re same
Mike Bell	27-Nov-20	0.8	Hale Matters
Mike Bell		13.0	
Philippe Mendelson	16-Nov-20	2.0	Monitoring calls. Communication with various other parties.
Philippe Mendelson	17-Nov-20	3.7	Payment review at UC. Communication with counsel to company, company and various other parties.
Philippe Mendelson	18-Nov-20	1.5	Cash flow forecast review and update. several calls and emails with company and counsel.
Philippe Mendelson	19-Nov-20	3.0	Cash flow calls and review of same. Monitoring calls. Calls with company re various matters. calls with company counsel re APA issues.
Philippe Mendelson	20-Nov-20	2.6	Monitoring Geosys. Monitoring Deimos. Cash flow review. Banking issue with RBC. Various emails from company and company's counsel.
Philippe Mendelson	21-Nov-20	0.8	Call with France and emails.
Philippe Mendelson	22-Nov-20	0.4	Emails to and from Monitors counsel and team.
Philippe Mendelson	23-Nov-20	1.9	Call re Spain. Call with company and counsels. Several emails to and from various parties.
Philippe Mendelson	24-Nov-20	5.7	Spain CF/monitoring call. Call with peter re Spain. call with Peter re logistics. Call with company re Malta issue. Respond to Alter Domus. several calls with various parties. Drafting report.
Philippe Mendelson	25-Nov-20	7.5	Antarctica call. Cash flow calls. Microsoft issue. Calls with counsel. Draft letter responding. Calls with team and counsel. Cash flows. Report Drafting. Several emails to and from company re various matters.
Philippe Mendelson	26-Nov-20	7.0	Calls re DIP. Calls re cashflows. Monitoring calls. Create cashflow scenarios. calls re: scenarios. Edit and amend CF. emails to and from company. Emails to counsel and team.
Philippe Mendelson	27-Nov-20	4.2	Call with company re SAR sale. Several emails to and from company re: various matters. Drafting new sections of report.
Philippe Mendelson	28-Nov-20	0.8	Emails. Call with purchaser and company counsel
Philippe Mendelson	29-Nov-20	1.9	Calls with Sai. Emails to and from Sai re: LOL and sale.
Philippe Mendelson	30-Nov-20	6.5	Monitoring Calls. France calls. Disclaimer call and draft. Cash flow. Calls with trini re cash flow. Monitor call prep re LOL
Philippe Mendelson		49.5	
Total		62.5	



Ernst & Young Inc.
Vancouver, BC

Invoice

UrtheCast Corp
1055 Canada PI Unit 33
VANCOUVER, BC V6C 0C3
Canada

Invoice No.: CA12C500006111

Please include this number with payment

Invoice Date: December 21, 2020
Due Date: Upon receipt
Client No.: 0011841232
Engagement No.: E-65749965

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

Re: UrtheCast Corp. - SISP

For professional services rendered from November 16, 2020 to November 30, 2020

	Net	Tax	Rate	Tax Amount	CAD Total
Fee (details attached):	16,398.50	GST	5 %	819.93	17,218.43
	16,398.50			819.93	17,218.43
Invoice summary	16,398.50				
Tax : 5% GST				819.93	
Total:	16,398.50			819.93	17,218.43

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.



UrtheCast Corp. - SISP
Billing Details from November 16 to November 30, 2020
Invoice #CA12C500006111 dated December 21, 2020

Billing Analysis

Client Reference: E-65749965

Staff Name		Hours	Billing Rate	Amount
Robert Withers	Senior Vice President	2.0	\$650	\$1,300.00
Mike Bell	Senior Vice President	5.0	\$650	\$3,250.00
Philippe Mendelson	Senior Manager	22.4	\$525	\$11,760.00
Blake Hermann	Staff Accountant	0.3	\$295	\$88.50
		<u>29.7</u>		<u>\$16,398.50</u>
Add: GST (@ 5%)				819.93
TOTAL				<u><u>\$17,218.43</u></u>



UrtheCast Corp. - SISP

Time Details from November 16 to November 30, 2020

Invoice #CA12C500006111 dated December 21, 2020

Person	Date	Hours	Description
Robert Withers	18-Nov-20	1.1	Urthecast re sale
Robert Withers	20-Nov-20	0.9	UrtheCast re comm strategy
Robert Withers		2.0	
Mike Bell	16-Nov-20	1.0	Sale discussions and other matters
Mike Bell	17-Nov-20	1.5	APA matters, Sales matters and discussions.
Mike Bell	18-Nov-20	0.5	Discussions Re Sale
Mike Bell	19-Nov-20	1.0	Auction prep and next steps.
Mike Bell	23-Nov-20	1.0	Prep for auction and attend same.
Mike Bell		5.0	
Philippe Mendelson	16-Nov-20	3.6	Calls re KACST. calls re SISP. Negotiation with buyers.
Philippe Mendelson	17-Nov-20	1.5	Several calls and emails re SAR sale. SISP matters.
Philippe Mendelson	18-Nov-20	4.0	Negotiations with SAR purchasers. Review APA's. Communication strategy discussions. KACST emails.
Philippe Mendelson	19-Nov-20	3.3	APA negotiation and review. Calls with company re various matters. calls with company counsel re APA issues. Calls and emails with SAR buyers and team re SAR sale.
Philippe Mendelson	20-Nov-20	3.5	Negotiations with buyers re APA's. Prep for auction. Buyer comm strategy. Discussions with buyers. various emails from company and company's counsel.
Philippe Mendelson	22-Nov-20	3.0	Several emails re SAR sale. Calls with company and company counsel. Calls with buyer re APA.
Philippe Mendelson	23-Nov-20	3.5	Correspondence with Bidders at auction. Prep for auction. Host auction. Post auction steps with buyer and company.
Philippe Mendelson		22.4	
Blake Hermann	26-Nov-20	0.3	Buyers list process wording for Phil
Blake Hermann		0.3	
Total		29.7	



Ernst & Young Inc.
Vancouver, BC

Invoice

UrtheCast Corp
1055 Canada PI Unit 33
VANCOUVER, BC V6C 0C3
Canada

Invoice No.: CA12C500006206

Please include this number with payment

Invoice Date: January 18, 2021
Due Date: Upon receipt
Client No.: 0011841232
Engagement No.: E-65749965

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

Re: UrtheCast Corp. - CCAA

For professional services rendered from December 1, 2020 to December 31, 2020

	Net	Tax	Rate	Tax Amount	CAD Total
Fee (details attached):	79,679.00	GST	5 %	3,983.95	83,662.95
	79,679.00			3,983.95	83,662.95
Invoice summary	79,679.00				
Tax: 5% GST				3,983.95	
Total:	79,679.00			3,983.95	83,662.95

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.



UrtheCast Corp. - CCAA
Billing Details from December 1 to December 31, 2020
Invoice #CA12C500006206 dated January 18, 2021

Billing Analysis

Client Reference: E-65749965

Staff Name		Hours	Billing Rate	Amount
Mike Bell	Senior Vice President	38.8	\$650	\$25,220.00
Philippe Mendelson	Senior Manager	103.1	\$525	\$54,127.50
Marcos Souza	Paraprofessional	1.7	\$195	\$331.50
		<u>143.6</u>		<u>\$79,679.00</u>
Add: GST (@ 5%)				3,983.95
TOTAL				<u>\$83,662.95</u>



