

Investment Opportunity – Midnight Group

March 2024



Sales & Investment Solicitation Process

On December 5, 2022, Midnight Integrated Financial Inc. (“**MINT**”), Tower Adventures Ltd., Brooker Adventure Corp. Comstock Adventure Corp., Sentinel Investments Inc. and Gemini Share Inc. (collectively, the “**Midnight Group**”) obtained for protection under the Companies’ Creditors Arrangement Act (“**CCAA**”). Ernst & Young Inc. was appointed monitor (the “**Monitor**”) in the CCAA proceedings. The Monitor is assisting the Midnight Group in a sale of its business assets (“**SISP Assets**”) through a sales and investment solicitation process (“**SISP**”).

The SISP includes a Stalking Horse bid from 2593054 Alberta Ltd. to acquire the SISP Assets for CAD \$11,038,842.17. The Stalking Horse bid does not include a break fee or other fees payable in the event the Stalking Horse bid is not successful.

Any party who expresses a desire to participate in the SISP is required to execute a non-disclosure agreement (an “**NDA**”). Subject to the Monitor’s review, such parties will then be considered as a “**Bidder**”. Any transaction resulting from the SISP will be subject to Court approval. The sale of the SISP Assets are on a “as is, where is” basis. Further information regarding the SISP process can be found on the Monitor’s website: www.ey.com/ca/midnight. Any Bidder may offer to purchase the SISP Assets, or a portion of them, on terms more favourable than the terms set out in the Stalking Horse APA.

Investment Opportunity

The SISP Assets include real property, several shareholdings and miscellaneous assets. MINT, an Alberta based financial firm, together with its subsidiaries and affiliates hold the SISP Assets.

Opportunity Highlights



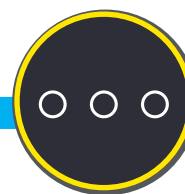
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Real Properties



16

Shareholdings or Equity Positions



2

Miscellaneous Assets

Real Property Overview

ARLA Building

Located in Edmonton, Alberta, this suburban office building was constructed in 1978 and renovated extensively in 2020. The building is a three-story office that contains five tenant bays of approximately 15,000 square feet of leasable area. The building includes an underground parkade. A portion of the building is currently owner occupied.

Manhattan Lofts Condo

Located in a three-story office condominium building, situated in the Beltline district of Calgary. The building was constructed in 1906, extensively renovated (back to frame) in 1995 and remodeled as a live/work condominium development. The property is currently owner occupied.

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Shareholdings Overview

Everyday People Financial Corp. (TSX-V: EPF)

133,334 common shares

Canadian provider of financial services

InvestDEFY Technologies Inc.

17,086,974.5 Class A common shares

An AI crypto and derivative trading platform

Omni Lite Industries Canada Inc. (CVE: OML)

336,500 common shares

Specializes in progressive forming of metal alloys and composites for high-performance components and fasteners

True North Innovations Inc.

100 common shares

Specializes in developing potential carbon capture solutions

Camcor Funds: Energy Fund VII LP

30 Class A limited partner units

An oil and gas fund managed by Camcor Partners

Freedom Cannabis Inc.

828,667 common shares

A licensed seed to sale cannabis producer

Paradise Spirits Inc.

6,577 Class B common shares

A producer and distributor of high-quality spirits globally

Connick Holdings Inc.

51 Class A shares and 49 Class B shares

Holding company for an interest in a private market dealer specializing in independent alternative or private investments

The Willow Apartments LP

48.57 Class A units

A 120-unit apartment complex in Edmonton, Alberta

1805783 Alberta Ltd.

35 Class B common shares

Holding company for an interest in a sheet metal and facility service provider in the Edmonton, Alberta area

Caza Financial Inc.

120,000 common shares

Investing in organic feedstocks and health products

Intergen Capital LP

100 Class A limited partner units

A private ScaleUP fund and talent matching program

Alaska Asia Clean Energy Corporation

2,344,051 Class A common shares

Developing a mine in Alaska to export coal, power generation and carbon capture

Two Pines Ventures Inc.

30,000 common shares

Producer of hand-crafted premium spirits

Paper Interactive, Inc.

516,656 Series A preferred shares

Provides cloud legal documentation and workflow management software

Shares in and Loan from 4 Plus 1 Holdings Ltd.

25 Class A common shares and shareholder loan of ~\$1.6 million

A holding company of investments in an Edmonton commercial real estate asset, a US resort and an Edmonton apartment complex

Miscellaneous Assets Overview



Office Furnishings, Contracts and Licenses

Various office equipment, contracts and software licensing agreements

Collectables

An assortment of investment grade timepieces

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Offering process

Parties wishing to participate in the SISP may receive further information, including a Redacted Information Memorandum by executing and delivering an NDA to the Monitor. In addition, upon receipt of a refundable CAD \$50,000 deposit and execution of an additional NDA (with a wider scope), the Monitor will provide the interested party with the unredacted Confidential Information Memorandum and access to an electronic data room.

Key milestones of the SISP are as follows (subject to change without notice):

- Final bid deadline: **5:00pm Edmonton time on April 19, 2024**
- Should a Superior Offer be made:
 - Sealed Bid Deadline: **5:00pm Edmonton time on May 1, 2024**
- Targeted court approval date: **on or before May 31, 2024**

Contact

Interested parties are requested to contact the listed person below.

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Director

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Ernst & Young Inc.

**in its capacity as Monitor of
the Midnight Group and
not in its personal capacity**

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Disclaimer

The information contained in this teaser is submitted to parties to be used solely in connection with their consideration of the transaction opportunity described herein. Capitalized terms not defined herein are as defined in the Initial Order, SISP Order or the other materials filed by the Applicants or the Monitor to date.

An information memorandum setting out the particulars of the SISP Assets is available upon request, subject to signing of an NDA. Additional background information on the applicants and these CCAA proceedings is available on the Monitor's website located at www.ey.com/ca/midnight. Provisions of the SISP or SISP Order will govern the sales process for the SISP Assets.

The information contained herein, while obtained from sources which we believe to be reliable, has not been independently verified and no representation, express or implied, is given as to its accuracy or completeness. Delivery of this Overview does not constitute an offer to sell or a solicitation of an offer to purchase securities under the securities laws of any jurisdiction or a solicitation to enter into any other transaction.

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