UrtheCast Corp. - CCAA

Time Details from December 1 to December 31, 2020

Invoice #CA12C500006206 dated January 18, 2021

Person	Date	Hours	Description
Mike Bell	7-Dec-20	4.2	DIP matters; sale approval issues; Report.
Mike Bell	8-Dec-20	5.3	Finalize approval of report; approvals; transaction matters.
Mike Bell	9-Dec-20	5.2	Report matters; finalization; approvals.
Mike Bell	10-Dec-20	6.9	Attendance at Court; approvals; filing of materials.
Mike Bell	11-Dec-20	2.1	Transitional matters; approvals.
Mike Bell	14-Dec-20	2.1	Transitional matters; cash flows; Hale matters.
Mike Bell	15-Dec-20	1.3	Transitional matters; Hale matters.
Mike Bell	16-Dec-20	2.1	Transitional matters; Hale matters; communication with stakeholders.
Mike Bell	17-Dec-20	0.9	Camera discussions and other matters.
Mike Bell	18-Dec-20	2.3	Camera matters; communication with stakeholders.
Mike Bell	21-Dec-20	2.1	Transitional matters; communication with stakeholders.
Mike Bell	22-Dec-20	3.2	French matters; review draft material.
Mike Bell	23-Dec-20	1.1	Report matters; material discussion.
Mike Bell		38.8	
Philippe Mendelson	1-Dec-20	5.7	Sale calls urthedaily. Sale calls SAR (kacst sstl). call with counsel. cash flow. Hale issue. DIP confirmation and amendments. French issues.
Philippe Mendelson	2-Dec-20	6.8	Cal with SSTL re contract. all hands call re Antarctica closing. Call with LOL re contract termination and position. French issue. DIP amendments and confirmation of receipt. Hale issue. prep report outline.
Philippe Mendelson	3-Dec-20	6.6	SAR closing. DIP amendment. Report drafting. Several calls and emails with various parties. Microsoft issue. Leter to French administrator and edits to same. REview company letter to administrator and confirm support.
Philippe Mendelson	4-Dec-20	4.3	Monitoring calls. SAR sale call. Report drafting. Several calls and emails with various parties.
Philippe Mendelson	5-Dec-20	0.2	Emails re France and Hale
Philippe Mendelson	6-Dec-20	0.3	Emails re Hale and other matters.
Philippe Mendelson	7-Dec-20	5.5	Calls and emails re Hale issues. Monitoring emails. Update and execute letter to RJ. Strategy calls. Emails and calls with counsel to company and Monitor. Report drafting.
Philippe Mendelson	8-Dec-20	5.0	Several calls and emails with company, counsel and counsel to company re: stay extension, cash flow and upcoming application. Drafting Report.
Philippe Mendelson	9-Dec-20	6.5	Editing report. Reviewing order. Reviewing material. Cash flow calls. several calls and emails with re court matters, cash flow, DIP and others.
Philippe Mendelson	10-Dec-20	5.5	Msft Issue. Prepare for court. Review submissions. Attend court. Debrief court. emails.
Philippe Mendelson	11-Dec-20	3.8	Monitoring calls. Emails to and from company and other stakeholders.
Philippe Mendelson	13-Dec-20	0.1	Email from company
Philippe Mendelson	14-Dec-20	4.2	Transition call. Cash flow/monitoring call re SAR. Supplier transition discussions. Cash flow review. Emails to and from company re various matters.
Philippe Mendelson	15-Dec-20	4.8	Cash Flow Call. Supplier transition ew agreement call. Bond call. Hale review and call. Discussions re hale and LOL. Review Hale and LOL material. calls with counsel. Calls with Trini.
Philippe Mendelson	16-Dec-20	4.0	Call with Dave to discuss Geosys performance and better understand Joint Development Committee. Cash flow calls and review. Calls with Trini. Calls with counsel. emails to and from company an company counsel
Philippe Mendelson	17-Dec-20	4.6	Cash flow review and calls. ISS camera discussions. Hale matters. Report drafting. Several emails to and from company and other stakeholders.



UrtheCast Corp. - CCAA

Time Details from December 1 to December 31, 2020

Invoice #CA12C500006206 dated January 18, 2021

Person	Date	Hours	Description
Philippe Mendelson	18-Dec-20	5.5	Monitoring calls (Geosys and UR Corp). Cash flow calls. ISS camera matters. Disclaimer issue. Report drafting. Emails to and from various parties.
Philippe Mendelson	19-Dec-20	0.2	Emails to and from company. review invoices.
Philippe Mendelson	21-Dec-20	4.5	ISS camera calls. Transition call. report drafting and edits.
Philippe Mendelson	22-Dec-20	5.5	Cashflow/monitoring call Spain. All hands call France. Review company material. Counsel call re company material. Report drafting and edits.
Philippe Mendelson	23-Dec-20	5.0	Finance team meeting. Call with company and company counsel re bond. Review report. CRA issues and calls. Monitoring related emails. Cash flow review. Emails from and to various stakeholders.
Philippe Mendelson	27-Dec-20	5.5	Drafting report. Call with AA counsel. Emails to and from company and counsel.
Philippe Mendelson	28-Dec-20	3.5	Cash flow calls. Edits to reports. emails to and from company.
Philippe Mendelson	29-Dec-20	4.0	Cash flow update and edits to report. emails to and from company. Review filed material.
Philippe Mendelson	30-Dec-20	1.5	Emails to and from company and team.
Philippe Mendelson		103.1	
Marcos Souza	30-Nov-20	0.9	Re: Emails RBC (confirming receipt of funds); processing payment of invoice; accounting.
Marcos Souza	22-Dec-20	0.8	Banking/deposit; accounting.
Marcos Souza		1.7	
Total		143.6	



Ernst & Young Inc.
Vancouver, BC

Invoice

UrtheCast Corp
1055 Canada PI Unit 33
VANCOUVER, BC V6C 0C3
Canada

Invoice No.: CA12C500006297

Please include this number with payment

Invoice Date: February 10, 2021
Due Date: Upon receipt
Client No.: 0011841232
Engagement No.: E-65749965

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

Re: UrtheCast Corp. - CCAA

For professional services rendered from January 1, 2021 to January 31, 2021

	Net	Tax	Rate	Tax Amount	CAD Total
Fee (details attached):	81,132.50	GST	5 %	4,056.63	85,189.13
	81,132.50			4,056.63	85,189.13
Invoice summary	81,132.50				
Tax: 5% GST				4,056.63	
Total:	81,132.50			4,056.63	85,189.13

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.



UrtheCast Corp. - CCAA
Billing Details from January 1 to January 31, 2021
Invoice #CA12C500006297 dated February 10, 2021

Billing Analysis

Client Reference: E-65749965

Staff Name		Hours	Billing Rate	Amount
Mike Bell	Senior Vice President	55.6	\$650	\$36,140.00
Philippe Mendelson	Senior Manager	85.7	\$525	\$44,992.50
		<u>141.3</u>		<u>\$81,132.50</u>
Add: GST (@ 5%)				4,056.63
TOTAL				<u>\$85,189.13</u>



UrtheCast Corp. - CCAA

Time Details from January 1 to January 31, 2021

Invoice #CA12C500006297 dated February 10, 2021

Person	Date	Hours	Description
Mike Bell	4-Jan-21	6.3	Review material and edit report
Mike Bell	5-Jan-21	7.4	Review material and edit report
Mike Bell	6-Jan-21	8.3	Attendance in Court including preparation and debrief
Mike Bell	7-Jan-21	8.0	Attendance in Court including preparation and debrief
Mike Bell	8-Jan-21	4.3	ISS camera, post court matters (order). Calls and emails with counsel.
Mike Bell	11-Jan-21	1.3	France matters
Mike Bell	13-Jan-21	2.1	Discussion re Malta. Discussions with counsel and others.
Mike Bell	14-Jan-21	1.2	SAR transaction and DND matters
Mike Bell	18-Jan-21	2.3	SAR transaction and DND matters
Mike Bell	19-Jan-21	2.1	Team call. SAR completion. Cash flow.
Mike Bell	20-Jan-21	2.2	Director matters, transaction closing calls, general CCAA matters
Mike Bell	21-Jan-21	1.9	File completion matters. Discussions with stakeholders and team.
Mike Bell	22-Jan-21	1.5	Cash flow, file completion prep, communication re terminating CCAA
Mike Bell	25-Jan-21	1.8	Call with team. Closing matters. Cash flow
Mike Bell	26-Jan-21	2.1	Team call, general CCAA matters
Mike Bell	27-Jan-21	0.9	Calls and emails final court attendance and general matters
Mike Bell	28-Jan-21	0.8	Calls and emails final court attendance and general matters
Mike Bell	29-Jan-21	1.1	Cash flow and file completion matters
Mike Bell		55.6	
Philippe Mendelson	2-Jan-21	0.2	Emails re application
Philippe Mendelson	3-Jan-21	0.3	Emails re application
Philippe Mendelson	4-Jan-21	7.5	Receive and review material. Calls with counsel. Report drafting/editing.
Philippe Mendelson	5-Jan-21	7.5	Draft and edit Sixth Report. Calls with LOL call with RBC. SAR-XL closing call. Call and resolving issues with CSA. Calls with counsel. Edits.
Philippe Mendelson	6-Jan-21	7.5	Prepare for court. Attend at court. Debrief court. Review notes for second day.
Philippe Mendelson	7-Jan-21	6.0	Prepare for court. Attendance at court. Debrief court.
Philippe Mendelson	8-Jan-21	3.2	Geosys Monitoring. Weekly finance monitoring. Order issues. ISS Cameras.
Philippe Mendelson	11-Jan-21	4.1	Update website. monitoring payroll review. lease disclaim emails and discussions. Geosys approvals. Emails re France.
Philippe Mendelson	12-Jan-21	4.3	Discussions re ISS Cameras. Monitor Confirmation re SAR. Call re assignment.
Philippe Mendelson	13-Jan-21	4.2	Malta emails. ISS Cameras. Monitoring emails. Calls with counsel. Prep final court application steps. DIP matters. Gov matters.
Philippe Mendelson	14-Jan-21	4.2	Deimos CF call. Cash transfer review re Geosys. SAR closing matters. CF matters. VA landlord matters. DND gov matters.
Philippe Mendelson	15-Jan-21	3.8	Geosys monitoring call. UR Corp finance meeting and monitoring call. Malta sub call. Emails re Malta. ISS Camera teaser review and finalize. DIP payout review and amend. DND discussions and emails.
Philippe Mendelson	16-Jan-21	0.9	Emails re SAR and deck. Call re SAR and DND.
Philippe Mendelson	18-Jan-21	3.0	Geosys approval. Communication with stakeholders. Cash flow calls. Review and edit S&U worksheet. SAR closing matters. ISS Cameras.
Philippe Mendelson	19-Jan-21	0.5	S&U and cashflow review and calls. SAR Closing matters. calls with counsel. Stakeholder communication.



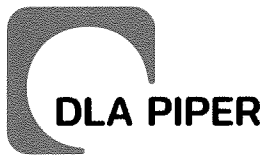
UrtheCast Corp. - CCAA

Time Details from January 1 to January 31, 2021

Invoice #CA12C500006297 dated February 10, 2021

Person	Date	Hours	Description
Philippe Mendelson	20-Jan-21	3.5	D&O liability discussion. Employee matters call. Closing matters call. Stakeholder communication.
Philippe Mendelson	21-Jan-21	3.5	Deimos monitoring call. Cash flow monitoring and Specified Interim Payment review. AWS matters and discussions.
Philippe Mendelson	22-Jan-21	3.3	Geosys monitoring call. AWS matters call and review. UR Corp finance cash flow and monitoring call. Stakeholder communication.
Philippe Mendelson	25-Jan-21	3.1	ISS camera call. calls with counsel. Call re termination order. review of order. team discussions. Payroll review. AWS matters.
Philippe Mendelson	26-Jan-21	3.9	Tax loss review. AWS matters. Calls with counsel. Fee review. France update. Report drafting.
Philippe Mendelson	27-Jan-21	3.6	Payroll amendment approval. Charge matters. France matters. Report drafting.
Philippe Mendelson	28-Jan-21	3.8	Deimos CF review. Communication with Mc and BJ. Cash flow reviewing. communicating with counsel re next steps. Report drafting.
Philippe Mendelson	29-Jan-21	3.8	Geosys Monitoring, Weekly finance call/monitoring. Calls with company re cash flow and review of same.
Philippe Mendelson		85.7	
Total		141.3	

Appendix B



DLA Piper (Canada) LLP
Suite 2800, Park Place
666 Burrard St
Vancouver BC V6C 2Z7
www.dlapiper.com

Colin Brousseau
colin.brousseau@dlapiper.com
T +1 604.643.6400
F 604.605.4875

October 6, 2020

FILE NUMBER: 038689-00014

Ernst & Young Inc.
Pacific Centre, 700 West Georgia Street, PO Box 10101
Vancouver, BC V7Y 1C7 Canada

Attention: Mike Bell

Dear Mr. Bell:

Re: UrtheCast Corp - CCAA - September 2020 Account

We enclose our invoice for fees and disbursements incurred for the period ending September 30, 2020.

If you have any questions or concerns regarding the account, please do not hesitate to contact me.

Sincerely,
DLA Piper (Canada) LLP
Per:

Colin Brousseau
CDB:day
Enclosure

CAN: 34506272.1



DLA Piper (Canada) LLP
Suite 2800, Park Place
666 Burrard St
Vancouver BC V6C 2Z7
www.dlapiper.com
T 604.687.9444
F 604.687.1612

October 5, 2020

Ernst & Young Inc.
Pacific Centre, 700 West Georgia Street, PO Box 10101
Vancouver, BC V7Y 1C7 Canada

Attention: Mike Bell

INVOICE NUMBER: 1977845
FILE NUMBER: 038689-00014
BUSINESS NUMBER: REG # 110 152 824
FROM THE OFFICE OF: Colin D. Brousson
DIRECT LINE: 604.643.6400

For Professional Services rendered and disbursements advanced through September 30, 2020.

Our Fees:	\$	74,477.00
Total Disbursements:	\$	20.50
Total GST:	\$	3,724.88
Total PST (BC):	\$	5,213.39
Total Current Invoice Due:	CAD \$	<u>83,435.77</u>

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice:

Invoice No: 1977845

Cheque Payments To:
DLA Piper (Canada) LLP

Suite 2800 Park Place
666 Burrard Street
Vancouver, BC V6C 2Z7 Canada

*Please return remittance advice
with cheque.*

Please be sure to indicate invoice number on all payments

File No: 038689-00014

Amount: **CAD \$ 83,435.77**

Canadian Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#: 00010-1085588
Bank: Royal Bank of Canada
Swift Code: ROYCCAT2
Bank Address: Main Branch Royal Centre
1025 West Georgia Street
Vancouver, BC V6E 3N9
Transit: 00010
Institution: 003

US Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#: 00010-4009726
Bank: Royal Bank of Canada
Swift Code: ROYCCAT2
Bank Address: Main Branch Royal Centre
1025 West Georgia Street
Vancouver, BC V6E 3N9
Intermediary Bank: JP Morgan Chase Bank
270 Park Avenue New York,
NY 10017
SWIFT Code: CHASUS33
ABA#: 021000021



DLA Piper (Canada) LLP
Suite 2800, Park Place
666 Burrard St
Vancouver BC V6C 2Z7
www.dlapiper.com
T 604.687.9444
F 604.687.1612

Ernst & Young Inc.
Pacific Centre, 700 West Georgia Street, PO Box 10101
Vancouver, BC V7Y 1C7 Canada

Attention: Mike Bell

Our File No: 038689-00014

Ernst & Young Inc.
Re: UrtheCast Corp - CCAA

Date: October 5, 2020
Invoice Number: 1977845

For Professional Services rendered and disbursements advanced through September 30, 2020.

PROFESSIONAL SERVICES

<u>Date</u>	<u>Professional</u>	<u>Description</u>
09/01/20	CDB	Draft emails to Mr. Bell; review corporate searches;
09/02/20	CDB	Review Petition and Affidavit draft;
09/03/20	CDB	Draft emails on pre-filing report and prepare for Initial Order Application; telephone call to Mr. Mendelson; draft emails to Mr. Gruber; consider submission on Monitor's Report;
09/04/20	CDB	Prepare for and attend in court for Initial Order Application; meet with Monitor; draft emails on same; draft email on recognition in US; review emails from US counsel;
09/05/20	CDB	Draft emails to Monitor on recognition proceedings;
09/08/20	CDB	Draft email to Mr. Mendelson and Mr. Chu; attend call concerning French filing or recognition issues; draft emails to US counsel; draft emails to French counsel; review UNCITRAL Model Law adaptations and consider other options for recognition; draft emails on service list;
09/08/20	CDB	Draft emails to French counsel; attend conference call with all counsel and Monitor; draft email to Monitor on report status;
09/09/20	CDB	Draft emails on French aspect; review PWC draft email; attend call with French counsel; review stalking horse bid; instruct Mr. Bradshaw; draft emails on DIP term sheets; review advice from Ms. Texier; draft follow-up emails to Ms. Texier; attend call with Monitor;
09/09/20	JDB	Document and file review; review stalking horse proposal; confer with C. Brousson; email exchange and telephone calls with Monitor;
09/10/20	JDB	Conference call with DLA France; conference call and email exchange with debtor; conference call and email exchange with monitor; review ARIO; confer with C. Brousson; draft, review and revise Monitor's report; review revised DIP term sheet;



<u>Date</u>	<u>Professional</u>	<u>Description</u>
09/10/20	CDB	Attend call with French counsel; draft email update on French proceedings; review further draft of ARIO and comment on same; instruct paralegal on filing of report; draft email on intercompany transfer issue; draft email to company counsel to remind French counsel to connect; draft comments on Notice of Application for DIP; review emails on DIP; draft email on foll up aspect of DIP; draft comments on language for SISP of cameras; draft comments on making the DIP not offending S. 11.2; review DIP term sheet and provide numerous comments on same; review Section 11.2 concerns; draft emails on case law on creeping and ordinary roll ups; draft emails on concerns about Antarctica; draft emails on founder being DIP Lender and management staying on requirements; draft further emails trying to connect French counsel; instruct Mr. Bradshaw on all matters;
09/11/20	CDB	Review emails on connecting with French counsel; telephone call from Mr. Chu and Mr. Gauthier; draft emails to Mr. Chu; draft remaining issues email on DIP; review email from Ms. Texier; review further issues on ARIO and draft report on same; draft email on roll up DIP issue; review Monitor's Report draft; attend call on revisions; review emails from Monitor and draft emails to finalize materials for come back hearing; draft emails to Ms. Texier;
09/11/20	JDB	Email exchange with debtor and Monitor; confer with C. Brousseau; conference call re: French enforcement; email exchange with DLA France; draft, review and revise Monitor's Report; conference call with Monitor; review and revise DIP Term Sheet; conference call with Monitor and counsel for debtor;
09/14/20	JDB	Legal and procedural research; confer with C. Brousseau; email exchange with with Monitor; hearing preparation and attendance;
09/14/20	CDB	Prepare for and attend upon comeback hearing; draft report on same; telephone call to Mr. Collins on DIP and stalking horse; draft emails to Monitor; draft emails to Ms. Andrisoi;
09/14/20	CDB	Draft emails to Ms. Texier, French counsel; attend calls on French insolvency aspect; telephone calls to Monitor;
09/15/20	CDB	Attend calls with French counsel; attend upon calls with Monitor; review DIP term sheet; attend upon further calls with company and Monitor on French insolvency and other matters;
09/15/20	JDB	Email exchange and telephone calls with monitor; conference call with debtor and counsel; conference call with DLA France; review and consider issues re: date of insolvency; review aging AR and AP; review and consider revised cash flow; review French filing documents;
09/16/20	JDB	Conference call with Geosys SAS; conference call and email exchange with Monitor and debtor; confer with C. Brousseau; review and consider Hale DIP term sheet; review Monitor's markup of DIP term sheet;
09/16/20	CDB	Draft emails to Ms. Texier on French proceeding; draft emails on posting of materials on website; attend various calls with company on path forward in France;



<u>Date</u>	<u>Professional</u>	<u>Description</u>
09/17/20	CDB	Attend calls on Hale DIP Term Sheet; review terms and provide feedback on same; draft big picture comments on Hale Dip and Antarctica Stalking Horse; attend call on French aspects;
09/17/20	JDB	Review and consider DIP term sheet; confer with C. Brousson; conference call and email exchange with Monitor; conference call with Debtor and Monitor re: Hale DIP ; review cash flow and outstanding balances re: GEOSYS SAS; consider strategy re French corp filing;
09/18/20	JDB	Conference calls with debtors; counsel; French DLA; French proceedings; Monitor; review Geosys SAS corp debts;
09/18/20	CDB	Attend calls with company on DIP matters; attend calls on French aspects with Monitor; draft emails on potential to avoid the French proceeding; review revised DIP term sheet and draft email comments on same; telephone call to Mr. Collins; attend call with counsel for Antarctica; draft email to Ms. Ershaw, counsel for party interested in camera assets;
09/19/20	CDB	Review initial DIP Term Sheet; draft comments on same; telephone call to Monitor; review follow-up DIP Term Sheet with Petitioners' revisions and provide comments on same;
09/20/20	CDB	Review updated DIP Commitment Letter; draft email on concerns about control and how SISF may be impacted by DIP terms; draft list of problematic provisions; review emails on French proceedings issue; draft emails to Ms. Texier on French proceedings; draft emails to Mr. Mendelson;
09/21/20	CDB	Attend call on French proceedings issues with DIP lender; draft email to Ms. Andrisoi on court hearing; attend upon calls with just the Monitors to discuss the path forward; draft email concerns on SISF involvement of DIP lender; draft language on same; draft email to Ms. Esaw, counsel for a potential buyer of Camera, on timing of SISF already made; review email with terms to protect on participation of interim lender; consider "compliance officer" issue and possible ethical walls; attend to emails and negotiations on revisions for DIP term sheet; draft emails on further revisions; telephone call to DIP lender's counsel; consider OptiSAR emails;
09/21/20	JDB	Conference call with DLA France re: French proceeding; conference call with Geosys SAS; conference call and email exchange with Monitor and debtor; confer with C. Brousson; review and consider revised Hale DIP term sheet; review Monitor's markup of DIP term sheet; conference call with Hale and counsel;
09/22/20	JDB	Conference call with DLA France re: French proceeding; conference call with Geosys SAS re: needs and plan; conference call and email exchange with Monitor and debtor; confer with C. Brousson; conference call with counsel for debtor and monitor re: French proceeding and DIP terms; consider issues re: foreign enforcement; draft, review and revise Monitor's report;
09/22/20	CDB	Attend upon calls on DIP term sheet and French proceedings; attend upon call with French management; telephone call from Ms. Cameron; review draft order and materials; draft comments on same; review revised ARIO; instruct Ms. Yang on reports;



Matter: 038689-00014

Invoice: 1977845

Page: 4

<u>Date</u>	<u>Professional</u>	<u>Description</u>
09/23/20	CDB	Review revised ARIO language; review revised DIP term sheet and draft emails on same; review final turn on DIP term sheet; instruct Mr. Bradshaw; review Monitor's report and provide comments on same; telephone call from Mr. Mendelson on report and application; draft emails to Mr. Collins; draft emails to Ms. Andrisoi and Mr. Gruber; prepare submissions for hearing; review revised terms given short service; review emails from Ms. Tickle and Mr. Levy; instruct paralegal on service issues; draft emails to Registry on Monitor's report; attend court hearing by telephone and make submission; draft emails to Mr. Richardson; attend follow up calls with Monitor and company counsel on next steps now that DIP is in place;
09/23/20	JDB	Confer with C. Brousseau; hearing preparation and attendance; conference call and email exchange with Monitor and debtor; confer with C. Brousseau; conference call with Hale and counsel; email exchange with DLA France re: signed DIP Term Sheet;
09/24/20	JDB	Confer with C. Brousseau; conference call with Monitor re: SISP; email exchange with debtor and monitor; email exchange with DLA France; review and consider stalking horse bid with Monitor;
09/24/20	CDB	Draft emails on CPS in Hale Dip; draft email on court timing for next hearing; draft emails to Mr. Collins on Antarctica potential stalking horse; draft emails to Monitor; draft emails to Ms. Andrisoi on various matters;
09/25/20	CDB	Attend call with Antarctica's counsel; draft email to Ms. Andrisoi; draft email on no receipt of complaints about Hale DIP from secured creditors;
09/25/20	JDB	Email exchange and conference call re: stalking horse; email exchange and conference call with Monitor; review and consider SISP and stalking horse;
09/28/20	CDB	Review SISP and stalking horse for Antarctica; draft comments on same; draft emails to Mr. Gauthier; review guarantees in connection with DIP and draft comments on same;
09/29/20	CDB	Attend call on US recognition proceedings; draft emails on same; draft email to Monitor on avoiding the Monitor being the foreign representative;
09/29/20	JDB	Email exchange and conference call with monitor; confer with C. Brousseau; email exchange with DLA France re French proceedings;
09/30/20	JDB	Confer with C. Brousseau; email exchange with Monitor; review and consider issues with SISP; review materials for US chapter 15 filing;
09/30/20	CDB	Review SISP and provide comments on same; telephone call to Ms. Andrisoi; telephone call from Ms. Cameron; draft email comments on Hale comments on SISP; draft email comments on change to admin charge; draft comments on possible split of SISP into two timelines; review US petition, order and Monitor declaration; draft emails on same;

Total Taxable Fees:**\$ 74,477.00****DISBURSEMENTS**

<u>Description</u>	<u>Amount</u>
Agent's Fee	20.50



Matter: 038689-00014
Invoice: 1977845
Page: 5

Taxable Disbursements: \$ 20.50

Total Disbursements: \$ 20.50

Total Fees, Other Charges & Disbursements: \$ 74,497.50

BILL SUMMARY

REG # 110 152 824

Our Fees: \$ 74,477.00

Total Disbursements: \$ 20.50

Total GST: \$ 3,724.88

Total PST: \$ 5,213.39

Total Current Invoice Due: CAD \$ 83,435.77

This is our account.

DLA Piper (Canada) LLP

Per:

Colin D. Brousson

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.



DLA Piper (Canada) LLP
 Suite 2800, Park Place
 666 Burrard St
 Vancouver BC V6C 2Z7
 www.dlapiper.com
T 604.687.9444
F 604.687.1612

November 12, 2020

Ernst & Young Inc.
 Pacific Centre, 700 West Georgia Street, PO Box 10101
 Vancouver, BC V7Y 1C7 Canada

INVOICE NUMBER: 1985990
 FILE NUMBER: 038689-00014
 BUSINESS NUMBER: REG # 110 152 824
 FROM THE OFFICE OF: Colin D. Brousson
 DIRECT LINE: 604.643.6400

Attention: Mike Bell

For Professional Services rendered and disbursements advanced through October 31, 2020.

Our Fees:	\$	53,321.00
Total Disbursements:	\$	29,844.18
Total GST:	\$	2,666.05
Total PST (BC):	\$	3,732.47
Total Current Invoice Due:	CAD \$	<u>89,563.70</u>

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice:

Invoice No: 1985990

Cheque Payments To:
 DLA Piper (Canada) LLP

Suite 2800 Park Place
 666 Burrard Street
 Vancouver, BC V6C 2Z7 Canada

*Please return remittance advice
 with cheque.*

Please be sure to indicate invoice number on all payments

File No: 038689-00014

Amount: **CAD \$ 89,563.70**

Canadian Dollar Wire Payments To:
 DLA Piper (Canada) LLP

Beneficiary Acc#: 00010-1085588
 Bank: Royal Bank of Canada
 Swift Code: ROYCCAT2
 Bank Address: Main Branch Royal Centre
 1025 West Georgia Street
 Vancouver, BC V6E 3N9
 Transit: 00010
 Institution: 003

US Dollar Wire Payments To:
 DLA Piper (Canada) LLP

Beneficiary Acc#: 00010-4009726
 Bank: Royal Bank of Canada
 Swift Code: ROYCCAT2
 Bank Address: Main Branch Royal Centre
 1025 West Georgia Street
 Vancouver, BC V6E 3N9
 Intermediary Bank: JP Morgan Chase Bank
 270 Park Avenue New York,
 NY 10017
 SWIFT Code: CHASUS33
 ABA# 021000021



DLA Piper (Canada) LLP
 Suite 2800, Park Place
 666 Burrard St
 Vancouver BC V6C 2Z7
www.dlapiper.com
T 604.687.9444
F 604.687.1612

Ernst & Young Inc.
 Pacific Centre, 700 West Georgia Street, PO Box 10101
 Vancouver, BC V7Y 1C7 Canada

Attention: Mike Bell

Our File No: 038689-00014

Ernst & Young Inc.
 Re: UrtheCast Corp - CCAA

Date: November 12, 2020
 Invoice Number: 1985990

For Professional Services rendered and disbursements advanced through October 31, 2020.

PROFESSIONAL SERVICES

<u>Date</u>	<u>Professional</u>	<u>Description</u>
10/01/20	JDB	Email exchange with debtor and Monitor; confer with C. Brousseau; hearing preparation; draft, review and revise Monitor's Third Report; review and consider issues re: cashflow; confer with C. Brousseau; review correspondence re: payables;
10/01/20	CDB	Draft emails to Mr. Abdelouahab on French proceedings; review update on Hale negotiations and possible DIP and recognition hearings; review update on Hale accounts; consider admin charge revision possibility; draft emails on same; consider recognition in Spain; attend to Monitor's Report revisions; review Hale requests for further changes; draft email on concerns of Monitor; attend to filing Monitor's Report, draft emails on not disclosing Stalking Horse bid of Antarctica to Hale; review Section 78 of Hale Dip term sheet to be sure consistent;
10/02/20	CDB	Attend upon meetings on stalking Horse and SISP; draft emails to Mr. Gruber on same; draft emails on hearings; instruct Mr. Bradshaw; review application record; review Miller Thompson accounts and further Hale requests;
10/02/20	JDB	Hearing preparation and attendance; email exchange and conference call with Monitor; email exchange and conference call with debtor and counsel re: stalking horse and interim financing; review and consider stalking horse offer; review and consider French documents; confer with C. Brousseau; email exchange with DLA France; email exchange with interim lender;
10/05/20	JDB	Email exchange and conference call with Monitor; email exchange with debtor and counsel; review and consider stalking horse; draft, review and revise Stalking Horse provisions re: sales process; confer with C. Brousseau;
10/05/20	CDB	Attend meeting on Antarctica Stalking Horse bid; draft list of concerns with Hale's position; draft emails on court dates; instruct Mr. Bradshaw on all matters;
10/06/20	CDB	Attend call with Monitor on all issues; attend calls on SISP and on DIP issues; review latest turns on SISP and on SISP order; draft email comments on all documents; telephone call to Ms. Cameron; attend further meeting on yet further turns to documents by Hale's counsel;



Matter: 038689-00014

Invoice: 1985990

Page: 2

<u>Date</u>	<u>Professional</u>	<u>Description</u>
10/06/20	JDB	Email exchange and conference call with Monitor; email exchange and conference call with debtor counsel; draft, review and revise SISP process and order; review debtor revisions to stalking horse;
10/07/20	JDB	Email exchange with DLA France; review translation of RJ decision; review and consider French proceedings; email exchange and conference call with Monitor; draft, review and revise SISP;
10/07/20	CDB	Review further summaries on French proceeding; draft email to French counsel; attend conference calls on all remaining issues for Friday's application; review further turns on SISP; telephone call from Mr. Collins for Antarctica; consider approach to Monitor's Report; draft suggestion on changes to documents; provide language for fair SISIP process; telephone calls to Ms. Cameron on court materials and Hale's requests; attend call with counsel for Antarctica on SISP, DIP options and Stalking Horse;
10/08/20	CDB	Review SISP revisions from Miller Thompson and requirement of inclusion on Admin Charge; review Hale requirement for absolute approval on stalking horse; attend calls on status of hearing; telephone call to Monitor on potential report for hearing;
10/08/20	JDB	Email exchange and conference call with Monitor; draft, review and revise turn of SISP from SISP; review LOL objection in US Proceedings; conference call with debtor and debtor's counsel;
10/09/20	JDB	Email exchange and conference call with Monitor; draft, review and revise turn of SISP from SISP; review Monitor's position in US Proceedings; conference call with debtor and debtor's counsel; review alternative DIP financing documents;
10/09/20	CDB	Draft emails to Monitor on status; review issues on US proceeding and attend call on same; draft emails on adjournment; attend call to prepare Monitor to attend US proceedings; draft email on talking points for US hearing; draft comment on approach to SISP;
10/13/20	CDB	Review latest turns on the SISP, Stalking Horse letter, SISP order, revised ARIO and Monitor's report; attend to calls on same and draft emails and revisions to all documents;
10/13/20	JDB	Email exchange and conference call with debtor and Monitor; review AA documents; confer with C. Brousson;
10/14/20	JDB	Email exchange and conference call with Monitor; email exchange and conference call with debtor and counsel; review and consider final documents for SISP, Stalking Horse and Interim Financing; review and consider Break Fee provisions;
10/14/20	CDB	Draft email on conversations with Antarctica's counsel; attend call with Antarctica's counsel on further changes to SISP and DIP; draft email to Ms. Cameron on changes to Section 6 of SISP and corresponding changes to DIP; review and revise Monitor's Report; draft comments on changes proposed to charges in upcoming order; draft follow up emails on agreement with Antarctica; review revised Monitor's Report and instruct Mr. Bradshaw; consider concerns about caps on break fee and expense reimbursements; conference with Mr. Bradshaw on revisions to Report to reflect concerns;



Matter: 038689-00014

Invoice: 1985990

Page: 3

<u>Date</u>	<u>Professional</u>	<u>Description</u>
10/15/20	CDB	Finalize Monitor's Report; attend internal company call on break fee issues; draft emails setting out the issue; attend to call with Antarctica counsel on remaining concerns; review DIP Term sheet and schedule of terms to stalking horse agreement; attend end of day call on strategy for court hearing; telephone call to Mr. Collins on strategies with Hale and Larsen DIP charge; draft emails to Ms. Andrisoi; telephone call to Mr. Gruber on plan;
10/15/20	JDB	Email exchange and conference call with Monitor; email exchange and conference call with debtor and counsel; conference call re: break fee; email exchange and conference call re: Hale Response; conference call with DLA France; draft, review and revise Monitor's report;
10/16/20	JDB	Hearing preparation and attendance; negotiations re: agreement with interim lenders; legal and procedural research; confer with C. Brousson; email exchange and conference call with Monitor; email exchange and conference call with debtor and counsel; draft, review and revise Teaser for SISF; email exchange with DLA France re: Post Money Privilege;
10/16/20	CDB	Attend calls in preparation for hearing now opposed by Larson, Land of Lakes and Hale; draft emails to Mr. Gruber; draft emails to Ms. Andrisoi; draft and emails to remove Monitor from dispute; draft emails responding to allegations representations made by Monitor; draft various emails to Mr. Collis in effort to get matter sorted; attend hearing for reasons of Justice Sharma;
10/19/20	CDB	Review latest strategy of Hale on effectively trying to charge order granted; draft email revisions for Mr. Bell in response to Mr. Rosenstein; draft comments on setting the order; review follow up emails from Mr. Rosenstein; follow further reasons by Justice Sharma settling order;
10/19/20	JDB	Email exchange and conference call with Monitor; email exchange and conference call with debtor and counsel; hearing preparation and attendance re: settling terms of the Order; draft, review and revise CIM;
10/21/20	JDB	Email exchange and conference call with Monitor; email exchange and conference call with debtor and counsel; draft, review and revise CIM with Monitor;
10/22/20	JDB	Email exchange and conference call with Monitor; email exchange and conference call with debtor and counsel; draft, review and revise CIM;
10/28/20	JDB	Email exchange with Monitor; email exchange with debtor; review correspondence re: French proceedings;
10/29/20	CDB	Review updates on French proceedings; draft email to French counsel;
10/30/20	JDB	Email exchange and conference call with Monitor; conference call with company and DLA France; review status reports re: French Proceedings;

Total Taxable Fees:**\$ 53,321.00****DISBURSEMENTS**

<u>Description</u>	<u>Amount</u>
BC Online Search Fees	6.00



Matter: 038689-00014

Invoice: 1985990

Page: 4

DLA International Agent's Fee	29,838.18
Non-Taxable Disbursements:	\$ 29,844.18

Total Disbursements:	\$ 29,844.18
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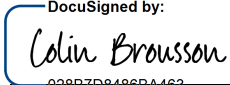
Total Fees, Other Charges & Disbursements:	\$ 83,165.18
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BILL SUMMARY

	Our Fees:	\$	53,321.00
	Total Disbursements:	\$	29,844.18
REG # 110 152 824	Total GST:	\$	2,666.05
	Total PST:	\$	3,732.47
	Total Current Invoice Due:	CAD \$	89,563.70

This is our account.

DLA Piper (Canada) LLP

Per: 
 Colin D. Brousson

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.



DLA Piper (Canada) LLP
 Suite 2800, Park Place
 666 Burrard St
 Vancouver BC V6C 2Z7
 www.dlapiper.com
T 604.687.9444
F 604.687.1612

December 7, 2020

Ernst & Young Inc.
 Pacific Centre, 700 West Georgia Street, PO Box 10101
 Vancouver, BC V7Y 1C7 Canada

INVOICE NUMBER: 1993011
 FILE NUMBER: 038689-00014
 BUSINESS NUMBER: REG # 110 152 824
 FROM THE OFFICE OF: Colin D. Brousson
 DIRECT LINE: 604.643.6400

Attention: Mike Bell

For Professional Services rendered and disbursements advanced through November 30, 2020.

Our Fees:	\$	17,353.50
Total Disbursements:	\$	67,879.18
Total GST:	\$	867.68
Total PST (BC):	\$	1,214.75
Total Current Invoice Due:	CAD \$	87,315.11

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice:

Invoice No: 1993011

Cheque Payments To:
 DLA Piper (Canada) LLP

Suite 2800 Park Place
 666 Burrard Street
 Vancouver, BC V6C 2Z7 Canada

*Please return remittance advice
 with cheque.*

Please be sure to indicate invoice number on all payments

File No: 038689-00014

Amount: **CAD \$ 87,315.11**

Canadian Dollar Wire Payments To:
 DLA Piper (Canada) LLP

Beneficiary Acc#: 00010-1085588
 Bank: Royal Bank of Canada
 Swift Code: ROYCCAT2
 Bank Address: Main Branch Royal Centre
 1025 West Georgia Street
 Vancouver, BC V6E 3N9
 Transit: 00010
 Institution: 003

US Dollar Wire Payments To:
 DLA Piper (Canada) LLP

Beneficiary Acc#: 00010-4009726
 Bank: Royal Bank of Canada
 Swift Code: ROYCCAT2
 Bank Address: Main Branch Royal Centre
 1025 West Georgia Street
 Vancouver, BC V6E 3N9
 Intermediary Bank: JP Morgan Chase Bank
 270 Park Avenue New York,
 NY 10017
 SWIFT Code: CHASUS33
 ABA# 021000021



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 Vancouver BC V6C 2Z7
 www.dlapiper.com
T 604.687.9444
F 604.687.1612

Ernst & Young Inc.
 Pacific Centre, 700 West Georgia Street, PO Box 10101
 Vancouver, BC V7Y 1C7 Canada

Attention: Mike Bell

Our File No: 038689-00014

Ernst & Young Inc.
 Re: UrtheCast Corp - CCAA

Date: December 7, 2020
 Invoice Number: 1993011

For Professional Services rendered and disbursements advanced through November 30, 2020.

PROFESSIONAL SERVICES

<u>Date</u>	<u>Professional</u>	<u>Description</u>
11/02/20	JDB	Email exchange and conference call with Monitor; review and consider APA; confer with C. Brousseau; email exchange and conference call with debtor re: APA;
11/02/20	CDB	Review updates on Antarctica transaction, French proceedings and various other matters; conference with Mr. Bradshaw;
11/04/20	JDB	Email exchange and conference call with debtor and Monitor; conference call with Monitor re: RBC cards;
11/05/20	JDB	Email exchange and conference call with Monitor re: appeal and RBC issue;
11/05/20	CDB	Review update; review concern with RBC move to realize a credit card; draft email comments on same to Monitor;
11/06/20	JDB	Email exchange and conference call with Monitor; review French and US orders;
11/09/20	JDB	Email exchange with debtor; email exchange and conference call with Monitor; review correspondence;
11/09/20	CDB	Draft email to Monitor;
11/10/20	CDB	Telephone call to Mr. Collins; draft emails to Monitor; draft emails to Mr. Collins on Representation and Warranties; draft emails to Mr. Mendelson and attend calls on moving APA with Antarctica ahead;
11/10/20	JDB	Email exchange and conference call with Monitor; email exchange and conference call with Debtor; confer with C. Brousseau; Consider issues re: sale of SAR assets;
11/12/20	JDB	Review APA; email exchange and conference call with Monitor;
11/12/20	CDB	Telephone call from Mr. Mendelson on status of APA and budget; instruct paralegal on budget issues and fees to be included in budget;
11/13/20	CDB	Review letter on appeal for Hale; instruct paralegal on Notice of Appearance; review emails on Reps and Warranties; draft email to Monitor; draft email to Mr. Gauthier;
11/13/20	JDB	Confer with C. Brousseau; review and prepare Notice of Appearance;



Matter: 038689-00014

Invoice: 1993011

Page: 2

<u>Date</u>	<u>Professional</u>	<u>Description</u>
11/17/20	JDB	Email exchange and conference call with Monitor re: SAR auction; email exchange with debtor;
11/17/20	CDB	Review update from Mr. Mendelson; review email of Mr. Mighton; draft email comment on same;
11/20/20	JDB	Email exchange and conference call with Monitor; email exchange with debtor; confer with C. Brousson; APA review;
11/21/20	CDB	Review issues on auction; draft emails on same;
11/22/20	JDB	Email exchange with Monitor; consider issues re: auction; confer with C. Brousson;
11/23/20	JDB	Email exchange and conference call with Monitor; auction attendance; email exchange and conference call with Debtor; conference call re: AA closing and French enforcement issue re: sale; confer with C. Brousson; review APA for date and timing issues;
11/23/20	CDB	Attend meeting on auction issues; attend meeting on French proceedings and closing timing; instruct Mr. Bradshaw; consider timing for court approval; review result of auction;
11/24/20	CDB	Review letter from Baker & Mackenzie; draft comments on same;
11/24/20	JDB	Email exchange and conference call with Monitor; email exchange with Debtor; review and consider implications of cash flow and material adverse change; confer with C. Brousson;
11/25/20	JDB	Email exchange and conference call with Monitor and debtor; confer with C. Brousson; review and consider issues re: Land O Lakes Letter; email exchange with Hale;
11/25/20	CDB	Attend update call with Monitor on Antarctica position given Land O'Lakes attempt to terminate; attend upon calls with Mr. Collins; telephone call to Mr. Mighton; telephone calls to Mr. Mendelson on Microsoft issue; review and revise letter to Baker & McKenzie; draft email comments; review updated cash flow;
11/26/20	CDB	Attend update calls on Antarctica transaction and concerns about cash flow; draft email on letter sent to Land O'Lakes; draft emails on Leave to appeal motion; draft emails on transcript; draft emails to Ms. Texier on current cash flow issues and Land O'Lakes' position on contract assignment; draft emails to company counsel;
11/26/20	JDB	Email exchange and conference call with company counsel and monitor; confer with C. Brousson; email exchange with DLA France; review French letter;
11/27/20	JDB	Email exchange with debtor; email exchange with Monitor; confer with C. Brousson;
11/27/20	CDB	Attend calls on status of Antarctica and critical cash crunch concerns; draft emails on same;
11/28/20	JDB	Email exchange and conference call with debtor and Monitor re: LOL, DIP, and CCAA strategy;



Matter: 038689-00014

Invoice: 1993011

Page: 3

<u>Date</u>	<u>Professional</u>	<u>Description</u>
11/30/20	JDB	Email exchange and conference call with Monitor; email exchange with debtor and counsel; review APA; confer with C. Brousseau;
11/30/20	CDB	Draft emails to Monitor; review all correspondence on concerns and possible consequences in French proceedings; draft various emails to counsel for company; review draft APA, including proposed vesting order and Monitor's certificate; draft comments on same;

Total Taxable Fees: \$ **17,353.50**

DISBURSEMENTS

<u>Description</u>	<u>Amount</u>
BC Online Other Charges	7.00
DLA International Agent's Fee	67,872.18
Non-Taxable Disbursements:	\$ 67,879.18

Total Disbursements: \$ **67,879.18**

Total Fees, Other Charges & Disbursements: \$ **85,232.68**

BILL SUMMARY

	Our Fees:	\$	17,353.50
	Total Disbursements:	\$	67,879.18
REG # 110 152 824	Total GST:	\$	867.68
	Total PST:	\$	1,214.75
	Total Current Invoice Due:	CAD \$	87,315.11

This is our account.

DLA Piper (Canada) LLP

DocuSigned by:

 Per: 02897D84868A463...
 Colin D. Brousseau

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.



Matter: 038689-00014

Invoice: 2000611

Page: 4

<u>Date</u>	<u>Professional</u>	<u>Description</u>
12/31/20	JDB	Email exchange with Monitor;

Total Taxable Fees:	\$ 42,787.50
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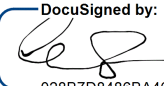
BILL SUMMARY

	Our Fees:	\$ 42,787.50
REG # 110 152 824	Total GST:	\$ 2,139.38
	Total PST:	\$ 2,995.13
	Total Current Invoice Due:	CAD \$ 47,922.01

This is our account.

DLA Piper (Canada) LLP

DocuSigned by:

Per:  028B7D8486BA463...

Colin D. Brousseau

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.



DLA Piper (Canada) LLP
 Suite 2800, Park Place
 666 Burrard St
 Vancouver BC V6C 2Z7
 www.dlapiper.com
T 604.687.9444
F 604.687.1612

February 2, 2021

Ernst & Young Inc.
 Pacific Centre, 700 West Georgia Street, PO Box 10101
 Vancouver, BC V7Y 1C7 Canada

INVOICE NUMBER: 2006219
 FILE NUMBER: 038689-00014
 BUSINESS NUMBER: REG # 110 152 824
 FROM THE OFFICE OF: Colin D. Brousson
 DIRECT LINE: 604.643.6400

Attention: Mike Bell

For Professional Services rendered and disbursements advanced through January 31, 2021.

Our Fees:	\$	47,395.00
Total Disbursements:	\$	54,171.58
Total GST:	\$	2,369.75
Total PST (BC):	\$	3,317.65
Total Current Invoice Due:	CAD \$	107,253.98

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice:

Invoice No: 2006219

Cheque Payments To:
 DLA Piper (Canada) LLP

Suite 2800 Park Place
 666 Burrard Street
 Vancouver, BC V6C 2Z7 Canada

*Please return remittance advice
 with cheque.*

Please be sure to indicate invoice number on all payments

File No: 038689-00014

Amount: **CAD \$ 107,253.98**

Canadian Dollar Wire Payments To:
 DLA Piper (Canada) LLP

Beneficiary Acc#: 00010-1085588
 Bank: Royal Bank of Canada
 Swift Code: ROYCCAT2
 Bank Address: Main Branch Royal Centre
 1025 West Georgia Street
 Vancouver, BC V6E 3N9
 Transit: 00010
 Institution: 003

US Dollar Wire Payments To:
 DLA Piper (Canada) LLP

Beneficiary Acc#: 00010-4009726
 Bank: Royal Bank of Canada
 Swift Code: ROYCCAT2
 Bank Address: Main Branch Royal Centre
 1025 West Georgia Street
 Vancouver, BC V6E 3N9
 Intermediary Bank: JP Morgan Chase Bank
 270 Park Avenue New York,
 NY 10017
 SWIFT Code: CHASUS33
 ABA#: 021000021



DLA Piper (Canada) LLP
 Suite 2800, Park Place
 666 Burrard St
 Vancouver BC V6C 2Z7
 www.dlapiper.com
T 604.687.9444
F 604.687.1612

Ernst & Young Inc.
 Pacific Centre, 700 West Georgia Street, PO Box 10101
 Vancouver, BC V7Y 1C7 Canada

Attention: Mike Bell

Our File No: 038689-00014

Ernst & Young Inc.
 Re: UrtheCast Corp - CCAA

Date: February 2, 2021
 Invoice Number: 2006219

For Professional Services rendered and disbursements advanced through January 31, 2021.

PROFESSIONAL SERVICES

<u>Date</u>	<u>Professional</u>	<u>Description</u>
01/01/21	CDB	Review all filed material on application for Stay extension and assignment order; draft emails to Mr. Bell on same; review emails from Mr. Nowina and draft comments on same; draft email to Mr. Nowina; draft email to Mr. Mighton on Assignment order draft;
01/02/21	JDB	Email exchange with company and Land O'Lakes;
01/03/21	JDB	Confer with C. Brousson; email exchange with Monitor; email exchange with company and Land O Lakes; PPR registrations review re: RBC and EDC; review APA; review draft assignment order with LOL changes;
01/04/21	CDB	Draft emails to Monitor on report; telephone calls to Mr. Nowina; draft emails to Mr. Nowina and Mr. Mighton; draft emails to Monitor; begin preparation for application; review Mr. Nowina's Land O'Lakes response material; draft comments on same to Mr. Mighton; review draft supplementary affidavit;
01/04/21	JDB	Email exchange and conference call with Monitor; email exchange and conference call with company; email exchange and conference call with stakeholders; hearing preparation; draft, review and revise pleadings and orders; review Land O'Lakes materials and evidence; consider non-monetary breaches; consider security issues; legal and procedural research;
01/05/21	JDB	Email exchange and conference call with company, purchasers, and counsel for RBC, counsel for LOL; email exchange and conference call with Monitor; draft, review and revise Monitor's Report and confidential supplement; consider issues re: security; draft, review and revise pleadings and court materials; hearing preparation; confer with C. Brousson;
01/05/21	CDB	Review and revise draft Monitor's report; telephone call to Mr. Nowina; telephone calls to Monitor; telephone calls to counsel for retainers; further review of application record and materials; review RBC security issues; attend to calls with Mr. Poulsen; review Department of Justice issues on CSA; draft email to Mr. Welsch; draft email to Mr. Girard; telephone calls to Mr. Mighton; telephone call to Mr. Gruber; finalize report and serve same;



Matter: 038689-00014

Invoice: 2006219

Page: 2

<u>Date</u>	<u>Professional</u>	<u>Description</u>
01/06/21	CDB	Review all application material; prepare submissions; attend in court; instruct student on report issues; telephone call to Mr. Mighton; draft emails to Mr. Nowina on report; review comments of Antarctica on report and draft emails on same; telephone call to Monitor on submission and flow through payment to Microsoft; draft emails to Mr. Aversa; draft emails to Mr. Gruber;
01/06/21	JDB	Email exchange and conference call with company, purchasers, and counsel for other parties, counsel for LOL; email exchange and conference call with Monitor; hearing preparation and attendance; confer with C. Brousson;
01/07/21	JDB	Email exchange and conference call with company, purchasers, and counsel for other parties, counsel for LOL; email exchange and conference call with Monitor; hearing preparation and attendance; confer with C. Brousson;
01/07/21	CDB	Prepare for and attend second day of hearing; revise submissions; attend to Reasons from the bench; draft emails to Monitor; telephone calls to Monitor; review blacklined assignment orders;
01/08/21	CDB	Review draft orders; draft emails on same to all; draft emails on Monitor's release;
01/08/21	JDB	Email exchange with counsel from company; email exchange and conference call with Monitor; review assignment, sale approval, and D&O release orders; confer with C. Brousson; consider issues re: Monitor release;
01/10/21	JDB	Email exchange with counsel for company re filing of order;
01/11/21	JDB	Email exchange with company and other counsel; review letter re: French process; email exchange and conference call with Monitor re: Larsen and ISS Cameras;
01/11/21	CDB	Review draft update letter to French counsel; draft comments on same;
01/12/21	CDB	Draft email to Mr. Mendelson on ISS cameras;
01/12/21	JDB	Email exchange and conference call with Monitor re: Larsen and ISS Cameras; review and consider options and strategy re: court approval for sale; review requirements in orders re: sale process;
01/13/21	JDB	Email exchange and conference call with Monitor; review Stalking Horse Sale Letter; email exchange with counsel for the company; email exchange re: intercompany set offs in French proceedings; email exchange re: final steps for Company wind up;
01/13/21	CDB	Draft emails to Mr. Mighton on fee approval and timing of closing and final hearing;
01/14/21	JDB	Consider issues re: sale of ISS cameras; email exchange and conference call with Monitor;
01/15/21	JDB	Email exchange and conference call with Monitor; consider issues re: Maltese entity; Review ISS SISP Letter; consider issues re: Government of Canada and SAR Assets;



Matter: 038689-00014

Invoice: 2006219

Page: 3

<u>Date</u>	<u>Professional</u>	<u>Description</u>
01/16/21	JDB	Email exchange with counsel for company and AA; conference call re: SAR asset purchase price revision; email exchange and conference call with Monitor; review SAR Contingency Planning Slide Deck;
01/18/21	CDB	Draft email to Ms. Texier; review response;
01/19/21	CDB	Draft emails to Mr. Mendelson; conference with Mr. Bradshaw on remaining issues;
01/19/21	JDB	File Monitor's certificate; email exchange and conference call with Monitor; review closing documents;
01/20/21	JDB	Email exchange and conference call with Monitor re: closing matters; review email exchange with DLA France;
01/20/21	CDB	Draft emails to Mr. Bell and Mr. Mendelson on outstanding issues; instruct Mr. Bradshaw;
01/21/21	JDB	Email exchange and conference call with Monitor re: CCAA Completion Timeline; confer with C. Brousson;
01/22/21	JDB	Email exchange and conference call with Monitor re: ISS Cameras and Winfield payments; conference call re: French process update;
01/24/21	JDB	Email exchange with Monitor and Company;
01/25/21	JDB	Email exchange and conference call with Monitor and Antarctica re: ISS cameras; email exchange and conference call with company and counsel re: termination; confer with C. Brousson; review draft order; consider issues for Monitor's report;
01/25/21	CDB	Conference with Mr. Bradshaw on status and upcoming application; draft emails to Mr. Bell; draft email to Ms. Baker;
01/26/21	JDB	Email exchange and conference call with Monitor; email exchange with company; consider issues re: filing materials; legal and procedural research; draft, review and revise Monitor's Report; email exchange re: Monitor's certificate;
01/28/21	JDB	Email exchange and conference call with Monitor re: content of Monitor's report; review application materials; consider timing and strategy;
01/28/21	CDB	Attend to call with Mr. Bradshaw on summary application plans; review email from Mr. Mendelson and Mr. Bradshaw's response; draft confirmation email;
01/29/21	CDB	Review emails on French proceedings; draft email replies on same; draft email to Mr. Bell;
01/29/21	JDB	Email exchange with Monitor; correspondence with registry re: filed Monitor's certificate;

Total Taxable Fees:**\$ 47,395.00****DISBURSEMENTS**DescriptionAmount



Matter: 038689-00014

Invoice: 2006219

Page: 4

BC Online Other Charges	7.00
DLA International Agent's Fee	54,164.58
Non-Taxable Disbursements:	\$ 54,171.58

Total Disbursements:	\$ 54,171.58
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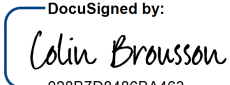
Total Fees, Other Charges & Disbursements:	\$ 101,566.58
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BILL SUMMARY

	Our Fees:	\$	47,395.00
	Total Disbursements:	\$	54,171.58
REG # 110 152 824	Total GST:	\$	2,369.75
	Total PST:	\$	3,317.65
	Total Current Invoice Due:	CAD \$	<u>107,253.98</u>

This is our account.

DLA Piper (Canada) LLP

Per: 
 028B7D8486BA463...
 Colin D. Brousson

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.